



QNTM Ventures ApS

Unsbjergvej 4 A
5220 Odense SØ
CVR No. 41104406

Annual report 2024

The Annual General Meeting adopted the
annual report on 27.06.2025

Christian Carlsen

Chairman of the General Meeting

Contents

Entity details	2
Statement by Management	3
Independent auditor's extended review report	4
Management commentary	6
Income statement for 2024	7
Balance sheet at 31.12.2024	8
Statement of changes in equity for 2024	10
Notes	11
Accounting policies	13

Entity details

Entity

QNTM Ventures ApS
Unsbjergvej 4 A
5220 Odense SØ

Business Registration No.: 41104406
Registered office: Odense
Financial year: 01.01.2024 - 31.12.2024

Board of Directors

Connor Robert Jensen Murphy
Cornelius James Merlini
Christian Carlsen
Ross Thomas Desmarais

Executive Board

Jack Egelund Madsen

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Tværkajen 5
P. O. Box 10
5100 Odense

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of QNTM Ventures ApS for the financial year 01.01.2024 - 31.12.2024.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2024 and of the results of its operations for the financial year 01.01.2024 - 31.12.2024.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Odense, 27.06.2025

Executive Board

Jack Egelund Madsen

Board of Directors

Connor Robert Jensen Murphy

Cornelius James Merlini

Christian Carlsen

Ross Thomas Desmarais

Independent auditor's extended review report

To the shareholders of QNTM Ventures ApS

Conclusion

We have performed an extended review of the financial statements of QNTM Ventures ApS for the financial year 01.01.2024 - 31.12.2024, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

Based on our extended review, in our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2024 and of the results of its operations for the financial year 01.01.2024 - 31.12.2024 in accordance with the Danish Financial Statements Act.

Basis for conclusion

We conducted our extended review in accordance with the assurance engagement standard for small enterprises as issued by the Danish Business Authority and the standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act as issued by FSR - Danish Auditors. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the extended review of the financial statements" section. We are independent of the Entity in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines 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, Management is responsible for assessing the Entity'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 Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the extended review of the financial statements

Our responsibility is to express a conclusion on the financial statements. This requires that we plan and perform procedures to obtain limited assurance about our conclusion on the financial statements and that we also perform specifically required supplementary procedures for the purpose of obtaining additional assurance about our conclusion.

An extended review consists of making inquiries, primarily of Management and, if appropriate, of other entity

personnel, performing analytical and the specifically required supplementary procedures as well as evaluating the evidence obtained.

The procedures performed in an extended review are less in scope than in an audit, and accordingly we do not express an audit opinion on the financial statements.

Statement on the management commentary

Management is responsible for the management commentary.

Our conclusion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our extended review of the financial statements our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the extended review or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required by relevant law and regulations.

Based on the work we have performed, we conclude that the management commentary is in accordance with financial statements and has been prepared in accordance with the requirements in the relevant law and regulations. We did not identify any material misstatement of the management commentary.

Odense, 27.06.2025

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Bo Damgaard Hansen

State Authorised Public Accountant
Identification No (MNE) mne34543

Management commentary

Primary activities

The purpose of the company is to act as a holding company and hereby related business.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2024

	Notes	2024 DKK	2023 DKK
Gross profit/loss		(1,168,243)	(163,280)
Income from investments in group enterprises		(36,918,467)	(27,860,017)
Other financial income	1	1,937,115	6,881
Other financial expenses	2	(5,429,368)	(512,211)
Profit/loss before tax		(41,578,963)	(28,528,627)
Tax on profit/loss for the year		0	(114,085)
Profit/loss for the year		(41,578,963)	(28,642,712)
Proposed distribution of profit and loss			
Retained earnings		(41,578,963)	(28,642,712)
Proposed distribution of profit and loss		(41,578,963)	(28,642,712)

Balance sheet at 31.12.2024

Assets

	Notes	2024 DKK	2023 DKK
Investments in group enterprises		48,838,749	57,928,435
Financial assets	3	48,838,749	57,928,435
Fixed assets		48,838,749	57,928,435
Cash		49,972	25,076
Current assets		49,972	25,076
Assets		48,888,721	57,953,511

Equity and liabilities

	Notes	2024 DKK	2023 DKK
Contributed capital		112,990	112,990
Retained earnings		15,709,341	57,288,304
Equity		15,822,331	57,401,294
Convertible and dividend-yielding debt instruments		29,074,317	0
Derivative financial instruments		3,969,556	0
Non-current liabilities other than provisions	4	33,043,873	0
Trade payables		12,500	118,000
Payables to group enterprises		0	424,200
Payables to owners and management		10,017	10,017
Current liabilities other than provisions		22,517	552,217
Liabilities other than provisions		33,066,390	552,217
Equity and liabilities		48,888,721	57,953,511
Employees	5		
Financial instruments	6		
Contingent liabilities	7		

Statement of changes in equity for 2024

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	112,990	57,288,304	57,401,294
Profit/loss for the year	0	(41,578,963)	(41,578,963)
Equity end of year	112,990	15,709,341	15,822,331

The share capital is divided into DKK 8.157 A-shares, DKK 40.000 B-shares and DKK 64.833 C-shares.

The C-shares have a right of priority to payment in case of distribution of proceeds, including dividend, capital decrease, liquidation proceeds, or in any other way over A-shares which again has a right of priority over B-shares.

In July 2022, the general meeting of the company decided to issue 1 warrant per nominally DKK 1 share in share class C in the company granting the warrant holders a right to subscribe for shares of nominally DKK 1 in share class C at (numerically) rate 100. The warrants are issued to all shareholders holding C-shares and must be subscribed no later than 10 years.

Notes

1 Other financial income

	2024 DKK	2023 DKK
Financial income from group enterprises	647,724	0
Other interest income	44,000	6,881
Fair value adjustments	1,245,391	0
	1,937,115	6,881

2 Other financial expenses

	2024 DKK	2023 DKK
Financial expenses from group enterprises	0	10,142
Other interest expenses	3,510,120	392
Exchange rate adjustments	1,919,248	501,677
	5,429,368	512,211

3 Financial assets

	Investments in group enterprises DKK
Cost beginning of year	100,666,120
Additions	27,828,781
Cost end of year	128,494,901
Impairment losses beginning of year	(42,737,685)
Share of profit/loss for the year	(36,918,467)
Impairment losses end of year	(79,656,152)
Carrying amount end of year	48,838,749

Investments in subsidiaries	Registered in	Corporate form	Equity interest %
QNTM Labs ApS	Denmark	ApS	100.00

4 Non-current liabilities other than provisions

	Due after more than 12 months 2024 DKK
Convertible and dividend-yielding debt instruments	29,074,317
Derivative financial instruments	3,969,556
	33,043,873

No non-current liabilities is due after 5 years.

5 Employees

The Entity has no employees other than the Executive Board. The Executive Officer has not received any remuneration.

6 Financial instruments

Derivative financial instruments consist of a conversion right on 7 convertible loan notes.

There are 7 convertible loan notes issued in 2024 to 7 investors at a total value of 4.2 million USD.

The derivative financial instruments are recognised at fair value with the following assumptions:

Creditor is entitled to convert the loan including accrued interest. Creditor has the right but no obligation to convert the convertible note into shares in QNTM Ventures ApS.

Contractual Accruing Interest Rate (p.a.): 20%

Market rate for similar debt without conversion feature: 30%

Expire time of conversion right: 2026

7 Contingent liabilities

The Entity serves as the administration company in a Danish joint taxation arrangement. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc. for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for these entities.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of a few provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Consolidated financial statements

Referring to section 110 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses.

Derivative financial instruments

On initial recognition in the balance sheet, derivative financial instruments are measured at cost and subsequently at fair value, which has been calculated as the discounted value of expected future net cash flows by using an approximate risk-free interest rate adjusted for any factors that a potential market participant would attribute value to when acquiring the instrument.

For derivative financial instruments that do not comply with the requirements for being treated as hedging instruments, changes in fair value are recognised currently in the income statement as financial income or financial expenses.

Income statement

Gross profit or loss

Gross profit or loss comprises other external expenses.

Other external expenses

Other external expenses include expenses relating to the Entity's normal activities, including expenses for stationery and office supplies and administrative costs.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

Other financial income

Other financial income comprises interest income, including interest income on bank balances.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses, payables and transactions in foreign currencies.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Investments in group enterprises

Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to the reserve for net revaluation according to the equity method in equity.

Cash

Cash comprises cash in bank deposits.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.