BEIERHOLM
VI SKABER BALANCE

Northstake ApS

Store Kongensgade 59A, 2. tv, 1264 København K
CVR no. 42 81 87 39

Annual report for 2024

Årsrapporten er godkendt på den
ordinære generalforsamling, d. 15.07.25

Jesper Johansen
Dirigent

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Company information etc.

The company

Northstake ApS
Store Kongensgade 59A, 2. tv
1264 København K
Registered office: København
CVR no.: 42 81 87 39
Financial year: 01.01 - 31.12

Executive Board

Jesper Johansen

Board of Directors

Jesper Johansen
Christian Johan Claudi Risom
Luca Sorlini

Auditors

Beierholm
Godkendt Revisionspartnerselskab

Statement by the Executive Board and Board of Directors on the annual report

We have on this day presented the annual report for the financial year 01.01.24 - 31.12.24 for Northstake ApS.

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 company's assets, liabilities and financial position as at 31.12.24 and of the results of the company's activities for the financial year 01.01.24 - 31.12.24.

The annual report is submitted for adoption by the general meeting.

Copenhagen, July 15, 2025

Executive Board

Jesper Johansen

Board of Directors

Jesper Johansen	Christian Johan Claudi Risom	Luca Sorlini

To the shareholders of Northstake ApS

Opinion

We have audited the financial statements of Northstake ApS for the financial year 01.01.24 - 31.12.24, which comprise income statement, balance sheet, statement of changes in equity and notes to the financial statements, including material accounting policy information. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion the financial statements give a true and fair view of the company's financial position at 31.12.24 and of the results of the company's operations for the financial year 01.01.24 - 31.12.24 in accordance with the Danish Financial Statements Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the “Auditor’s responsibilities for the audit of the financial statements” section of our report. We are independent of the company 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 audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

Reference to management’s explanation of the chosen basis of accounting

We draw attention to Note 1 in the financial statements, in which management provides disclosures regarding the Company’s ability to continue as a going concern. We agree with management’s description and choice of basis of accounting. Our conclusion is therefore not modified in respect of this matter.

Reference to particularly uncertain factors relating to the recognition and measurement of items in the annual financial statements – deferred tax asset

We draw attention to note 2 in the annual financial statements, where management explains the expectations for significantly improved earnings, which are a prerequisite for the value of the recognized deferred tax asset of DKK 5.1 million in the balance sheet. We concur with management’s accounting treatment of the tax asset. Therefore, our conclusion remains unmodified regarding this matter.

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 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 in preparing the financial statements unless management either intends to liquidate the company or to cease operations, or has 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 and the additional requirements applicable in Denmark 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 conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment 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 management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparing the financial statements 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 contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance 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.

Soeborg, Copenhagen, July 15, 2025

Beierholm
Godkendt Revisionspartnerselskab
CVR no. 32 89 54 68

Philip Heick-Poulsen
State Authorised Public Accountant
MNE-no. mne34280

Income statement

Note		2024 DKK	2023 DKK
	Gross loss	**-4,907,611**	**-3,405,958**
4	Staff costs	-8,484,591	-5,940,609
	Loss before depreciation, amortisation, write-downs and impairment losses	**-13,392,202**	**-9,346,567**
	Financial income	2,868,848	13,251
	Financial expenses	-298,860	-83,134
	Loss before tax	**-10,822,214**	**-9,416,450**
	Tax on loss for the year	2,298,935	2,047,335
	Loss for the year	**-8,523,279**	**-7,369,115**

Proposed appropriation account

Retained earnings	-8,523,279	-7,369,115
Total	**-8,523,279**	**-7,369,115**

Balance sheet

ASSETS

Note		31.12.24 DKK	31.12.23 DKK
	Deposits	170,347	16,677
	Total investments	**170,347**	**16,677**
	Total non-current assets	**170,347**	**16,677**
	Manufactured goods and goods for resale	785,095	5,177,409
	Total inventories	**785,095**	**5,177,409**
	Trade receivables	463,984	291,835
	Deferred tax asset	5,133,849	2,834,914
	Income tax receivable	0	132,542
	Other receivables	217,721	410,194
	Prepayments	49,567	177,942
	Total receivables	**5,865,121**	**3,847,427**
	Cash	**2,137,277**	**6,163,344**
	Total current assets	**8,787,493**	**15,188,180**
	Total assets	**8,957,840**	**15,204,857**

Balance sheet

EQUITY AND LIABILITIES

Note		31.12.24 DKK	31.12.23 DKK
	Contributed capital	975,779	990,662
	Share premium	22,342,865	22,415,053
	Retained earnings	-21,405,326	-12,882,047
	Total equity	**1,913,318**	**10,523,668**
	Other payables	4,963,111	0
	Total long-term payables	**4,963,111**	**0**
	Payables to other credit institutions	144,201	0
	Prepayments received from customers	0	24,082
	Trade payables	620,104	1,027,852
	Other payables	1,317,106	2,799,072
	Deferred income	0	830,183
	Total short-term payables	**2,081,411**	**4,681,189**
	Total payables	**7,044,522**	**4,681,189**
	Total equity and liabilities	**8,957,840**	**15,204,857**

5 Contingent liabilities

Statement of changes in equity

Figures in DKK	Contributed capital	Share premium	Retained earnings	Total equity
Statement of changes in equity for 01.01.23 - 31.12.23				
Balance as at 01.01.23	925,864	18,787,013	-5,512,932	14,199,945
Capital increase	64,798	3,628,040	0	3,692,838
Net profit/loss for the year	0	0	-7,369,115	-7,369,115
Balance as at 31.12.23	990,662	22,415,053	-12,882,047	10,523,668
Statement of changes in equity for 01.01.24 - 31.12.24				
Balance as at 01.01.24	990,662	22,415,053	-12,882,047	10,523,668
Capital increase	983	55,038	0	56,021
Capital reduction	-15,866	-127,226	0	-143,092
Net profit/loss for the year	0	0	-8,523,279	-8,523,279
Balance as at 31.12.24	975,779	22,342,865	-21,405,326	1,913,318

1. Information as regards going concern

The Company's equity is limited, and its financial position indicates uncertainty regarding the Company's ability to continue as a going concern.

The budget follow-up shows that due to capital increase and debt conversion in 2025 there is sufficient liquidity for the Company to meet its obligations as they fall due.

As a result, the annual report has been prepared on the assumption of going concern.

2. Uncertainty concerning recognition and measurement

In the financial statements for 2024, it is important to note the following uncertainty as regards recognition and measurement as it has had a significant influence on the assets and liabilities recognised in the financial statements:

The company has a deferred tax asset of DKK 5.1 million, which is recognized in the balance sheet as of December 31, 2024. This deferred tax asset can be attributed to carried-forward tax losses. The deferred tax asset has been assessed and recognized based on budgets for the period 2025 – 2027, during which earnings are expected to improve significantly. If the actual results for 2025 – 2027 deviate from expectations, this could impact the valuation of the tax asset.

3. Primary activities

Northstake is a regulated digital asset service provider for institutional investors and regulated financial institutions.

Northstake offers regulator-compliant staking solutions that enhance liquidity management while operating in compliance with current crypto asset regulations and observing future regulatory requirements. Northstake is transforming how regulated financial institutions stake digital assets.

Northstake's vision is to become the standard for regulatory-compliant staking solutions for regulated financial institutions. Today, Northstake serves regulated financial institutions, digital asset managers, and trading firms. The company enhances fund performance and capital efficiency in partnership with industry-leading custodians and market makers.

Northstake's primary income is derived from staking activities but will gradually expand its revenue streams to include transaction-based income.

	2024 DKK	2023 DKK
4. Staff costs		
Wages and salaries	6,965,142	4,753,000
Pensions	91,500	127,200
Other social security costs	78,213	56,374
Other staff costs	1,349,736	1,004,035
Total	8,484,591	5,940,609
Average number of employees during the year	10	7

5. Contingent liabilities

Lease commitments

The company has concluded lease agreements with terms to maturity of 3 months and total lease payments of DKK 180k.

6. Accounting policies

GENERAL

The annual report is presented in accordance with the provisions of the Danish Financial Statements Act (*Årsregnskabsloven*) for enterprises in reporting class B with application of provisions for a higher reporting class.

The accounting policies have been applied consistently with previous years.

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including depreciation, amortisation, impairment losses and write-downs, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the company, and the value of such assets can be measured reliably. Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow from the company, and the value of such liabilities can be measured reliably. On initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

On recognition and measurement, account is taken of foreseeable losses and risks arising before the date at which the annual report is presented and proving or disproving matters arising on or before the balance sheet date.

CURRENCY

The annual report is presented in Danish kroner (DKK).

On initial recognition, transactions denominated in foreign currencies are translated using the exchange rates applicable at the transaction date. Exchange rate differences between the exchange rate applicable at the transaction date and the exchange rate at the date of payment are recognised in the income statement as a financial item. Receivables, payables and other monetary items denominated in foreign currencies are translated using the exchange rates applicable at the balance sheet date. The difference between the exchange rate applicable at the balance sheet date and at the date at which the receivable or payable arose or was recognised in the latest annual report is recognised under financial income or expenses in the income statement. Fixed assets, inventories and other non-monetary assets acquired in foreign currencies are translated using historical exchange rates.

6. Accounting policies - continued -

LEASES

Lease payments relating to operating leases are recognised in the income statement on a straight-line basis over the lease term.

INCOME STATEMENT

Gross loss

Gross loss comprises revenue and cost of sales and other external expenses.

Revenue

Income from the sale of services is recognised in the income statement as delivery takes place (delivery method). Revenue is measured at the selling value of the agreed consideration exclusive of VAT and other taxes collected on behalf of third parties and less discounts.

Cost of sales

Cost of sales comprises cost of sales for the year measured at cost plus any changes in inventories, including write-downs to the extent that these do not exceed normal write-downs.

Other external expenses

Other external expenses comprise costs relating to distribution, sales and advertising and administration, premises and bad debts to the extent that these do not exceed normal write-downs.

Staff costs

Staff costs comprise wages and salaries as well as other staff-related costs.

Other net financials

Interest income and interest expenses, foreign exchange gains and losses on transactions denominated in foreign currencies etc. are recognised in other net financials.

6. Accounting policies - continued -

Tax on profit/loss for the year

The current and deferred tax for the year is recognised in the income statement as tax on the profit/loss for the year with the portion attributable to the profit/loss for the year, and directly in equity with the portion attributable to amounts recognised directly in equity.

BALANCE SHEET

Impairment losses on fixed assets

The carrying amount of fixed assets which are not measured at fair value is assessed annually for indications of impairment over and above what is reflected in depreciation and amortisation.

If the company's realised return on an asset or a group of assets is lower than expected, this is considered an indication of impairment.

If there are indications of impairment, an impairment test is conducted of individual assets or groups of assets.

The assets or groups of assets are impaired to the lower of recoverable amount and carrying amount.

The higher of net selling price and value in use is used as the recoverable amount. The value in use is determined as the present value of expected net cash flows from the use of the asset or group of assets as well as expected net cash flows from the sale of the asset or group of assets after the expiry of their useful lives.

Impairment losses are reversed when the reasons for the impairment no longer exist.

Inventories

Inventories are measured at cost calculated according to the FIFO-method. Inventories are written down to the lower of cost and net realisable value.

The cost of raw materials and consumables as well as goods for resale is determined as purchase prices plus expenses resulting directly from the purchase.

The net realisable value of inventories is determined as the selling price less costs of completion and costs necessary to make the sale and is determined taking into account marketability, obsolescence and the expected development in the selling price.

6. Accounting policies - continued -

Receivables

Receivables are measured at amortised cost, which usually corresponds to the nominal value, less write-downs for bad debts.

Write-downs for bad debts are determined based on an individual assessment of each receivable if there is no objective evidence of individual impairment of a receivable.

Deposits recognised under assets comprise deposits paid to the lessor under leases entered into by the company.

Prepayments

Prepayments recognised under assets comprise costs incurred in respect of subsequent financial years.

Cash

Cash includes deposits in bank account.

Current and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the basis of the taxable income for the year, adjusted for tax paid on account.

Deferred tax liabilities and tax assets are recognised on the basis of all temporary differences between the carrying amounts and tax bases of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is non-amortisable for tax purposes and other items where temporary differences, except for acquisitions, have arisen at the date of acquisition without affecting the net profit or loss for the year or the taxable income. In cases where the tax value can be determined according to different taxation rules, deferred tax is measured on the basis of management's intended use of the asset or settlement of the liability.

Deferred tax assets are recognised, following an assessment, at the expected realisable value through offsetting against deferred tax liabilities or elimination in tax on future earnings.

Deferred tax is measured on the basis of the tax rules and at the tax rates which, according to the legislation in force at the balance sheet date, will be applicable when the deferred tax is expected to crystallise as current tax.

6. Accounting policies - continued -

Payables

Long-term payables are measured at cost at the time of contracting such liabilities (raising of the loan). The payables are subsequently measured at amortised cost where capital losses and loan expenses are recognised in the income statement as a financial expense over the term of the payable on the basis of the calculated effective interest rate in force at the time of contracting the liability.

Short-term financial payables are measured at amortised cost, normally corresponding to the nominal value of such payables. Other short-term payables are measured at net realisable value.

Prepayments received from customers

Prepayments received from customers comprise amounts received from customers prior to the time and date of delivery of the agreed product or completion of the agreed service.

Deferred income

Deferred income under liabilities comprises payments received in respect of income in subsequent financial years.