

Aureum A/S

Industrivej 12
3540 Lyngø

CVR no. 40 08 67 14

Annual report for 2018/19

(1st Financial year)

Adopted at the annual general meeting
on 26 August 2020

Mike Steen Hansen
chairman

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Statement by management on the annual report

The supervisory and executive boards have today discussed and approved the annual report of Aureum A/S for the financial year 13 December 2018 - 31 December 2019.

The annual report is 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 December 2019 and of the results of the company's operations for the financial year 13 December 2018 - 31 December 2019.

In our opinion, management's review includes a fair review of the matters dealt with in the management's review.

Management recommends that the annual report should be approved by the company in general meeting.

Lynge, 26 August 2020

Executive board

Peter Emil Sigetty

Supervisory board

Joel David Sherlock
chairman

Nelson Camargo Cury

Farzad Jahanshahi

Mike Steen Hansen

William Muecke

Independent auditor's report

To the shareholder of Aureum A/S

Opinion

We have audited the financial statements of Aureum A/S for the financial year 13 December 2018 - 31 December 2019, which comprise income statement, balance sheet, notes and summary of significant accounting policies. The financial statements are prepared under 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 December 2019 and of the results of the company's operations for the financial year 13 December 2018 - 31 December 2019 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' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 the 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 skepticism throughout the audit. We also:

Independent auditor's report

- 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.

Statement on management's review

Management is responsible for management's review.

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

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

Moreover, it is our responsibility to consider whether management's review provides the information required under the Danish Financial Statements Act.

Independent auditor's report

Based on the work we have performed, we conclude that management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of management's review.

Hellerup, 26 August 2020

CVR no. 33 25 68 76



Søren Jonassen
Statsautoriseret revisor
MNE no. mne18488

Company details

The company

Aureum A/S
Industrivej 12
3540 Lyngø

CVR no.: 40 08 67 14

Reporting period: 13 December 2018 - 31 December 2019

Incorporated: 13. December 2018

Domicile: Lyngø

Supervisory board

Joel David Sherlock, chairman
Nelson Camargo Cury
Farzad Jahanshahi
Mike Steen Hansen
William Muecke

Executive board

Peter Emil Sigetty

Auditors

Crowe
Statsautoriseret Revisionsinteressentskab v.m.b.a.
Rygårds Allé 104
2900 Hellerup

Management's review

Business review

The purpose of the company is contract processing services, white label products, and supply of raw material to our outsourcing partners and customers in the European medicinal cannabis industry.

Aureum offers a complete outsourcing solution from pre-processing of raw material to primary and secondary packaging of products. Our goal is to bring quality to life, and we will do this by always delivering on our promise of consistent quality assured.

Financial review

The company's income statement for the year ended 31 December 2019 shows a loss of DKK 4.344.377, and the balance sheet at 31 December 2019 shows equity of DKK 9.655.623.

Significant events occurring after the end of the financial year

No events have occurred after the balance sheet date which could significantly affect the company's financial position.

However the management informs that the company's fulfillment of its obligations towards existing creditors and the completion of the company's construction activities at the extraction plant in Lyngø are dependent on further financing from the shareholders and/or from external parties. The management has as of 26 August 2020 received a funding offer, if approved by the board and by the shareholders, provides sufficient capital for the continuation of the business as per the next phase of the budgeted plan.

Accounting policies

The annual report of Aureum A/S for 2018/19 has been prepared in accordance with the provisions of the Danish Financial Statements Act concerning reporting class B entities.

As 2018/19 is the company's first reporting period, no comparatives have been presented.

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 amortisation, depreciation and impairment losses, 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 the asset 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 the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any installments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

Income statement

Gross profit

In pursuance of section 32 of the Danish Financial Statements Act, the company does not disclose its revenue.

Gross profit reflects an aggregation of revenue, changes in inventories of finished goods and work in progress and other operating income less costs of raw materials and consumables and other external expenses.

Revenue

Income from the sale is recognised in the income statement, provided that the transfer of risk, usually on delivery to the buyer, has taken place and that the income can be measured reliably and is expected to be received.

Accounting policies

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year. Net financials include interest income and expenses, realised and unrealised capital/exchange gains and losses on foreign currency transactions and surcharges and allowances under the advance-payment-of-tax scheme, etc.

Tax on profit/loss for the year

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

Balance sheet

Tangible assets

Items of leasehold improvements are measured at cost less accumulated depreciation and impairment losses.

The depreciable amount is cost less the expected residual value at the end of the useful life.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use.

Straight-line depreciation is provided on the basis of the following estimated useful lives of the assets:

	Useful life
Leasehold improvements	7 years

Assets costing less than DKK 13.800 are expensed in the year of acquisition.

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable is impaired, an impairment loss for that individual asset is recognised.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received, using the effective interest rate of individual receivables or portfolios of receivables as discount rate.

Prepayments

Prepayments recognised under 'Current assets' comprises expenses incurred concerning subsequent financial years.

Accounting policies

Equity

Dividends

Proposed dividends are disclosed as a separate item under equity. Dividends are recognised as a liability when declared by the annual general meeting of shareholders.

Income tax and deferred tax

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax losses allowed for carry forward, are measured at the value to which the asset is expected to be realised, either as a set-off against tax on future income or as a set-off against deferred tax liabilities within the same legal tax entity. Any deferred net tax assets are measured at net realisable value.

Deferred tax is measured according to the tax rules and at the tax rates applicable in the respective countries at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax adjustments resulting from changes in tax rates are recognised in the income statement, with the exception of items taken directly to equity.

Liabilities

Liabilities are measured at amortised cost, which is usually equivalent to nominal value.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses. If foreign currency transactions are considered cash flow hedges, the value adjustments are taken directly to equity.

Income statement
13 December 2018 - 31 December 2019

	<u>Note</u>	<u>2018/19</u> DKK
Gross profit		-3.020.603
Staff costs	1	<u>-2.510.194</u>
Profit/loss before net financials		-5.530.797
Financial costs		<u>-38.800</u>
Profit/loss before tax		-5.569.597
Tax on profit/loss for the year	2	<u>1.225.220</u>
Profit/loss for the year		<u><u>-4.344.377</u></u>
 Recommended appropriation of profit/loss		
Retained earnings		<u>-4.344.377</u>
		<u><u>-4.344.377</u></u>

Balance sheet at 31 December 2019

	<u>Note</u>	<u>2018/19</u> <u>DKK</u>
Assets		
Other fixtures and fittings, tools and equipment		190.565
Leashold improvements in progress		<u>5.141.036</u>
Tangible assets	3	<u>5.331.601</u>
Deposits		<u>263.100</u>
Fixed asset investments		<u>263.100</u>
Total non-current assets		<u>5.594.701</u>
Other receivables		814.459
Deferred tax asset		1.225.220
Prepayments		<u>629.529</u>
Receivables		<u>2.669.208</u>
Cash at bank and in hand		<u>6.895.182</u>
Total current assets		<u>9.564.390</u>
Total assets		<u><u>15.159.091</u></u>

Balance sheet at 31 December 2019

	<u>Note</u>	<u>2018/19</u> <u>DKK</u>
Equity and liabilities		
Share capital		608.047
Retained earnings		<u>9.047.576</u>
Equity	4	<u>9.655.623</u>
Other payables		<u>2.700.000</u>
Total non-current liabilities	5	<u>2.700.000</u>
Trade payables		2.383.897
Other payables		<u>419.571</u>
Total current liabilities		<u>2.803.468</u>
Total liabilities		<u>5.503.468</u>
Total equity and liabilities		<u>15.159.091</u>
Contingent liabilities	6	

Notes

	<u>2018/19</u>	
	DKK	
1 Staff costs		
Wages and salaries		2.404.075
Pensions		80.088
Other social security costs		16.510
Other staff costs		9.521
		<u>2.510.194</u>
Average number of employees		<u>5</u>
2 Tax on profit/loss for the year		
Deferred tax for the year		-1.225.220
		<u>-1.225.220</u>
3 Tangible assets		
	Other fixtures and fittings, tools and equipment	Leashold improvements in progress
	<u>0</u>	<u>0</u>
Cost at 13 December 2018	0	0
Additions for the year	<u>190.565</u>	<u>5.141.036</u>
Cost at 31 December 2019	<u>190.565</u>	<u>5.141.036</u>
Impairment losses and depreciation at 13 December 2018	<u>0</u>	<u>0</u>
Impairment losses and depreciation at 31 December 2019	<u>0</u>	<u>0</u>
Carrying amount at 31 December 2019	<u>190.565</u>	<u>5.141.036</u>

Notes

4 Equity

	<u>Share capital</u>	<u>Share premium account</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 13 December 2018	500.000	0	0	500.000
Cash capital increase	108.047	13.391.953	0	13.500.000
Net profit/loss for the year	0	0	-4.344.377	-4.344.377
Transfer from share premium account	0	-13.391.953	13.391.953	0
Equity at 31 December 2019	<u>608.047</u>	<u>0</u>	<u>9.047.576</u>	<u>9.655.623</u>

5 Long term debt

	<u>Debt at 13 December 2018</u>	<u>Debt at 31 December 2019</u>	<u>Instalment next year</u>	<u>Debt outstanding after 5 years</u>
Other payables	<u>0</u>	<u>2.700.000</u>	<u>0</u>	<u>0</u>
	<u>0</u>	<u>2.700.000</u>	<u>0</u>	<u>0</u>

6 Contingent liabilities

The Company has entered into rent agreements and operating leases amounting TDKK 2,997.