

COVER SHEET

SEC Registration Number

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Company Name

X	U	R	P	A	S		I	N	C	.		A	N	D		S	U	B	S	I	D	I	A	R	I	E	S		

Principal Office (No./Street/Barangay/City/Town/Province)

U	N	I	T		8	0	4		A	N	T	E	L		2	0	0	0		C	O	R	P	O	R	A	T	E		
C	E	N	T	E	R	,		1	2	1		V	A	L	E	R	O		S	T	.		S	A	L	C	E	D	O	
V	I	L	L	A	G	E	,		B	R	G	Y	.		B	E	L	-	A	I	R	,		M	A	K	A	T	I	
C	I	T	Y																											

Form Type

1	7	-	Q
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Department requiring the report

S	E	C
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Secondary License Type, If Applicable

N	/	A
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COMPANY INFORMATION

Company's Email Address

<u>info@xurpas.com</u>

Company's Telephone Number/s

(02) 8889-6467

Mobile Number

N/A

No. of Stockholders

29

Annual Meeting
Month/Day

2nd Monday of May

Fiscal Year
Month/Day

March 31

CONTACT PERSON INFORMATION

The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

Alexander D. Corpuz

Email Address

mar@xurpas.com

Telephone Number/s

(02) 8889-6467

Mobile Number

N/A

Contact Person's Address

Unit 804 Antel 2000 Corporate Centre, 121 Valero St., Salcedo Village, Brgy. Bel-Air, Makati City

Note: 1. In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2: All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES
REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended March 31, 2025

2. Commission identification number A200117708

3. BIR Tax Identification No 219-934-330

4. Xurpas Inc.

Exact name of issuer as specified in its charter

Philippines

5. Province, country or other jurisdiction of incorporation or organization

6. Industry Classification Code: (For SEC Use Only)

7. Unit 804 Antel 2000 Corporate Center, 121 Valero St.
Salcedo Village, Makati City

Address of issuer's principal office

1227

Postal Code

(632) 8889-6467

8. Issuer's telephone number, including area code

Not Applicable

9. Former name, former address and former fiscal year, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of Each Class

Number of Shares of Common Stock Outstanding

Common Shares

2,509,683,812

11. Are any or all of the securities listed on a Stock Exchange?

Yes [☒] No [☐]

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

Philippine Stock Exchange Common Shares 2,509,683,812

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)

Yes [☒] No [☐]

(b) has been subject to such filing requirements for the past ninety (90) days.

Yes [☒] No [☐]

PART I--FINANCIAL INFORMATION

Item 1. Financial Statements.

Unaudited Interim Condensed Consolidated Statements of Financial Position
As at March 31, 2025 (with Comparative Audited Consolidated Statements of Financial Position as at December 31, 2024)

Unaudited Interim Condensed Consolidated Statements of Income and Comprehensive Income
For the Three-month Periods Ended March 31, 2025 and 2024

Unaudited Interim Condensed Consolidated Statements of Changes in Equity
For the Three-month Periods Ended March 31, 2025 and 2024

Unaudited Interim Condensed Consolidated Statements of Cash Flows
For the Three-month Periods Ended March 31, 2025 and 2024

Notes to Unaudited Interim Condensed Consolidated Financial Statements

Attachments:

Schedule I: Map Showing the Relationships Between and Among the Companies in the Group, Its Subsidiaries and Associates

Schedule II: Reconciliation of Retained Earnings Available for Dividend Declaration

Schedule III: Financial Ratios

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The MD&A is a discussion and analysis of the Company's financial position as at March 31, 2025 and December 31, 2024 and performance for the three-month periods ended March 31, 2025 and 2024. The primary objective of this MD&A is to help the readers understand the dynamics of the Company's business and the key factors underlying the Company's financial results.

The MD&A as of and for the three-month periods ended March 31, 2025 and 2024 should be read in conjunction with the unaudited interim condensed consolidated financial statements and the accompanying notes.

ITEM 1: FINANCIAL STATEMENTS

XURPAS INC. AND SUBSIDIARIES

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)
ASSETS		
Current Assets		
Cash and cash equivalents (Notes 5 and 24)	₱59,178,851	₱32,314,999
Accounts and other receivables (Notes 6 and 24)	32,630,774	29,610,200
Contract assets (Note 7)	37,265,767	29,372,782
Other current assets (Note 9)	19,767,051	20,150,793
Total Current Assets	148,842,443	111,448,774
Noncurrent Assets		
Financial assets at fair value through other comprehensive income (Notes 8 and 24)	1,100,000	1,100,000
Investments in and advances to associates (Note 10)	212,234,656	210,135,391
Property and equipment (Note 11)	1,683,526	2,083,245
Intangible assets (Note 12)	46,302,607	73,801,703
Right-of-use asset (Note 19)	2,167,346	172,066
Other noncurrent assets (Note 9)	28,558,072	27,684,515
Total Noncurrent Assets	292,046,207	314,976,920
	₱440,888,650	₱426,425,694
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts and other payables (Notes 13 and 24)	₱410,766,653	₱397,003,928
Advances from stockholders (Note 20)	37,217,162	37,517,457
Loans payable (Notes 14 and 24)	38,778,519	38,775,697
Contract liabilities (Note 7)	34,147,900	25,353,922
Current portion of lease liabilities (Note 19)	1,078,014	187,245
Total Current Liabilities	521,988,248	498,838,249
Noncurrent Liabilities		
Lease liabilities – net of current portion (Note 19)	1,098,166	–
Pension liabilities	29,312,292	29,312,292
Total Noncurrent Liabilities	30,410,458	29,312,292
Total Liabilities	552,398,706	528,150,541
Equity		
Equity attributable to equity holders of Xurpas Inc.		
Capital stock (Note 22)	257,181,278	257,181,278
Additional paid-in capital (Note 22)	3,748,086,156	3,748,086,156
Deficit (Note 22)	(3,470,529,144)	(3,483,605,247)
Net unrealized loss on financial assets at FVOCI (Note 8)	(43,594,956)	(43,594,956)
Cumulative translation adjustment	14,766,175	14,427,227
Remeasurement gain on defined benefit plan	326,023	326,023
Equity reserve (Notes 22)	(363,424,608)	(363,424,608)
Revaluation Surplus	(101)	23,855,035
Treasury stock (Note 22)	(99,700,819)	(99,700,819)
	43,110,004	53,550,089
Noncontrolling interests	(154,620,060)	(155,274,936)
Total Equity (Capital Deficiency)	(111,510,056)	(101,724,847)
	₱440,888,650	₱426,425,694

See accompanying Notes to Interim Condensed Consolidated Financial Statements

XURPAS INC. AND SUBSIDIARIES**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF
COMPREHENSIVE INCOME**

	March 31	
	2025	2024
	(Unaudited)	(Unaudited)
SERVICE INCOME (Note 15)	₱42,395,050	₱35,334,707
COST OF SERVICES (Note 16)	27,193,198	26,945,366
GENERAL AND ADMINISTRATIVE EXPENSES (Note 17)	26,520,842	28,239,654
EQUITY IN NET LOSSES (EARNINGS) OF ASSOCIATES (Note 10)	(1,463,256)	4,649,358
FINANCE COSTS – Net (Note 18)	880,352	924,924
OTHER CHARGES (INCOME) - NET (Note 18)	(1,606,246)	713,714
LOSS BEFORE INCOME TAX	(9,129,840)	(26,138,309)
PROVISION FOR INCOME TAX (Note 21)	297,003	222,151
NET LOSS	(9,426,843)	(26,360,460)
OTHER COMPREHENSIVE INCOME (LOSS)		
<i>Item that may be reclassified to profit or loss in subsequent periods:</i>		
Cumulative translation adjustment	338,948	540,200
<i>Item that may not be reclassified to profit or loss in subsequent periods:</i>		
Unrealized fair value gain (loss) on cryptocurrencies	(697,311)	17,933,469
	(358,363)	18,473,669
TOTAL COMPREHENSIVE INCOME (LOSS)	(₱9,785,206)	(₱7,886,791)
Net income (loss) attributable to:		
Equity holders of Xurpas Inc.	(₱10,081,719)	(₱25,906,067)
Noncontrolling interests	654,876	(454,393)
	(₱9,426,843)	(₱26,360,460)
Total comprehensive income (loss) attributable to:		
Equity holders of Xurpas Inc.	(₱10,440,082)	(₱7,432,398)
Noncontrolling interests	654,876	(454,393)
	(₱9,785,206)	(₱7,886,791)
Loss per share (Note 23)		
Basic	(₱0.00)	(₱0.01)
Diluted	(₱0.00)	(₱0.01)

See accompanying Notes to Interim Condensed Consolidated Financial Statements.

XURPAS INC. AND SUBSIDIARIES**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

	March 31	
	2025	2024
	(Unaudited)	(Unaudited)
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF XURPAS INC.		
CAPITAL STOCK - ₱0.10 par value (Note 22)		
Authorized – 5,000,000,000 shares		
Issued and outstanding		
Balance at beginning and end of period	₱257,181,278	₱257,181,278
ADDITIONAL PAID-IN CAPITAL (Note 22)		
Balance at beginning and end of period	3,748,086,156	3,748,086,156
RETAINED EARNINGS (DEFICIT) (Note 22)		
Appropriated		
Balance at beginning and end of period	115,464,275	115,464,275
Unappropriated		
Balance at beginning of period	(3,599,069,522)	(3,484,670,890)
Transfer from revaluation surplus	23,157,822	–
Net loss	(10,081,719)	(25,906,067)
Balance at end of period	(3,585,993,419)	(3,510,576,957)
	(3,470,529,144)	(3,395,112,682)
NET UNREALIZED LOSS ON FINANCIAL ASSETS AT FVOCI (Note 8)		
Balance at beginning and end of period	(43,594,956)	(43,794,956)
CUMULATIVE TRANSLATION ADJUSTMENT		
Balance at beginning of period	14,427,227	20,748,154
Movement during the period	338,948	540,200
Balance at end of period	14,766,175	21,288,354
REMEASUREMENT GAIN ON DEFINED BENEFIT PLAN		
Balance at beginning and end of period	326,023	1,464,520
EQUITY RESERVE (Notes 22)		
Balance at beginning and end of period	(363,424,608)	(363,424,608)
REVALUATION SURPLUS		
Balance at beginning of period	23,855,035	23,187,872
Transfer from revaluation surplus	(23,157,822)	–
Movement during the period	(697,314)	17,933,469
Balance at end of period	(101)	41,121,341
TREASURY STOCK (Note 22)		
Balance at beginning and end of period	(99,700,819)	(99,700,819)
	43,110,004	167,108,584
NONCONTROLLING INTERESTS		
Balance at beginning of period	(155,274,936)	(153,337,296)
Net income (loss)	654,876	(454,393)
Balance at end of period	(154,620,060)	(153,791,689)
	(₱111,510,056)	₱13,316,895

See accompanying Notes to Interim Condensed Consolidated Financial Statements.

XURPAS INC. AND SUBSIDIARIES
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF
CASH FLOWS

	March 31	
	2025	2024
	(Unaudited)	(Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before income tax	(P9,129,840)	(P26,138,309)
Adjustments for:		
Interest expense (Note 18)	880,396	931,800
Depreciation and amortization (Notes 16 and 17)	834,534	937,860
Unrealized foreign exchange (gain) (Note 18)	(2,379,619)	590,862
Equity in net losses (earnings) of associates (Note 10)	(1,463,256)	4,649,358
Interest income (Note 5)	(44)	(6,876)
Operating loss before changes in working capital	(11,257,829)	(19,035,305)
Changes in working capital		
Decrease (increase) in:		
Accounts and other receivables and contract assets – net	(10,913,559)	14,585,440
Other assets	(489,815)	(18,608,472)
Increase (decrease) in:		
Accounts and other payables	14,365,253	13,319,622
Contract liabilities	8,793,978	10,618,726
Net cash used in operations	498,028	880,011
Interest received	44	6,876
Interest paid	–	(75,000)
Income taxes paid	(297,003)	(222,151)
Net cash provided by (used in) operating activities	201,069	589,736
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of cryptocurrencies	26,618,428	–
Additions to intangible assets (Note 12)	(36,900)	(1,477,271)
Additions to property and equipment (Note 11)	(22,999)	(84,811)
Net cash used in investing activities	26,558,529	(1,562,082)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payment of principal portion of lease liabilities	(286,392)	(274,476)
Payment of loans payable (Note 14)	(43,178)	(150,000)
Net cash provided by (used in) financing activities	(329,570)	(424,476)
EFFECT OF FOREIGN CURRENCY EXCHANGE		
RATE CHANGES ON CASH	433,824	1,261,496
NET INCREASE(DECREASE) IN CASH	26,863,852	(135,326)
CASH AT BEGINNING OF PERIOD	32,314,999	79,886,457
CASH AT END OF PERIOD (Note 5)	P59,178,851	P79,751,131

See accompanying Notes to Interim Condensed Consolidated Financial Statements.

XURPAS INC. AND SUBSIDIARIES

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

Xurpas Inc. (the Parent Company or Xurpas) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on November 26, 2001. The principal activities of the Parent Company and its subsidiaries (collectively referred to as the Group) are to develop, produce, sell, buy or otherwise deal in products, goods or services in connection with the transmission, receiving, or exchange of voice, data, video or any form or kind of communication whatsoever.

The Parent Company's registered office address and principal place of business is at Unit 804 Antel 2000 Corporate Center, 121 Valero St. Salcedo Village, Makati City.

On December 2, 2014, the Parent Company's shares of stock were listed in the Philippine Stock Exchange (PSE).

The accompanying interim condensed consolidated financial statements were approved and authorized for issue by the Board of Directors (BOD) on May 15, 2025.

2. Summary of Significant Accounting Policies

Basis of Preparation

The interim condensed consolidated financial statements of the Group as at March 31, 2025 and for the three-month periods ended March 31, 2025 and 2024, have been prepared in accordance with Philippine Accounting Standard (PAS) 34, *Interim Financial Reporting*.

Accordingly, the interim condensed consolidated financial statements do not include all of the information and disclosures required in the annual consolidated financial statements, and should be read in conjunction with the Group's annual audited consolidated financial statements as at and for the year ended December 31, 2024.

The interim condensed consolidated financial statements are presented in Philippine Peso (₱), the Group's presentation currency. All amounts were rounded-off to the nearest Peso, except when otherwise indicated. The interim condensed consolidated financial statements have been prepared under the historical cost basis, except for except for financial assets at fair value through other comprehensive income (FVOCI), available-for-sale (AFS) financial assets which have been measured at fair value and financial liabilities at fair value through profit or loss (FVPL).

Statement of Compliance

The accompanying interim condensed consolidated financial statements of the Group as at March 31, 2025 and December 31, 2024 and for the three-month periods ended March 31, 2025 and 2024 have been prepared in accordance with Philippine Financial Reporting Standards (PFRS).

Basis of Consolidation

The accompanying consolidated financial statements include the accounts of Xurpas Inc. and its subsidiaries as at March 31, 2025 and December 31, 2024.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect that return through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee),
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other voter holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls and investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group obtains control until the date the Group ceases to control the subsidiary.

Noncontrolling interests ("NCI") represent the portion of profit or loss and net assets in a subsidiary not wholly owned and are presented separately in the consolidated statement of comprehensive income and consolidated statement of changes in equity and within equity in the consolidated statement of financial position, separately from the Parent Company's equity.

Total comprehensive income within a subsidiary is attributed to the noncontrolling interest even if that results in a deficit balance.

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company, using consistent accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary, the carrying amount of any noncontrolling interest and the cumulative translation differences recorded in equity.
- Recognizes the fair value of the consideration received, the fair value of any investment retained and any surplus or deficit in profit or loss.
- Reclassifies the parent's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate.

As at March 31, 2025 and December 31, 2024, the consolidated financial statements comprise the financial statements of the Parent Company and the following subsidiaries:

	Percentage Ownership		Principal Activities
	March 31, 2025	December 31, 2024	
Xeleb Technologies Inc. (formerly Fluxion, Inc.) (Xeleb Tech)	100.00%	100.00%	Enterprise services and mobile consumer services
Xeleb Inc. (Xeleb)	100.00	100.00	Mobile consumer services
Seer Technologies, Inc. (Seer)	70.00	70.00	Enterprise services
Codesignate Inc. (Codesignate)*	52.50	52.50	Enterprise services
Storm Technologies, Inc. (Storm)	51.31	51.31	Human resource management
Pt. Storm Benefits Indonesia (Storm Indonesia)**	51.31	51.31	Human resource management
Allcare Technologies, Inc.***	35.35	35.35	Human resource management

(Forward)

	Percentage Ownership		Principal Activities
	March 31, 2025	December 31, 2024	
Xurpas Enterprise Inc. (Xurpas Enterprise)	100.00	100.00	Enterprise services
Art of Click Pte. Ltd. (AOC)	100.00	100.00	Mobile consumer services
ODX Pte. Ltd. (ODX)	100.00	100.00	Enterprise services
Xurpas Software Inc. (XSI)	100.00	100.00	Enterprise services and mobile consumer services
Xurpas Pty. Ltd. (XAU)	100.00	100.00	Enterprise services
Xurpas Pte. Ltd. [formerly Altitude Games Pte. Ltd. (AGPL)]	100.00	100.00	Mobile consumer services
<i>*Codesignate is a 75%-owned subsidiary of Seer. The Group's effective ownership over Codesignate is 52.50%. The Group has determined that it has control over the entity and consolidates the entity on this basis.</i>			
<i>**Storm Indonesia is 100%-owned subsidiary of Storm Technologies Inc.</i>			
<i>***Storm has 68.90% ownership over Allcare. The Group's effective ownership over Allcare is 35.35%. The Group has determined that it has control over the entity (see "Judgements" in Note 3)</i>			

All subsidiaries are domiciled in the Philippines except for Storm Indonesia, which is domiciled in Indonesia, and AOC and ODX, which are domiciled in Singapore, and XAU domiciled in Australia.

Xeleb Technologies, Inc.

Xeleb Technologies was organized to primarily engage in the business of mobile content development. On September 11, 2019, the BOD of the Parent Company approved the dissolution of Xeleb Technologies.

As at March 31, 2025, Xeleb Technologies has yet to apply for the approval of government regulatory agencies for its dissolution.

Xeleb Inc.

On July 14, 2015, the Parent Company incorporated Xeleb, a mobile games company domiciled in the Philippines. On September 11, 2019, the BOD of the Parent Company approved the dissolution of Xeleb.

As at March 31, 2025, Xeleb has yet to apply for the approval of government regulatory agencies for its dissolution.

Seer

On June 25, 2015, the Parent Company acquired 70,000 common shares representing 70.00% stake holdings in Seer, a software consultancy and design company, at a price of 18.00 million. Seer was engaged in the business of software development, software marketing and sales, software package implementation, system integration and support, systems architecture, system analysis and design, database design, database administration, applications hosting, and related project management, consultancy and education services.

Storm

Storm's primary purpose is to create, develop and maintain an online platform that allows companies to exchange their current human resources benefits given to employees and transform them into a wide range of products and services, provide client management services, data management and information processing services, software network management services, software development services, consultancy, project and program management, marketing solutions, information technology services and business process outsourcing services to various companies.

In 2022, Storm suspended the operation of its online Flex Benefits platform.

Xurpas Enterprise Inc.

On March 23, 2016, the Parent Company incorporated Xurpas Enterprise. Xurpas Enterprise shall primarily engage in the business of software development including designing, upgrading and marketing all kinds of information technology systems or parts thereof and other related services.

AOC

On October 6, 2016, the Parent Company signed a Share Purchase Agreement for the acquisition of 100% stake in Art of Click for an aggregate consideration of ₱1.94 billion in cash and in Parent Company's shares. AOC is engaged in the business of mobile media agency that offers a marketing platform for advertisers.

On March 30, 2020, the BOD of the Parent Company approved the suspension of business operations of AOC.

ODX

In 2018, the Parent Company incorporated a wholly-owned subsidiary in Singapore, ODX, with the following principal activities: 1) other information technology and computer service activities (e.g., disaster recovery services) and 2) development of software for interactive digital media (except games).

ODX's platform, which will be an open data marketplace using blockchain technology, is under development. ODX has not started commercial operations as of March 31, 2025.

XSI

On April 18, 2023, the Parent Company incorporated XSI with the primary purpose of designing, developing, testing, building, marketing, distributing, maintaining, supporting, customizing, selling and/or re-selling applications, games, software, cybersecurity software tools, digital solutions, whether internet, mobile, or other handheld applications, portals, hardware and other related products and services, except internet provider services, both for proprietary and custom development purposes.

XSI's registered office address and principal place of business is Office 3 Genesis Building Pueblo De Panay Township Lawa-an, Roxas City, Capiz.

XAU

On July 25, 2023, the Parent Company incorporated Xurpas Pty. Ltd., a wholly-owned subsidiary based in Australia, which aims to offer the Group's products and services in the said country. As of report date, XAU has not started its commercial operation. XAU has started its commercial operation in October 2024.

Xurpas Pte. Ltd. [formerly Altitude Games Pte. Ltd. (AGPL)]

AGPL is a computer game development and publishing company based in Singapore, which was acquired by the Parent Company in 2024 as a 21.17% owned associate. In October 2023, the Parent Company executed transfer deeds through which the remaining 78.83% ownership of AGPL was transferred from its shareholders, making AGPL a wholly owned subsidiary.

On June 14, 2024 AGPL changed its corporate name to Xurpas Pte. Ltd.

Changes in Accounting Policies and Disclosures

The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those of the previous financial year except for the new PFRS, amended PFRS and improvements to PFRS which were adopted beginning January 1, 2025. Adoption of these new standards and amendments did not have any significant impact on the consolidated financial position or performance unless otherwise indicated.

- PFRS 17, *Insurance Contracts*
- Amendments to PAS 21, *Lack of Exchangeability*

Current and Noncurrent Classification

The Group presents assets and liabilities in the consolidated statement of financial position based on current / noncurrent classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash and cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as noncurrent.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as noncurrent.

Deferred tax assets and liabilities are classified as noncurrent assets and liabilities, respectively.

Cash

Cash includes cash on hand and in banks. Cash in bank earns interest based on the prevailing bank deposit rates.

Fair value measurement

Fair value is the estimated price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy (see Note 24).

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Financial Instruments - initial recognition and subsequent measurement

Date of recognition

The Group recognizes a financial asset or a financial liability in the consolidated statement of financial position when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace are recognized on the settlement date.

a. Financial assets

Initial recognition of financial instrument

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, FVOCI and FVPL.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs. Trade receivables are measured at the transaction price determined under PFRS 15. Refer to the accounting policies on revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortized cost or FVOCI, it needs to give rise to cash flows that are SPPI on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at FVPL

Financial assets at amortized cost

The Group measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

The Group's financial assets at amortized cost includes "Cash" and "Accounts and other receivables" (except for "Advances to employees" which are subject to liquidation), "Refundable deposits" under other current assets, and "Cash bond" under other noncurrent assets.

Financial assets at FVOCI (debt instruments)

The Group measures debt instruments at FVOCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For debt instruments at FVOCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognized in the consolidated statement of comprehensive income and computed in the same manner as for financial assets measured at amortized cost. The remaining fair value changes are recognized in OCI. Upon derecognition, the cumulative fair value change recognized in OCI is recycled to profit or loss.

The Group has not designated any financial assets under this category.

Financial assets at FVOCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at FVOCI when they meet the definition of equity under PAS 32, *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at FVOCI are not subject to impairment assessment.

The Group elected to classify irrevocably its quoted and unquoted equity investments under this category.

Financial assets at FVPL

Financial assets at FVPL include financial assets held for trading, financial assets designated upon initial recognition at FVPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost or at FVOCI, as described above, debt instruments may be designated at FVPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at FVPL are carried in the consolidated statement of financial position at fair value with net changes in fair value recognized in the consolidated statement of comprehensive income.

This category includes derivative instruments and listed equity investments which the Group had not irrevocably elected to classify at FVOCI. Dividends on listed equity investments are also recognized as other income in profit or loss when the right of payment has been established.

The Group has designated its unquoted debt investments under this category.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the statement of financial position) when:

- The rights to receive cash flows from the asset have expired
- Or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of its continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of Financial Assets and Contract Assets

The Group recognizes an allowance for ECLs for all debt instruments not held at FVPL and contract assets. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix for trade receivables and contract assets that is based on historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other financial assets such as receivable from related parties, other receivables, refundable deposits under other current assets, cash bond under other noncurrent assets and financial assets at FVOCI (debt instruments), ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For cash, the Group applies the low credit risk simplification. The probability of default and loss given defaults are publicly available and are considered to be low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, where there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL.

The key inputs in the model include the Group's definition of default and historical data of three years for the origination, maturity date and default date. The Group considers trade receivables and contract assets in default when contractual payment are 90 days past due, except for certain circumstances when the reason for being past

due is due to reconciliation with customers of payment records which are administrative in nature which may extend the definition of default to 90 days and beyond. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

Determining the stage for impairment

At each reporting date, the Group assesses whether there has been a significant increase in credit risk for financial assets since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and forward-looking analysis.

The Group considers that there has been a significant increase in credit risk when contractual payments are more than 60 days past due.

An exposure will migrate through the ECL stages as asset quality deteriorates. If, in a subsequent period, asset quality improves and also reverses any previously assessed significant increase in credit risk since origination, then the loss allowance measurement reverts from lifetime ECL to 12-month ECL.

b. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include "Accounts and other payables" (except "Deferred output VAT", "Taxes payable" and provision relating to PSA and statutory payables included as "Others"), "Loans payable" and other obligations that meet the above definition (other than liabilities covered by other accounting standards, such as income tax payable).

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at FVPL

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by PFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Financial liabilities are only designated as at FVPL when one of the following criteria are met. Such designation is determined on an instrument-by-instrument basis:

- The designation eliminates, or significantly reduces, the inconsistent treatment that would otherwise arise from measuring the liabilities or recognizing gains or losses on them on a different basis; or
- The liabilities are part of a group of financial liabilities which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management or investment strategy; or
- The liabilities contain one or more embedded derivatives, unless they do not significantly modify the cash flows that would otherwise be required by the contract, or it is clear with little or no analysis when a similar instrument is first considered that separation of the embedded derivative(s) is prohibited

Financial liabilities at FVPL are recorded in the statement of financial position at fair value. Changes in fair value are recorded in profit and loss with the exception of movements in fair value of liabilities designated at FVPL due to changes in the Group's own credit risk. Such changes in fair value are recorded in equity reserve through OCI and do not get recycled to the profit or loss. Interest earned or incurred on instruments designated at FVPL is

accrued in interest income or interest expense, respectively, using the EIR, taking into account any discount/premium and qualifying transaction costs being an integral part of instrument.

Financial liabilities arising from amounts received under the Share and Token Allocation Agreement classified as “Nontrade payables” under “Accounts and other payables” were designated at FVTPL as it contains embedded derivatives.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit or loss.

This category generally applies to short-term debts.

Other Financial Liabilities

Issued financial instruments or their components, which are not designated at FVPL, are classified as accounts payable and accrued expenses where the substance of the contractual arrangement results in the Group having an obligation either to deliver cash or another financial asset to the holder, or to satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares. The components of issued financial instruments that contain both liability and equity elements are accounted for separately, with the equity component being assigned the residual amount, after deducting from the instrument the amount separately determined as the fair value of the liability component on the date of issue.

After initial measurement, other financial liabilities are subsequently measured at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate. Any effect of restatement of foreign currency-denominated liabilities is recognized in profit or loss.

This accounting policy applies to the Group’s “Accounts and other payables” (except “Deferred output VAT”, “Taxes payable” and provision relating to PSA and statutory payables included as “Others”) and other obligations that meet the above definition (other than liabilities covered by other accounting standards, such as income tax payable).

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in profit or loss.

c. Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position, if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Investments in Associates

The Group’s investments in its associates are accounted for using the equity method of accounting. An associate is an entity in which the Group has significant influence and which is neither a subsidiary nor a joint venture.

The considerations made in determining significant influence are similar to those necessary to determine control over subsidiaries.

An investment is accounted for using the equity method from the day it becomes an associate. On acquisition of investment, the excess of the cost of investment over the investor’s share in the net fair value of the associate’s identifiable assets, liabilities and contingent liabilities is accounted for as goodwill and included in the carrying amount of the investment and not amortized. Any excess of the investor’s share of the net fair value of the

associate's identifiable assets, liabilities and contingent liabilities over the cost of the investment is excluded from the carrying amount of the investment, and is instead included as income in the determination of the share in the earnings of the associate.

Under the equity method, the investment in an associate is carried in the consolidated statement of financial position at cost plus post-acquisition changes in the Group's share in the net assets of the associate, less any impairment in values. The consolidated statement of comprehensive income reflects the share of the results of the operations of the associate company. The Group's share of post-acquisition movements in the associate's equity reserves is recognized directly in equity. Profits and losses resulting from transactions between the Group and the associate company are eliminated to the extent of the interest in the associate company and for unrealized losses to the extent that there is no evidence of impairment of the asset transferred. Dividends received are treated as a reduction of the carrying value of the investment.

The Group discontinues applying the equity method when their investment in associate company is reduced to zero. Accordingly, additional losses are not recognized unless the Group has guaranteed certain obligations of the associate company. When the associate company subsequently report net income, the Group will resume applying the equity method but only after its share of that net income equals the share of net losses not recognized during the period the equity method was suspended.

The reporting dates of the associates and the Group are identical and the associates' accounting policies conform to those used by the Group for like transactions and events in similar circumstances. When necessary, adjustments are made to bring the reporting dates and accounting policies in line with those of the Group.

Upon loss of significant influence over the associate, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognized in profit or loss.

Property and Equipment

Property and equipment are carried at cost less accumulated depreciation and amortization and any impairment in value. The initial cost of property and equipment comprises its purchase price and other directly attributable costs of bringing the asset to its working condition and location for its intended use. Such cost includes the cost of replacing part of such property and equipment when that cost is incurred if the recognition criteria are met. It excludes the cost of day-to-day servicing.

Major repairs are capitalized as part of property and equipment only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the items can be measured reliably. All other repairs and maintenance are charged against current operations as incurred.

Depreciation and amortization is computed using the straight-line method over the estimated useful lives of the property and equipment which are as follows:

	Years
Transportation equipment	3
Office equipment	3 to 4
Information Technology (IT) equipment	3 to 4
Furniture and fixtures	3 to 5
Leasehold improvements	Useful life (3 to 5) or lease term, whichever is shorter

The estimated residual values, useful life and depreciation and amortization method are reviewed at least annually to ensure that the period and method of depreciation and amortization are consistent with the expected pattern of economic benefits from items of property and equipment.

If there is an indication that there has been a significant change in depreciation and amortization rate or the useful lives, the depreciation of that property and equipment is revised prospectively to reflect the new expectations.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising from derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognized.

Fully depreciated property and equipment are retained in the accounts until they are no longer in use and no further depreciation is charged against current operations.

Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Cryptocurrencies which are not held in the ordinary course of business are recognized as intangible assets as these are identifiable non-monetary asset without physical substance.

Following initial recognition, intangible assets (other than cryptocurrencies) are carried at cost less any accumulated amortization and accumulated impairment losses. Cryptocurrencies are subsequently carried at revalued amount, being its fair value at the date of the revaluation less any accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit or loss in the expense category that is consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

The estimated useful lives of intangible assets follow:

	Years
Cryptocurrencies	Indefinite
Developed software	5 – 8

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in profit or loss when the asset is derecognized.

If the cryptocurrency's carrying amount is increased as a result of a revaluation, the increase shall be recognized in other comprehensive income and accumulated in equity under the heading of revaluation surplus. However, the increase shall be recognized in profit or loss to the extent that it reverses a revaluation decrease of the same asset previously recognized in profit or loss.

If the cryptocurrencies' carrying amount is decreased as a result of a revaluation, the decrease shall be recognized in profit or loss. However, the decrease shall be recognized in other comprehensive income to the extent of any credit balance in the revaluation surplus in respect of that asset. The decrease recognized in other comprehensive income reduces the amount accumulated in equity under the heading of revaluation surplus.

Research and Development Costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognized as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale;
- Its intention to complete and its ability and intention to use or sell the asset;
- How the asset will generate future economic benefits;
- The availability of resources to complete the asset; and

- The ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized over the period of expected future benefit. Amortization is recorded in cost of goods sold.

Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any noncontrolling interests in the acquiree. For each business combination, the Group elects whether to measure the noncontrolling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms' economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of PAS 39, *Financial Instruments: Recognition and Measurement*, is measured at fair value with changes in fair value recognized either in either profit or loss or as a change to OCI. If the contingent consideration is not within the scope of PAS 39, it is measured in accordance with the appropriate PFRS. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognized for noncontrolling interests) and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

When goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination can be determined only provisionally by the end of the period in which the combination is effected because either the fair values to be assigned to the acquiree's identifiable assets, liabilities or contingent liabilities or the cost of combination can be determined only provisionally, the acquirer shall account for the combination using those provisional values. The acquirer shall recognize any adjustments to those provisional values as a result of completing the initial accounting within twelve months of the acquisition date as follows: (i) the carrying amount of the identifiable asset, liability or contingent liability that is recognized or adjusted as a result of completing the initial accounting shall be calculated as if its fair value at the acquisition date had been recognized from that date; (ii) goodwill or any gain recognized shall be adjusted by an amount equal to the adjustment to the fair value at the acquisition date of the identifiable asset, liability or contingent liability being recognized or adjusted; and (iii) comparative information presented for the periods before the initial accounting for the combination is complete shall be presented as if the initial accounting has been completed from the acquisition date.

Noncontrolling interests

In a business combination, as of the acquisition date, the Group recognizes, separately from goodwill, the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree. There is a choice of two measurement methods for those components of noncontrolling interests that are both present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of a liquidation. They can be measured at:

- a. acquisition-date fair value (consistent with the measurement principle for other components of the business combination); or
- b. at their proportionate share of the value of net identifiable assets acquired.

Combinations of Entities under Common Control

Business combinations of entities under common control are accounted for using the pooling of interests method. The pooling of interest method is generally considered to involve the following:

- The assets and liabilities of the combining entities are reflected in the consolidated financial statements at their carrying amounts. No adjustments are made to reflect fair values, or recognize any new assets or liabilities, at the date of the combination. The only adjustments that are made are those adjustments to harmonize accounting policies.
- No new goodwill is recognized as a result of the combination. The only goodwill that is recognized is any existing goodwill relating to either of the combining entities. Any difference between the consideration paid or transferred and the equity acquired is reflected within equity under the "Equity reserve" account.

The financial information in the consolidated financial statements are not restated for periods prior to the combination of the entities under common control.

Impairment of Nonfinancial Assets

The Group assesses at each financial reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses are recognized in the profit or loss in those expense categories consistent with the function of the impaired asset.

For assets excluding goodwill, an assessment is made at each financial reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Investments in associates

The Group also determines at each reporting date whether there is any objective evidence that the investment in associate is impaired. If this is the case, the Group calculates the amount of impairment as being the difference between the recoverable amount and the carrying value of the associate company and recognizes the difference in profit or loss.

In assessing impairment indicators, the Group considers, as a minimum, the following indicators: (a) dividends exceeding the total comprehensive income of the associate in the period the dividend is declared; or (b) the carrying amount of the investment in the separate financial statements exceeding the carrying amount of the associate's net assets, including goodwill.

Intangible assets with indefinite useful life

Intangible assets with indefinite useful lives are tested for impairment annually, either individually or at the cash-generating unit level and when circumstances indicate that the carrying value may be impaired.

Impairment of goodwill

For assessing impairment of goodwill, a test of impairment is performed annually and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. Where the recoverable amount of the CGUs is less than its carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.

Equity

Capital stock and additional paid-in capital

Capital stock is measured at par value for all shares issued. When the shares are sold at premium, the difference between the proceeds and the par value is credited to "Additional paid-in capital". When the shares are issued for a consideration other than cash, the proceeds are measured by the fair value of the consideration received. In case the shares are issued to extinguish or settle the liability of the Group, the shares are measured either at the fair value of the shares issued or fair value of the liability settled, whichever is more reliably determinable.

Direct costs incurred related to equity issuance are chargeable to "Additional paid-in capital" account. If additional paid-in capital is not sufficient, the excess is charged against retained earnings. The costs of an equity transaction that is abandoned are recognized as an expense.

Treasury shares

Own equity instruments which are reacquired (treasury shares) are recognized at cost and deducted from equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in additional paid-in capital. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them respectively. When the shares are retired, the capital stock account is reduced by its par value and the excess of cost over par value upon retirement is debited to additional paid-in capital to the extent of the specific or average additional paid-in capital when the shares were issued and to retained earnings for the remaining balance.

Retained earnings (deficit)

Retained earnings represent the cumulative balance of net income or loss, dividend distributions, prior period adjustments, effects of the changes in accounting policy and other capital adjustments.

Unappropriated retained earnings

Unappropriated retained earnings represent the portion of retained earnings that is free and can be declared as dividends to stockholders.

Appropriated retained earnings

Appropriated retained earnings represent the portion of retained earnings which has been restricted and therefore is not available for dividend declaration.

Equity reserve

Equity reserve represents:

- (a) a portion of equity against which the recognized liability for a written put option was charged;
- (b) gains or losses resulting from increase or decrease in ownership without loss of control; and
- (c) difference between the consideration transferred and the net assets acquired in common control business combination.

Revenue Recognition

Revenue from contracts with customers is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on

behalf of third parties. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Revenue is recognized when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognized is the amount allocated to the satisfied performance obligation.

Service income

Service income consists of revenue from Value Added Services (VAS) and Business Process Outsourcing (BPO). BPO is further subdivided into IT Staffing, Custom Development and Managed Services, Products and Other Services.

VAS are mobile and content application services provided to mobile subscribers. Revenue is recognized at a point in time, that is when services are delivered to the customers during the period.

IT staffing is a business segment where the Group deploys resources to clients to fulfill their IT requirements. Revenue is recognized at a point in time, that is when services are rendered to the customers during the period.

Custom Development and Managed Services are services offered to customers that are produced in the Company's premises. Revenue is recognized over time and at a point in time. In measuring the progress of its performance obligation over time for Custom Development, the Group uses the output method which measures progress based on the completion of proportion of work done and requires technical determination by the IT specialists.

Products are readily available solutions that will cater to customers' requirements. Revenue is recognized at a point in time, that is when goods are delivered to the customers during the period.

Other Services are recognized over time, that is, when services are rendered to the customers or over the period to which the customers are entitled to avail of the services.

Sale of goods

Revenue from the sale of goods in the ordinary course of activities is measured at the fair value of the consideration received or receivable, net of discounts and applicable taxes. Revenue is recognized at a point in time, which is normally upon delivery.

For the three-month periods ended March 31, 2025 and 2024, the Group has no variable consideration but the timing of revenue recognition resulted in contract assets and liabilities.

Contract Balances

Receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional (e.g., warranty fees).

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer (e.g., upfront fees, implementation fees, subscription fees, etc.). If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Group performs under the contract.

Interest income

Interest income is recognized as it accrues using the effective interest method.

Other income

Other income is recognized as they accrue.

Cost and Expenses

“Cost of services”, “Cost of goods sold”, and “General and administrative expenses” are expenditures recognized in the consolidated statement of comprehensive income when decrease in future economic benefit related to a decrease in an asset or an increase in a liability has arisen that can be measure reliably. The following specific recognition criteria must also be met before costs and expenses are recognized:

Cost of services

Cost that includes all expenses associated with the specific sale of services. Cost of services include salaries, wages and employee benefits, utilities and communication, supplies and other expenses related to services. Such costs are recognized when the related sales have been recognized.

Cost of goods sold

Cost of goods sold consists of inventory costs related to goods which the Group has sold. Inventory costs include all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

General and administrative expenses

General and administrative expenses constitute expenses of administering the business and are recognized in profit or loss as incurred.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as lessee

Except for short-term leases and leases of low-value assets, the Group applies a single recognition and measurement approach for all leases. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received and estimate of cost to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

	Years
Office space	2 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in Impairment of nonfinancial assets section.

ii) Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for

the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of office space (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognized as expense on a straight-line basis over the lease term.

Income tax

Current tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the tax authority. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted as at the end of the reporting period.

Deferred tax

Deferred tax is provided using the liability method on all temporary differences, with certain exceptions, at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investment in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of unused tax credits from excess of minimum corporate income tax (MCIT) over the regular corporate income tax (RCIT) and unused net operating loss carryover (NOLCO), to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and carryforward benefits of unused tax credits and NOLCO can be utilized, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investment in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will not reverse in the foreseeable future taxable profit will be available against which the temporary differences can be utilized.

Deferred tax liabilities are not provided on nontaxable temporary differences associated with investments in domestic associates and interests in joint ventures.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient future taxable profit will be available to allow the deferred tax assets to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

Deferred tax assets and deferred tax liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the financial reporting date. Movements in deferred tax assets and liabilities arising from changes in tax rates are charged or credited to income for the period.

Deferred tax relating to items outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognized subsequently if new information about facts and circumstances change. The adjustment is either treated as reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognized in profit or loss.

Value-Added Tax (VAT)

Revenue, expenses and assets are recognized net of the amount of sales tax except:

- Where the tax incurred on a purchase of assets or services is not recoverable from the tax authority, in which case the tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and,
- Receivables and payables that are stated with the amount of tax included.

The net amount of tax recoverable from, or payable to, the tax authority is included as part of other current assets or payables in the consolidated statement of financial position.

Pensions and other long-term employee benefits

The net pension liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the reporting period reduced by the fair value of plan assets (if any).

The cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit method. Defined benefit costs comprise the following:

- Service cost
- Net interest on the net defined benefit liability or asset
- Remeasurements of net defined benefit liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in profit or loss. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset.

Net interest on the net defined benefit liability or asset is recognized as expense or income in profit or loss. Remeasurements comprising actuarial gains and losses are recognized immediately in the consolidated statements of financial position with a corresponding debit or credit through other comprehensive income in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

The Group's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

The Group also provided other long-term employee benefit obligations to an employee of a subsidiary as remuneration for the services provided by the employee to the subsidiary, which are to be settled in cash. A liability and expense for the long-term employee benefit is recognized when the services have been rendered and is amortized during the period of entitlement.

Foreign Currency Transactions

The Group's consolidated financial statements are presented in Philippine Peso, which is also the Parent Company and the subsidiaries' functional currency, except for AOC and ODX, which is US dollar, and Storm Indonesia, which is Indonesian Rupiah. The Philippine peso is the currency of the primary economic environment in which the Parent Company operates. Each entity in the Group determines its own functional currency and items included

in the financial statements of each entity are measured using that functional currency.

Transactions denominated in foreign currencies are initially recorded in Philippine Peso at the exchange rate at the date of transaction. Foreign currency-denominated monetary assets and liabilities are retranslated at the closing rate at reporting date. Exchange gains or losses arising from foreign currency transactions are recognized in profit or loss.

As at reporting date, the assets and liabilities of subsidiaries whose functional currency is not the Philippines Peso are translated into the presentation currency of the Parent Company (the Philippine Peso) at the closing rate as at the reporting date, and the consolidated statement of income accounts are translated at monthly weighted average exchange rate. The exchange differences arising on the translation are taken directly to a separate component of equity under “Cumulative translation adjustment” account. Upon disposal of a foreign subsidiary, the deferred cumulative amount recognized in other comprehensive income relating to that particular foreign operation is recognized in profit or loss.

Investments in foreign associates are translated to Philippine Peso using the closing exchange rate prevailing at reporting date. The Group’s share in the results of operations of the foreign investee is translated using the exchange rate at the dates of the transactions or, where practicable, the rate that approximates the exchange rates at the dates of the transactions, such as the average rate for the period. Any resulting exchange difference is recognized as a separate component of equity.

Earnings Per Share (EPS)

Basic EPS is computed by dividing net income for the year attributable to common stockholders of the parent by the weighted average number of common shares issued and outstanding during the year adjusted for any subsequent stock dividends declared. Diluted EPS is computed by dividing net income for the year attributable to common stockholders of the parent by the weighted average number of common shares issued and outstanding during the year after giving effect to assumed conversion of potential common shares, if any.

Segment Reporting

The Group’s operating businesses are organized and managed separately according to the nature of the services provided, with each segment representing a strategic business unit that offers different services and serves different markets. Financial information on business segments is presented in Note 25 of the consolidated financial statements.

Provisions

Provisions are recognized when the entity has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

This policy also applies to proceeds received from the Token Pre-Sale Agreement for which management has assessed that it has a present constructive obligation to the token investors.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Contingencies

Contingent liabilities are not recognized in the consolidated financial statements but are disclosed in the notes unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but are disclosed in the notes when an inflow of economic benefits is probable.

This policy also applies to agreements which the Group entered into with certain advisors for which the services received are to be paid through internally generated tokens in the future and for which the obligation cannot be measured with sufficient reliability.

Events after the Reporting Period

Post year-end events up to date when the consolidated financial statements are authorized for issue that provide additional information about the Group’s position at the reporting period (adjusting events) are reflected in the

consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

3. Significant Accounting Judgments and Estimates and Assumptions

The preparation of the accompanying consolidated financial statements in compliance with PFRS requires management to make judgments and estimates that affect the amounts reported in the consolidated financial statements and accompanying notes. The judgments and estimates used in the accompanying consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as at the date of the consolidated financial statement. Future events may occur which will cause the judgments and assumptions used in arriving at the estimates to change. The effects of any change in judgments and estimates are reflected in the consolidated financial statements as they become reasonably determinable.

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

Judgments

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognized in the consolidated financial statements.

a. Assumption of going concern

The management has made an assessment of the Group's ability to continue as a going concern and is satisfied that it can continue in business for the foreseeable future. The Group incurred net loss of ₱9.75 million for the three-month period ended March 31, 2025. As of March 31, 2025 the Group's current liabilities exceeded its current assets by ₱373.47 million. Management has considered this in their assessment and has concluded that the ability to continue as a going concern is mainly dependent on future actions such as continuous venture into new revenue potentials, cost cutting measures, and equity funding to support liquidity.

Management does not have plans to liquidate and continues to believe that the Group is in a unique position being one of the few technology companies that can assist companies in their digital transformation initiatives and develop marketing promotions for consumer and enterprise businesses.

b. Determination of control over investment in subsidiaries

The Group determined that it has control over its subsidiaries by considering, among others, its power over the investee, exposure or rights to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect its returns. The following were also considered:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual agreements
- The Group's voting rights and potential voting rights

c. Existence of significant influence over associates

The Group determined that it exercises significant influence over its associates (see Note 10) by considering, among others, its ownership interest (holding 20% or more of the voting power of the investee) and board representation.

d. Capitalization of development costs

The Group determined that intangible assets arising from development qualify for recognition by determining that all of the following are present:

- i. The technical feasibility of completing the intangible asset so that the asset will be available for use or sale;
- ii. Intention to complete and its ability and intention to use or sell the asset;
- iii. How the asset will generate future economic benefits;
- iv. The availability of resources to complete the asset; and
- v. The ability to measure reliably the expenditure during development.

e. Determination of constructive obligation arising from cryptocurrency transactions

The Group determined that a constructive obligation exists based on the terms of the agreements and the

general expectations of the counterparties.

Management's Use of Estimates

The key assumptions concerning future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

a. Evaluating impairment of goodwill, and investments in associates

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired. The cash flows are derived from the budget for the next five years which include factors considering the current economic environment but exclude restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the growth rates, EBITDA margin used for extrapolation purposes. These estimates are most relevant to goodwill recognized by the Group. The carrying values of goodwill amounted to ₱45.59 million as of March 31, 2025 and December 31, 2024, respectively (see Note 12).

Investments in associates are tested for impairment when circumstances indicate that the carrying value may be impaired. The carrying values of investments in associates amounted to ₱190.15 million and ₱188.05 million as of March 31, 2025 and December 31, 2024, respectively.

b. Revenue recognition

The Group's revenue recognition require management to make use of estimates that may affect the reported amount of revenue. The Group's revenue from sale of services for development projects recognized based on the percentage of completion are measured principally on the basis of the estimated completion of the development services. In measuring the progress of its performance obligation over time, the Group uses the output method which measures progress based on the completion of proportion of work done and requires technical determination by the Group's specialists.

c. Provisions and contingencies

The Group is currently involved in assessments for national taxes. The estimate of the probable costs for the resolution of these assessments has been developed in consultation with outside counsel handling the defense in these matters and is based upon an analysis of potential results. The Group currently does not believe that these assessments will have a material effect on the Group's consolidated financial position and results of operation.

d. Provision for expected credit losses of trade receivables and contract assets

The Group uses a provision matrix to calculate ECLs for receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss pattern.

The provision matrix is initially based on the Group's historical observed default rates. The Group calibrates the matrix to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

As of March 31, 2025 and December 31, 2024, allowance for impairment losses on accounts and other receivables amounted to ₱31.77 million and ₱31.75 million, respectively (see Note 6).

e. Realizability of deferred tax assets

The Group reviews the carrying amounts of deferred income taxes at each reporting date and reduces deferred tax assets to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax assets to be utilized. However, there is no assurance that the subsidiaries of the Group will generate sufficient taxable income to allow all or part of its deferred income tax assets to be utilized. The Group looks at its projected performance in the sufficiency of future taxable income.

4. Seasonality of Interim Operations

The Group is not subject to the seasonality of revenue realization.

5. Cash and cash equivalents

This account consists of:

	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)
Cash on hand	₱56,666	₱31,751
Cash in banks	59,122,185	32,283,248
	₱59,178,851	₱32,314,999

Cash in banks earn interest at the prevailing bank deposit rates.

Interest income earned from cash in banks amounted to ₱44 and ₱6,876 for the three-month periods ended March 31, 2024 and 2025, respectively.

6. Accounts and Other Receivables

This account consists of:

	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)
Trade receivables	₱44,560,291	₱41,704,412
Receivable from related parties (Note 20)	6,114,963	6,386,235
Advances to employees	341,021	362,163
Others	13,383,802	12,908,707
	64,400,077	61,361,517
Less: Allowance for impairment loss	31,769,303	31,751,317
	₱32,630,774	₱29,610,200

Trade receivables arise from the mobile content development, mobile solution and key platform development services rendered by the Group to its customers. These are noninterest-bearing and are generally settled on a 30- to 60-day term.

Advances to employees mainly pertain to advances which are subject to liquidation.

Others are noninterest-bearing and are generally collectible within one year.

The table below shows the movements in the provision for impairment losses of trade receivables:

	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)
At beginning of year	₱31,751,317	₱31,946,946
Provisions	—	5,170,914
Write-off	—	(5,521,473)
Translation adjustments	17,986	154,930
	₱31,769,303	₱31,751,317

As of March 31, 2025 and December 31, 2024, the allowance for impairment losses pertains to:

	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)
Trade receivables	₱17,255,874	₱17,237,888
Receivable from related parties (Note 20)	1,794,061	1,794,061
Others	12,719,368	12,719,368
	₱31,769,303	₱31,751,317

7. Contract Balances

This account consists of:

	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)
Contract assets	₱37,265,767	₱29,372,782
Contract liabilities	34,147,900	25,353,922

Contract assets are initially recognized for revenues earned from custom development as receipt of consideration is conditional on successful completion of proportion of work. Upon completion of performance obligation and acceptance by the customer, the amount recognized as contract assets are reclassified to trade receivables.

Contract liabilities consist of collections from customers under custom development services which have not qualified for revenue recognition.

8. Financial Assets at Fair Value through Other Comprehensive Income

This account consists of:

	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)
<i>Financial assets at FVOCI</i>		
Quoted shares		
Club Punta Fuego	₱1,100,000	₱1,100,000
	₱1,100,000	₱1,100,000

The rollforward analysis of financial assets at FVOCI follow:

	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)
Balance at beginning of period	₱1,100,000	₱900,000
Unrealized gain (loss) on financial assets at FVOCI, net of tax	—	200,000
	₱1,100,000	₱1,100,000

The roll forward analysis of net unrealized loss on financial assets at FVOCI follows:

	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)
Balance at beginning of period	(P43,594,956)	(P43,794,956)
Unrealized gain on financial assets at FVOCI	–	200,000
Balance at end of period	(P43,594,956)	(P43,594,956)

Unrealized loss on financial assets at FVOCI is recognized under “Other comprehensive income” in the consolidated statements of comprehensive income.

The quoted shares are categorized under the Level 2 of the fair value hierarchy. The unquoted equity investments are categorized under Level 3 (see Note 24).

Quoted equity investments

Quoted equity instruments consist of investment in golf club shares.

Unquoted equity investments

In April 2015, the Group acquired 666,666 million shares of Series A Preferred Stock of Zowdow Inc. (“Zowdow”), formerly Quick.ly, Inc. (“Quick.ly”), at a purchase price of \$1.50 per share for a total investment of US\$999,999 or P44.24 million. As at March 31, 2025 and December 31, 2024, the Group holds a 3.56% ownership of Zowdow on a fully-diluted basis.

Fair value of unquoted equity investments was determined using prices from recent sales at arm’s length transaction. No unrealized gain or loss was recognized during the year for these investments (Note 24).

Unquoted debt investments

The Group has convertible promissory notes and bonds receivable as of March 31, 2025 and December 31, 2024:

	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)
Unquoted debt investments		
MatchMe Pte. Ltd.	P52,495,000	P52,495,000
Einsights Pte. Ltd.	23,475,000	23,475,000
Pico Candy Pte. Ltd.	3,602,123	3,602,123
	79,572,123	79,572,123
Less: remeasurement loss	(79,572,123)	(79,572,123)
Balance at end of year	P–	P–

9. Other Assets

Other current assets

This account consists of:

	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)
Prepaid expenses	₱12,743,118	₱12,880,034
Input VAT – net	10,005,155	9,511,249
Deferred input VAT	385,706	493,869
Rental deposit	10,418	10,418
Refundable deposits	–	632,569
	23,144,397	23,528,139
Less: allowance for impairment losses	3,377,346	3,377,346
	₱19,767,051	₱ 20,150,793

Prepaid expenses mainly pertain to advances to suppliers, advance rent and prepaid professional fees.

Input VAT represents VAT imposed on the Company by its suppliers for the acquisition of goods and services.

Deferred input VAT represents input VAT related to unpaid balances for the services availed by the Group. These will be recognized as input VAT and applied against output VAT upon payment. Any remaining balance is recoverable in future periods.

Refundable deposits pertain to security deposit made for performance bond and rent which will be received within one year.

Other noncurrent assets

This account consists of:

	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)
Creditable withholding tax	₱33,313,187	₱32,971,899
Deferred input VAT	3,574,591	3,675,927
Security deposit	633,605	–
Others	422,769	422,769
	37,944,152	37,070,595
Less: allowance for impairment losses	9,386,080	9,386,080
	₱28,558,072	₱27,684,515

10. Investments in and Advances to Associates

This account consists of:

	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)
Cost		
Balance at beginning and end of period	₱577,561,081	₱577,561,081

(Forward)

	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)
Equity in net loss		
Balance at beginning of period	(188,501,137)	(180,544,044)
Share in net earnings (losses) during the period	1,463,256	(7,957,093)
Balance at end of period	(187,037,881)	(188,501,137)
Cumulative translation adjustment		
Balance at beginning of period	6,023,560	9,450,400
Movement during the period	636,009	(3,426,840)
Balance at end of period	6,659,569	6,023,560
Accumulated impairment		
Balance at beginning of period	(207,032,699)	(179,226,699)
Movement during the period	—	(27,806,000)
	(207,032,699)	(207,032,699)
	190,150,070	188,050,805
Advances to Associate	22,084,586	22,084,586
	₱212,234,656	₱210,135,391

The equity in cumulative translation adjustments represents exchange differences arising from the translation of financial statements of the foreign operations, whose functional currency is other than Philippine Peso.

The Group's equity in the net assets of associates and the related percentages of ownership are shown below:

	Percentages of Ownership		Carrying Amounts	
	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)
Micro Benefits Limited	23.53	23.53	₱167,222,866	₱163,566,575
PT Sembilan Digital Investama	49.00	49.00	22,927,204	24,484,230
MatchMe Ltd.	29.10	29.10	—	—
Altitude Games Inc.	21.17	21.17	—	—
			₱190,150,070	₱188,050,805
Advances to associate				
PT Sembilan Digital Investama			22,084,586	22,084,586
			₱212,234,656	₱210,135,391

Micro Benefits Limited

On March 9, 2016, the Parent Company acquired 718,333 new Series C Preferred Shares equivalent to a 23.53% stake in Micro Benefits Limited (“Micro Benefits”) for US\$10.00 million. Micro Benefits, a company registered in Hong Kong, is engaged in the business of providing employee benefits to Chinese workers through its operating company, Micro Benefits Financial Consulting (Suzhou) Co. Ltd., located in China.

PT Sembilan Digital Investama

On March 26, 2015, the Parent Company acquired 147 shares representing 49% shareholdings in PT Sembilan Digital Investama (SDI) amounting to ₱10.83 million. The acquisition gave the Parent Company access to PT Ninelives Interactive (“Ninelives”), a mobile content and distribution company in Indonesia, which SDI owns.

As of March 31, 2025 and December 31, 2024, the Group has advances to SDI amounting to ₱22.08 million to fund its mobile content and distribution services.

SDI's registered office address is at Jl. Pos Pengumben Raya No. 01 RT 010 RW 03, Kel Srengseng, Jakarta Barat.

MatchMe Pte. Ltd.

In 2015 and 2018, the Group acquired an aggregate of 1,547,729 ordinary shares or 29.10% interest in MatchMe, an international game development company based in Singapore, for a total consideration amounting to ₱63.58 million.

In 2019, MatchMe became dormant which prompted full impairment of the Group's investment in MatchMe amounting to P38.66 million.

MatchMe's registered office address is at 100 Cecil Street #10-01/002 the Globe, Singapore.

Altitude Games Inc.

On July 22, 2015, the Parent Company subscribed to 211,656 shares of stock or 21.17% shareholdings in Altitude Games Inc. ("Altitude Philippines"), an affiliate of Altitude Games. Altitude Philippines engages in the business of development, design, sale and distribution of games and applications.

Altitude Philippine's registered office address is at Unit A51 5th Floor Zeta II Bldg., Salcedo St. Legazpi Village, Makati City.

As at March 31, 2025 and December 31, 2024, there are no capital commitments relating to the Group's interests in its associates.

The Group considers an associate with material interest if its net assets exceed 5% of its total consolidated net assets of the Group as of reporting period and considers the relevance of the nature of activities of the entity compared to other operations of the Group. There are no significant restrictions on the Parent Company's ability to use assets and settle liabilities of the Group.

11. Property and Equipment

The Group acquired property and equipment amounting to nil and P0.08 million during the three-month periods ended March 31, 2025 and 2024, respectively. Depreciation expense amounted to P0.42 million and P0.49 million for the three-month periods ended March 31, 2025 and 2024, respectively.

12. Intangible Assets

This account consists of:

March 31, 2025

	Goodwill	Developed Software	Cryptocurrencies	Total
Cost				
At beginning of year	P2,004,469,603	P105,497,817	P1,052,275	P2,111,019,695
Additions	—	36,900	—	36,900
Disposals	—	—	(1,052,275)	(1,052,275)
At end of year	2,004,469,603	105,534,717	—	2,110,004,320
Accumulated amortization				
At beginning of year	—	94,432,169	—	94,432,169
Amortization (Note 15)	—	145,517	—	145,517
At end of year	—	94,577,686	—	94,577,686
Accumulated Impairment				
At beginning and end of year	1,958,881,201	10,242,927	—	1,969,124,128
Accumulated revaluation surplus				
At beginning of year	—	—	26,338,305	26,338,305
Revaluation loss	—	—	(772,051)	(772,051)
Disposal	—	—	(25,566,153)	(25,566,153)
At end of year	—	—	101	101
Net Book Value	P45,588,402	P714,104	P101	P46,302,607

December 31, 2024

	Goodwill	Developed Software	Cryptocurrencies	Total
Cost				
At beginning of year	₱2,004,469,603	₱105,497,817	₱9,126,966	₱2,119,094,386
Additions	—	—	1,440,371	1,440,371
Disposals	—	—	(9,515,062)	(9,515,062)
At end of year	2,004,469,603	105,497,817	1,052,275	2,111,019,695
Accumulated amortization				
At beginning of year	—	93,732,507	—	93,732,507
Amortization (Note 15)	—	699,662	—	699,662
At end of year	—	94,432,169	—	94,432,169
Accumulated Impairment				
At beginning and end of year	1,958,881,201	10,242,927	—	1,969,124,128
Accumulated revaluation surplus				
At beginning of year	—	—	25,642,805	25,642,805
Revaluation gain	—	—	19,349,289	19,349,289
Disposals	—	—	(18,653,789)	(18,653,789)
At end of year	—	—	26,338,305	26,338,305
Net Book Value	₱45,588,402	₱822,721	₱27,390,580	₱73,801,703

Goodwill

Goodwill pertains to excess of the acquisition cost over the fair value of the identifiable assets and liabilities of companies acquired by the Group.

Developed software

Developed software pertain to telecommunications equipment software licenses, corporate application software and licenses and other VAS software applications that are not integral to the hardware or equipment.

Leasehold rights

Leasehold rights pertain to cost savings arising from lower than market rate rental in the lease contracts acquired through business combination.

Cryptocurrencies

Cryptocurrencies pertain to units of Bitcoin, Ether, USDT and USDC held by the Group as at March 31, 2025.

The fair value of cryptocurrencies was determined using quoted market prices in active markets categorized under Level 1 of fair value hierarchy. As at December 31, 2024, the fair values of Bitcoin and Ether are valued at USD93,347 per unit and USD3,330 per unit, respectively, while the fair value of USDT and USDC is USD1.00 per unit.

The amortization expense of intangible assets recognized in “Depreciation and amortization” under “Cost of services” in the consolidated statements of comprehensive income amounted to ₱0.15 million and ₱0.19 million for the three-month periods ended March 31, 2025 and 2024, respectively (see Note 16).

13. Accounts and Other Payables

This account consists of:

	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)
Payable to third parties	₱89,229,426	₱89,236,701
Nontrade payable	64,587,319	64,481,742
Trade payables	51,714,825	40,525,428
Taxes payable	21,409,811	17,198,684
Accrued expenses	15,771,287	13,708,348
Payable to related parties (Note 20)	11,076,786	12,086,213
Others	156,977,199	159,766,812
	₱410,766,653	₱397,003,928

Payable to third parties are advances made by minority shareholders and affiliates of Seer and Storm for working capital purposes and deposits for future stock subscription. These are noninterest-bearing and are settled within one year.

Nontrade payables include proceeds received by ODX under the Share and Token Allocation Agreement which grants the investor rights to certain shares of ODX and internally generated tokens in the future depending on the happening of certain events prior to termination of the agreement.

Trade payables represents the unpaid subcontracted services and other cost of services to third parties. These are noninterest-bearing and are normally settled within one year.

Taxes payable include output VAT after application of available input VAT and expanded withholding tax on payment of suppliers and employees' compensation which are settled within one year.

Accrued expenses mainly consist of accruals for interest expense, commission, outsourced services, taxes and licenses, professional fees and others. These are noninterest-bearing and are normally settled within one year.

Others consist of statutory payables to SSS, Philhealth and HDMF. This account also includes provision relating to the Token Pre-Sale Agreements ("PSA") entered into by the Group, through ODX, with various investors for the sale of ODX tokens. These are noninterest-bearing and are normally settled within one year.

The table below shows the movements in the provision relating to the PSA:

	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)
Balance at beginning of year	₱157,785,623	₱151,571,723
Translation adjustments	(1,262,940)	6,213,900
	₱156,522,683	₱157,785,623

14. Loans Payable

This account pertains to short-term, unsecured and interest bearing 30- to 1,050- day term loans entered into by the Group with different local banks and non-banks.

The rollforward analysis of this account follow:

	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)
Balance at beginning of period	₱38,775,697	₱38,603,185
Additions	46,000	534,981
Accretion of interest	—	157,531
Payment of loans	(43,178)	(520,000)
Balance at end of year	₱38,778,519	₱38,775,697

Interest expense recognized in the consolidated statements of comprehensive income during the three-month periods ended March 31, 2025 and 2024 amounted to ₱0.41 million and ₱0.47 million, respectively (see Note 18).

15. Service Income

Service income, amounting to ₱42.07 million and ₱35.33 million for the three-month periods ended March 31, 2025 and 2024, respectively, pertain to revenues earned from mobile consumer products and services, enterprise services and other services rendered by the Group to its customers. Revenues from these segments are recognized at a point in time, except for revenues from custom development included under enterprise services which are recognized over time.

Revenue from contracts with customers

The Group derives revenue from the transfer of goods and services over time and at a point in time, in different product types of its service income. The Group's disaggregation of revenue from contracts with customers for the three-month periods ended March 31, 2025 and 2024 are presented below:

	March 31	
	2025	2024
	(Unaudited)	(Unaudited)
Mobile consumer services	₱—	₱649,081
Enterprise services	28,428,323	24,099,634
Other services	13,966,727	10,585,992
	₱42,395,050	₱35,334,707

16. Cost of Services

Cost of services for the three-month periods ended March 31, 2025 and 2024 consists of:

	March 31	
	2025	2024
	(Unaudited)	(Unaudited)
Salaries, wages and employee benefits	₱13,859,108	₱15,706,262
Outside services	9,774,869	6,817,048
Outsourced services	1,868,723	1,708,167
Web hosting	547,156	945,117
Consultancy fees	479,283	1,262,848
Commission	386,366	267,895
Depreciation and amortization	145,517	186,129
Utilities	84,176	51,900
Others	48,000	—
	₱27,193,198	₱26,945,366

17. General and Administrative Expenses

General and administrative expenses for the three-month periods ended March 31, 2025 and 2024 consists of:

	March 31	
	2025	2024
	(Unaudited)	(Unaudited)
Salaries, wages and employee benefits	₱20,612,833	₱21,491,210
Professional fees	1,780,427	2,369,442
Dues and subscription	1,547,725	1,736,059
Depreciation and amortization	689,017	751,731
Taxes and licenses	446,796	581,643
Outsourced services	175,000	211,419
Utilities	142,748	156,159
Entertainment, amusement and recreation	122,985	222,599
Transportation and travel	96,423	313,538
Repairs and maintenance	89,220	—
Marketing and promotions	17,996	84,748
Supplies	13,961	31,091
Insurance	5,349	6,029
Seminars and trainings	4,503	49,296
Rent (Note 19)	170	54,000
Advertising	—	4,790
Miscellaneous	775,689	175,900
	₱26,520,842	₱28,239,654

18. Finance Costs and Other Income (Charges)

Finance costs consists of:

	March 31	
	2025	2024
	(Unaudited)	(Unaudited)
Interest expense on loans payable (Notes 20 and 26)	₱866,648	₱912,469
Accretion of interest on lease liabilities (Note 19)	13,748	19,331
Interest income	(44)	(6,876)
	₱880,352	₱924,924

Other income (charges) consist of:

	March 31	
	2025	2024
	(Unaudited)	(Unaudited)
Foreign exchange gain (loss)	₱1,723,472	(₱590,862)
Bank charges	(117,226)	(122,852)
	₱1,606,246	(₱713,714)

19. Operating Lease Commitments

The Group entered into various lease agreements with third parties for the office spaces it occupies. Leases have terms ranging from one to three years and renewable subject to new terms and conditions to be mutually agreed upon by both parties.

Set out below are the movements and carrying amounts of right-of-use asset recognized as of March 31, 2025 and December 31, 2024:

	March 31, 2025	December 31, 2024
	(Unaudited)	(Audited)
Cost		
Balance at beginning of period	₱2,064,803	₱2,064,803
Addition	2,261,579	—
Termination of lease contract and derecognition of right-of-use asset	(2,064,803)	—
Balance at end of period	2,261,579	2,064,803
Accumulated Depreciation		
Balance at beginning of period	1,892,737	860,335
Depreciation	266,299	1,032,402
Termination of lease contract and derecognition of right-of-use asset	(2,064,803)	—
	94,233	1,892,737
	₱2,167,346	₱172,066

The rollforward analysis of lease liability as of March 31, 2025 and December 31, 2024 follows:

	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)
Balance at beginning of period	₱187,245	₱1,258,034
Addition	2,261,579	—
Accretion of interest	13,748	48,785
Payments	(286,392)	(1,119,574)
Balance at end of period	₱2,176,180	₱187,245
Current lease liabilities	₱1,078,014	₱187,245
Noncurrent lease liabilities	₱1,098,166	₱—

Total rent expense charged under “Cost of services” and “General and administrative expenses” in the consolidated statements of comprehensive income amounted to ₱170 and ₱54,000 for the three-month periods ended March 31, 2025 and 2024, respectively (see Notes 16 and 17).

20. Related Party Transactions

The Group, in the normal course of business, has transactions with related parties. Parties are considered to be related if, among others, one party has the ability, directly or indirectly, to control the other party in making financial and operating decisions, the parties are subject to common control or the party is an associate or a joint venture.

Terms and conditions of transactions with related parties

There have been no guarantees provided or received for any related party receivables and payables. These accounts are noninterest-bearing and are generally unsecured. Except as otherwise indicated, the outstanding accounts with related parties shall be settled in cash. The transactions are made at terms and prices agreed upon by the parties. Impairment assessment is undertaken through examination of the financial position of the related party and market in which this related party operates.

Details of transactions with related parties and their outstanding payables to a related party as at March 31, 2025 and December 31, 2024 follow:

			Outstanding Balance					
			Amount/ Volume		March 31, 2025		December 31, 2024	
	Terms	Conditions	March 31, 2025	March 31, 2024	Receivable	Payable	Receivable	Payable
Associate								
Advances	Noninterest-bearing	Unsecured, no impairment	₱123,430	₱150,073	4,073,403	₱—	₱3,949,973	₱—
Stockholders								
Interest (a)	Noninterest-bearing	Unsecured	459,822	447,469	—	10,851,942	—	10,392,119
Payable to directors and officers (a)	Interest-bearing	Unsecured	—	—	—	37,217,162	—	37,517,457
Payable to directors and officers (c)	Noninterest-bearing	Unsecured	—	—	—	—	—	1,469,250
Advances (d)	One year; noninterest-bearing	Unsecured, no impairment	—	—	—	117,678	—	117,678
Affiliate								
Trade Receivables (a-b)	Noninterest-bearing	Unsecured	4,190,290	2,822,775	2,041,560	—	2,436,262	—
Advances (c)	Noninterest-bearing	Unsecured	—	—	—	107,166	—	107,166
					₱6,114,963	₱48,293,948	₱6,386,235	₱49,603,670

Associates:

- a. The Parent Company made payments on behalf of SDI for its outsourced services. As at March 31, 2025 and December 31, 2024, outstanding balance amounted to ₱4.07 million and ₱3.95 million. The Parent Company recognized allowance for impairment loss amounting to ₱1.67 million as of March 31, 2025 and December 31, 2024.

Stockholders:

- a. In 2017, the Parent Company entered into a loan agreement with its directors amounting to US\$1,945,758 or ₱97.15 million subject to 5% interest rate per annum. The loan is due and demandable.

On June 30, 2023, the BOD of the Parent Company approved the conversion of the outstanding advances of two (2) of these directors to equity. The BOD also approved to waive all loan interests starting January 1, 2023 related to these advances. The aggregate amount of the principal balance and interest payable for equity conversion are ₱49.30 million and ₱7.96 million, respectively, which are the outstanding balances as of December 31, 2022.

For the three-month periods ended March 31, 2025 and 2024, the Group recognized interest expense amounting to ₱0.46 million and ₱0.45 million, respectively, under "Finance Cost and Other income (charges)" in its consolidated statements of comprehensive income (see Note 18). As at March 31, 2025 and December 31, 2024, outstanding loans and interest payable amounted to ₱37.22 million and ₱10.85 million, respectively, and ₱37.52 million and ₱10.39 million, respectively.

- b. Payable to directors and officers also pertain to directors' fees amounting to ₱1.93 million in 2024. Outstanding payable amounted to nil and ₱1.47 million as at March 31, 2025 and December 31, 2024, respectively.
- c. Advances from stockholders pertain to cash advances for operational and corporate-related expenses paid by a stockholder in behalf of the Group. These are noninterest-bearing and are due and demandable. Outstanding payable as at March 31, 2025 and December 31, 2024 amounted to ₱0.12 million.

Affiliate:

- a. The Parent Company entered into an agreement with CTX wherein the Parent Company agreed to perform financial, legal, human resources, sales and marketing support, administrative support and technical services for a fee. As at March 31, 2025 and December 31, 2024, outstanding receivable amounted to nil and ₱0.95 million, respectively.
- b. The Group entered into service agreement with CTX to provide staff augmentation services. The Group's revenue from these services for the three-month period ended March 31, 2025 and 2024 amounted to ₱3.86 million and ₱2.57 million, respectively. Outstanding receivable as of March 31, 2025 and December 31, 2024 amounted to ₱0.12 million and ₱2.19 million, respectively.
- c. Advances from affiliate pertain to payments made by CTX to the Parent Company for operational purposes subject to future liquidation. Outstanding payable as at March 31, 2025 and December 31, 2024 amounted to ₱0.11 million.

Compensation of key management personnel pertaining to short-term employee benefits amounted to ₱4.64 million and ₱6.30 million for the three-month periods ended March 31, 2025 and 2024, respectively.

21. Income Taxes

Provision for (benefit from) income tax for the three-month periods ended March 31, 2025 and 2024 consists of:

	March 31	
	2025	2024
	(Unaudited)	(Unaudited)
Current	₱296,994	₱221,859
Deferred	—	—
Final	9	292
	₱297,003	₱222,151

22. Equity

The details of the number of shares as at March 31, 2025 and December 31, 2024 follow:

	March 31, 2025	December 31, 2024
	(Unaudited)	(Audited)
Authorized shares	5,000,000,000	5,000,000,000
Par value per share	₱0.10	₱0.10
Issued shares	2,571,812,787	2,571,812,787
Treasury shares	62,128,975	62,128,975
Outstanding shares	2,509,683,812	2,509,683,812
Value of shares issued	₱257,181,278	₱257,181,278
Value of treasury shares	(₱99,700,819)	(₱99,700,819)

Capital Stock and Additional Paid-in Capital (APIC)

The balance of additional paid-in capital (APIC) as of March 31, 2025 and December 31, 2024 represents the excess of the subscription price over paid-up capital.

On March 2, 2018, the Parent Company issued 67,285,706 common shares by way of block sale to implement the amendments in a share purchase agreement related to acquisition of AOC. The shares were issued at ₱3.80 per share.

In 2020 and 2019, APIC reduced as a result of reissuance of treasury shares by the amount of ₱7.19 million and ₱6.98 million, respectively.

On January 20, 2022, the Parent Company's BOD approved the issuance of common shares to Mr. Nico Jose S. Nollodo, a founder and currently the Chairman of the board, in exchange of ₱100.00 million capital infusion. Total number of shares issued is at 181,818,182 for ₱0.55 per share. The transaction was executed on March 21, 2022.

On June 30, 2023, the Parent Company's BOD approved the conversion of the advances to equity made by Mr. Fernando Jude F. Garcia and Mr. Nico Jose S. Nollodo ("Assignors") with an aggregate amount of ₱136,520,626. The conversion price was set at ₱0.30 per share. On November 13, 2023, a total of 455,068,753 common shares were issued to the Assignors.

Retained Earnings

Appropriations

Appropriated retained earnings which relates to buyback program of common shares in 2016 amounted to ₱115.46 million as of March 31, 2025 and December 31, 2024.

Dividends declaration

The Parent Company has no dividend declarations made in the three-month periods ended March 31, 2025 and 2024.

Equity Reserve

In 2016, the Parent Company purchased additional shares from noncontrolling interests of Xeleb, Xeleb Technologies and Storm. The transactions were accounted as an equity transaction since there was no change in control. Equity reserve recognized as a result of these transactions amounted to ₱43.72 million.

In 2017, a reserve amounting to ₱358.50 million was recognized for the payment resulting from amendments in the purchase price and the acquisition of the Parent Company's own shares related to the acquisition of AOC.

In 2019, the Parent Company purchased the remaining 33% stake from noncontrolling interests of Xeleb Technologies. The transaction was accounted as an equity transaction since there was no change in control resulting to a reduction in equity reserve amounting to ₱36.09 million.

In 2019, a reduction in equity reserve amounting to ₱2.71 million was recognized due to the increase in noncontrolling interests of Storm Technologies from 43.40% to 48.69%.

Treasury Stock

As of March 31, 2025 and December 31, 2024, the Parent Company has 62,128,975 treasury shares amounting to ₱99.70 million.

Employee Stock Option Plan

The Parent Company's BOD, on January 20, 2016, and the stockholders, on May 11, 2016, approved the Employee Stock Option Plan (the Plan) of the Parent Company. Full time and regular employees of the Parent Company and those deemed qualified by the Compensation and Remuneration Committee from the names recommended by the Executive Committee are eligible to participate in the Plan. As at March 31, 2025, the Plan has been on hold for approval of the SEC and PSE.

Capital Management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders or issue new shares.

The Group's sources of capital follow:

	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)
Capital stock	₱257,181,278	₱257,181,278
Additional paid-in capital	3,748,086,156	3,748,086,156
Deficit	(3,470,529,144)	(3,483,605,247)
	₱534,738,290	₱521,662,187

The Group is not subject to externally-imposed capital requirements. The Group regards its equity as its primary source of capital. No changes were made in the capital management policies as at March 31, 2025 and December 31, 2024.

23. Loss Per Share

The Group's loss per share for the three-month periods ended March 31, 2025 and 2024 were computed as follows:

	March 31	
	2025 (Unaudited)	2024 (Unaudited)
Net loss attributable to the equity holders of the Parent Company	(P10,081,719)	(P25,906,067)
Weighted average number of outstanding shares	2,509,683,812	2,509,683,812
Basic loss per share	(P0.00)	(P0.01)
Diluted loss per share	(P0.00)	(P0.01)

Loss per share is calculated using the consolidated net loss attributable to the equity holders of the Parent Company divided by weighted average number of shares. As of March 31, 2025, there's no potentially dilutive common shares.

24. Financial Instruments

Fair Value Information

The methods and assumptions used by the Group in estimating fair value of the financial instruments are as follows:

- Cash, accounts and other receivables (except for advances to employees which are subject to liquidation), refundable deposits under other current assets, cash bond under other noncurrent assets, accounts and other payables (excluding "Taxes payable", "Deferred output VAT", and provision relating to PSA and statutory payables included as "Others"), loans payable, liability on written put option, payable to former shareholders of a subsidiary, dividends payable and finance lease liability under other current liabilities - Carrying amounts approximate fair values due to the relatively short-term maturities of these instruments, except for cash bond under other noncurrent assets. The difference between carrying amount and fair value is immaterial.
- Financial assets at FVOCI - Fair value is based on quoted prices published in the market.
- Financial assets at FVOCI (unquoted equity investments) - Fair values are based on the latest selling price available
- Financial assets at FVPL (unquoted debt investments) - Fair values are based on the comparable prices adjusted for specific market factors such as nature, industry, location and market recovery rates.
- Nontrade payable - Fair values are determined using prices in such transaction which still approximate the fair values at yearend.

The fair value of financial assets at FVOCI amounting to P1.10 million approximate their carrying value.

Fair Value Hierarchy

The Group uses the following three-level hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Cash, accounts and other receivables, refundable deposits under other current assets, cash bond under other noncurrent assets, accounts and other payables (excluding "Taxes payable", "Deferred output VAT", and statutory payables included as "Others"), loans payable, liability on written put option, payable to former shareholders of a subsidiary, dividends payable and finance lease liability under other current liabilities were

classified under Level 3. The fair value of these financial instruments is determined by discounting future cash flows using the applicable rates of similar types of instruments plus certain spread.

Quoted financial assets at FVOCI amounting to ₱1.10 million as at March 31, 2025 and December 31, 2024 were classified under Level 2 (see Note 8).

Unquoted financial assets at FVOCI amounting to nil as at March 31, 2025 and December 31, 2024 were classified under Level 3 (see Note 8).

As at March 31, 2025 and December 31, 2024, there have been no reclassifications from Level 1 to Level 2 or 3 categories.

Financial Risk Management and Objectives and Policies

The Group's financial instruments comprise cash, financial assets at FVPL, accounts and other receivables, financial assets at FVOCI, refundable deposits under other current assets, cash bond under other noncurrent assets, accounts and other payables (excluding taxes payable, deferred output VAT, customer's deposit and statutory payables), loans payable, liability on written put option, contingent liability and finance lease liability under other current liabilities, which arise directly from operations. The main purpose of these financial instruments is to finance the Group's operations and to earn additional income on excess funds.

Exposure to credit risk, liquidity risk and foreign currency risk arise in the normal course of the Group's business activities. The main objectives of the Group's financial risk management are as follows:

- to identify and monitor such risks on an ongoing basis;
- to minimize and mitigate such risks; and
- to provide a degree of certainty about costs.

There were no changes in the Group's risk management objectives and policies during the three-month periods ended March 31, 2025 and 2024.

The Group's risk management policies are summarized below:

Credit Risk

Credit risk is the risk that the counterparty to a financial instrument will cause a financial loss for the Group by failing to discharge an obligation.

The Group's credit risk is primarily attributable to cash (excluding "cash on hand") and receivables. To manage credit risk, the Group monitors its exposure to credit risk on a continuous basis.

The Group's maximum exposure to credit risk is equal to the carrying values of its financial assets as at March 31, 2025 and December 31, 2024.

The credit quality of the financial assets was determined as follows:

Cash in banks, financial assets at FVPL, financial assets at FVOCI and other assets - based on the nature of the counterparty and the Group's rating procedure. These are held by counterparty banks with minimal risk of bankruptcy and are therefore classified as high grade.

Accounts and other receivables - high grade pertains to receivables with no default in payment; medium grade pertains to receivables with up to three defaults in payment; and low grade pertains to receivables with more than three defaults in payment.

Unquoted AFS financial assets are unrated.

Liquidity Risk

Liquidity risk is the risk that the Group will be unable to meet its obligations as they fall due. The Group seeks to manage its liquidity risk to be able to meet its operating cash flow requirement, finance capital expenditures and service maturing debts. To cover its short-term and long-term funding requirements, the Group intends to use internally generated funds and available short-term and long-term credit facilities. Credit lines are obtained from BOD-designated banks at amounts based on financial forecast approved by the BOD.

The maturity profile of the Group's financial assets and financial liabilities at March 31, 2025 and December 31, 2024 are based on contractual undiscounted payments.

As at March 31, 2025 and December 31, 2024, except for its loans payable, the Group's financial assets and financial liabilities have a maturity of less than one year.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's loans payable with variable interest rates.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The following table shows the foreign currency-denominated monetary assets and their respective Philippine peso equivalent as of March 31, 2025 and December 31, 2024.

	March 31, 2025		December 31, 2024	
	Original currency	Peso equivalent	Original currency	Peso equivalent
Cash in bank				
US Dollar (USD)	\$289,991	₱16,640,288	\$22,534	₱1,303,494
Trade receivables				
US Dollar (USD)	189,909	10,897,358	189,909	10,985,284
Foreign currency denominated assets		27,537,646		12,288,778
Trade Payables				
US Dollar (USD)	2,200	126,240	2,200	127,245
Net foreign currency denominated financial instruments		₱27,411,406		₱12,161,533

In translating the foreign currency-denominated monetary assets into Peso amounts, the exchange rates used were as follows:

	March 31, 2025	December 31, 2024
USD to ₱	₱57.38	₱57.85

25. Segment Reporting

The industry segments where the Group operates follow:

- Mobile consumer services - includes airtime management, content development and management and marketing and advertising solutions
- Enterprise services - includes platform development and customization, system integration, mobile platform consultancy services, management of off-the-shelf application and social media related services. This also includes IT staff augmentation and various enterprise solutions-based services to telecommunication companies and other companies for network and applications development
- Other services – includes consultancy services in the field of human resource management, trading in general, sourcing for and supplying of goods to import and export goods

The following tables regarding business segment revenue and profit information for the three-month periods ended March 31, 2025 and 2024:

March 31, 2025 (Unaudited)

	Mobile consumer services	Enterprise Service	Other services	Intersegment Adjustments	Consolidated
INCOME					
Service income	P–	P30,057,489	P13,966,727	(P1,629,166)	P42,395,050
COST AND EXPENSES	(380,386)	(42,361,899)	(12,586,232)	1,614,477	(53,714,040)
Equity in net losses of associates	–	–	–	1,463,256	1,463,256
Other expenses	–	1,115,944	(390,050)	–	725,894
	(380,386)	(11,188,466)	990,445	1,448,567	(9,129,840)
Provision for (benefit from) income tax	–	(213,166)	(83,837)	–	(297,003)
Net income (loss)	(P380,386)	(P11,401,632)	P906,608	P1,448,567	(P9,426,843)
Net loss attributable to:					
Equity holders of Xurpas Inc.					(P10,081,719)
Noncontrolling interests					654,876
					(P9,426,843)

March 31, 2024 (Unaudited)

	Mobile consumer services	Enterprise Service	Other services	Intersegment Adjustments	Consolidated
INCOME					
Service income	P649,081	P32,686,479	P10,585,992	(P8,586,845)	P35,334,707
COST AND EXPENSES	(1,138,087)	(51,545,731)	(11,088,047)	8,586,845	(55,185,020)
Equity in net losses of associates	–	–	–	(4,649,358)	(4,649,358)
Other expenses	–	(1,242,495)	(396,143)	–	(1,638,638)
	(489,006)	(20,101,747)	(898,198)	(4,649,358)	(26,138,309)
Provision for (benefit from) income tax	(1,577)	(220,574)	–	–	(222,151)
Net income (loss)	(P490,583)	(P20,322,321)	(P898,198)	(P4,649,358)	(P26,360,460)
Net loss attributable to:					
Equity holders of Xurpas Inc.					(P25,906,067)
Noncontrolling interests					(454,393)
					(P26,360,460)

26. Notes to Consolidated Statement of Cash Flows

Disclosed below is the rollforward of liabilities under financing activities:

	January 1, 2025	Cash flows	Non-cash changes	Foreign exchange movement	March 31, 2025
Loans payable	P38,775,697	(P43,178)	P46,000	P–	P38,778,519
Lease liabilities	187,245	(286,392)	2,275,327	–	2,176,180
Advances from stockholders	37,517,457	–	–	(300,295)	37,217,162
Total liabilities from financing activities	P76,480,399	(P329,570)	P2,321,327	(P300,295)	P78,171,861

	January 1, 2024	Cash flows	Non-cash changes	Foreign exchange movement	December 31, 2024
Loans payable	P38,603,185	(P520,000)	P692,512	P–	P38,775,697
Lease liabilities	1,258,034	(1,119,574)	48,785	–	187,245
Advances from stockholders	35,912,207	–	–	1,605,250	37,517,457
Total liabilities from financing activities	P75,773,426	(P1,639,574)	P741,297	P1,605,250	P76,480,399

27. Approval of Financial Statements

The unaudited interim condensed consolidated financial statements of the Group as at March 31, 2025 and December 31, 2024 and for the three-month periods ended March 31, 2025 and 2024 were approved and authorized for issue by the BOD on May 15, 2025.

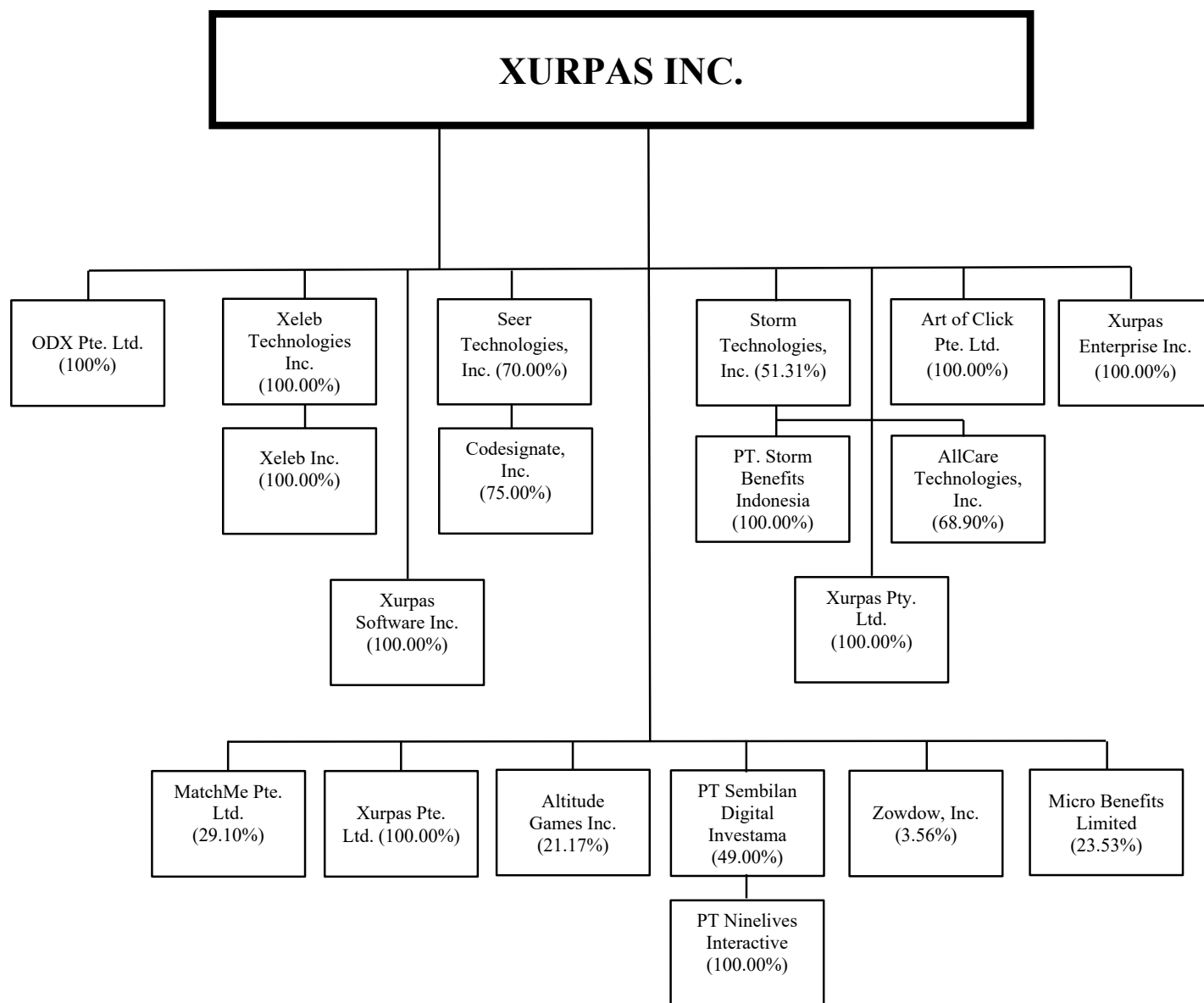
AGING OF RECEIVABLES

The aging analysis of accounts receivable as of March 31, 2025 presented per class follows:

	Current	Days past due				Total
		1 to 30 days	31 to 60 days	61 to 90 days	>90 days	
Trade receivable	₱11,238,710	₱2,981,102	₱–	₱–	₱30,340,479	₱44,560,291
Receivable from related parties	6,114,963	–	–	–	–	6,114,963
Advances to employees	341,021	–	–	–	–	341,021
Others	13,383,802	–	–	–	–	13,383,802
	₱31,078,496	₱2,981,102	₱–	₱–	₱30,340,479	₱64,400,077

XURPAS INC. AND SUBSIDIARIES

MAP SHOWING THE RELATIONSHIPS BETWEEN AND AMONG THE COMPANIES IN THE GROUP, ITS ULTIMATE PARENT COMPANY AND CO-SUBSIDIARIES



Note: Xeleb Technologies Inc., Xeleb Inc. and Codesignate Inc. are in the process of liquidation

XURPAS INC. AND SUBSIDIARIES**SUPPLEMENTARY SCHEDULE OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND
DECLARATION**

Unappropriated Retained Earnings of the Parent Company, beginning	(₱3,344,450,155)
Less adjustments:	
Impairment loss	2,738,925,082
Unrealized foreign exchange gain -net (except those attributable to Cash	(3,010,145)
Unappropriated Retained Earnings, as adjusted, beginning	(608,535,218)
Net loss based on the face of financial statement	(19,171,993)
Less: Non-actual/unrealized income net of tax	
Amount of provision for deferred tax during the year	—
Unrealized foreign exchange gain - net (except those attributable to Cash and Cash Equivalents)	—
Fair value adjustment (M2M gains)	—
Impairment loss	—
Net Income Actual/Realized	(19,171,993)
Less: Other adjustments	
Dividend declarations during the period	—
Reversal of appropriation for share buy-back transactions	—
Reversal of appropriation for dividend declaration	—
Appropriations during the year	—
	—
Unappropriated retained earnings, end available for dividend distribution	₱—

XURPAS INC. AND SUBSIDIARIES

FINANCIAL RATIOS

Financial Ratios	March 31, 2025	December 31, 2024
A. Current ratios		
Current ratios	29%	22%
Quick ratios	25%	18%
B. Debt-to-equity ratios	1,281%	986%
C. Asset-to-equity ratios	1,023%	796%
D. Interest rate coverage ratios	(937%)	(3,394%)
E. Profitability ratios		
Net income (loss) margin	(24%)	(72%)
Gross margin	36%	26%
Operating margin	(17%)	(69%)
Return on assets	(2%)	(28%)
Return on equity	(21%)	(117%)

ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

In the first quarter of 2025, Xurpas posted a 20% growth to ₱42.40 million, from ₱35.33 million the same period of 2024. This is primarily driven by the increase in enterprise and other services. Enterprise services revenues increased by 18%, from ₱24.10 million in 1Q2024 to ₱28.43 million in 1Q2025, fueled by the growth in IT staff augmentation, custom development and business solutions. Notably, the Company's AI-driven business unit, XAIL, which launched in 3Q2024, began contributing revenues amounting to ₱0.96 million. Meanwhile, AllCare, under other services, achieved a 32% increase in revenues from ₱10.59 million in 1Q2024 to ₱13.97 million in 1Q2025.

Despite the top-line growth, the Company recorded a pre-tax loss of ₱9.13 million and a net loss of ₱9.43 million for the quarter. This marks a significant improvement compared to a net loss of ₱26.36 million in 1Q2024. The improvement is attributed to both revenue growth and a decline in operating expenses, underscoring management's continued focus on efficiency and cost optimization.

The Company recorded a decrease in overall operating expenses in the first quarter of 2025, reflecting continued efforts to improve operational efficiency and maintain sustainable growth. The Group's consolidated expenses during the three-month period ended March 31, 2025 amounted to ₱53.71 million, a 3% decrease from the same period of the previous year at ₱55.19 million. This is primarily due to the decrease of labor costs which is aligned to the management's objective of streamlining operations and optimizing workforce expenditures. Reductions in other operating expenses, such as professional fees and subscription costs, also contributed to the improvement.

Xurpas also shared a portion of the earnings earned by its associates amounting to ₱1.46 million this quarter compared with the ₱4.65 million loss of the same period of last year. By the end of 1Q2025, the Company generated a ₱9.13 million pre-tax loss and ₱9.43 million net loss. The Company, however, incurred other comprehensive loss primarily due to the revaluation loss brought by changes in crypto prices. This caused the company to incur ₱0.36 million other comprehensive loss for the quarter as opposed to the ₱18.47 million other comprehensive income earned in the same period of last year, a 102% decline. This resulted into a ₱9.79 million total comprehensive loss.

The company continues to invest in the development of AI-infused products that address critical gaps in the enterprise resource planning (ERP) market. These innovative solutions will integrate machine learning and intelligent automation features into core business management systems, offering SMEs and large enterprises alike smarter, more adaptive tools to streamline operations and support growth.

The Company remains focused on streamlining operations and expanding both its core and emerging business lines; with a continued emphasis on delivering innovative digital solutions and broadening its global reach.

Financial Summary

Key Financial Data In PHP Millions	For the three-month periods ended March 31					
	2025		2024		Amount Change	% Increase (Decrease)
	Amount	Percentage	Amount	Percentage		
Revenues						
Mobile consumer services	-	0%	0.65	2%	(0.65)	(100%)
Enterprise services	28.43	67%	24.10	68%	4.33	18%
Other services	13.97	33%	10.59	30%	3.38	32%
<i>Total Revenues</i>	42.40	100%	35.33	100%	7.06	20%
Cost of Services	27.19	64%	26.95	76%	0.25	1%
Gross Profit	15.20	36%	8.39	24%	6.81	81%
General and Administrative Expenses	26.52	63%	28.24	80%	(1.72)	(6%)
Equity in Net Losses (Earnings) of Associates	(1.46)	-3%	4.65	13%	(6.11)	(131%)
Other Income, Charges and Finance Costs - net	(0.73)	-2%	1.64	5%	(2.36)	(144%)
Loss Before Income Tax	(9.13)	-22%	(26.14)	-74%	17.01	(65%)
Provision for Income Tax	0.30	1%	0.22	1%	0.07	34%
Net Loss	(9.43)	-22%	(26.36)	-75%	16.93	(64%)
Other Comprehensive Income (Loss)	(0.36)	-1%	18.47	52%	(18.83)	(102%)
Total Comprehensive Loss	(9.79)	-23%	(7.89)	-22%	(1.90)	24%

	Mar. 31, 2025 Amount	Dec. 31, 2024 Amount	Amount Change	% Increase
Total Assets	440.89	426.43	14.46	3%
Total Liabilities	552.40	528.15	24.25	5%
Total Capital Deficiency	(111.51)	(101.72)	(9.79)	10%

The Group's total revenue in the first quarter of 2025 was ₱42.40 million, an increase from the same period of 2024 mainly caused by the increase in revenues under enterprise and other services. Majority of the revenues is from enterprise services which generated ₱28.43 million or 67% of the total revenues followed by other services which generated ₱13.97 million or 33% of the total services. No revenues were recognized under mobile consumer services for the first quarter of the year.

The blended cost of services also went up from ₱26.95 million in March 31, 2024 to ₱27.19 million in March 31, 2025 mainly due to higher benefits costs related to AllCare's HMO operations.

Gross profit margin on total revenues is at ₱15.20 million for the period ended March 31, 2025, compared to ₱8.39 million in 1Q2023, which is an 81% increase. Gross profit margin increased significantly to 36%, from 24%, the previous period.

General and administrative expenses (GAEX) decreased by ₱1.72 million, from ₱28.24 million for the first quarter of 2024 to ₱26.52 million for the same period in 2025. The decrease is primarily caused by the decrease in manpower costs, professional fees and dues and subscriptions.

The Company also shares in the net earnings of the associate companies it has invested in, which amounted to ₱1.46 million for the three-month period ended March 31, 2025 (a 131% rise from equity in net losses of associates in first quarter of 2024).

By the end of Q1 2025, the Company incurred a ₱9.13 million pre-tax loss, ₱9.43 million net loss and ₱9.79 million total comprehensive loss.

Consolidated total assets increased by 3% from ₱426.43 million for the period ended December 31, 2024, to ₱440.89 million as of March 31, 2025. Consolidated total liabilities also slightly increased by 5% from ₱528.15 million as of December 31, 2024, to ₱552.40 million on March 31, 2025.

Lastly, consolidated total capital deficiency went up by ₱9.79 million on March 31, 2025 from December 31, 2024, increasing the capital deficiency to ₱111.51 million.

Profitability

For the three-month period ended March 31, 2025, compared with the three-month period ended March 31, 2024.

Revenues

The consolidated revenues of the Group for the three-month period ended March 31, 2025, amounted to ₱42.40 million, an increase of 20% from ₱35.33 million the same period of the previous year.

The service income component of total revenues is comprised of the following segments:

Segment	Description	Subsidiaries
Enterprise services	Revenues derived from a combination of software development, information technology (IT) staff augmentation and consultancy services. By offering tailored software solutions that prioritize performance and scalability, along with on-demand access to skilled IT professionals, it enables businesses to innovate and scale efficiently without the constraints of long-term hiring. This comprehensive approach empowers companies to meet project demands and fill skill gaps with agility and cost-effectiveness.	<ul style="list-style-type: none"> • Xurpas Enterprise • Xurpas Parent Company • Xurpas Software • Seer • XAU
Mobile consumer services	Revenues ultimately derived from providing mobile consumer engagement solutions, leveraging SMS blasts to deliver targeted incentives or information directly to users' devices. This service drives customer engagement, enhances loyalty, and boost brand interaction and drive measurable business growth through data-driven campaigns.	<ul style="list-style-type: none"> • Xurpas Parent Company • Xurpas Software
Other services	Revenues derived from services related to a membership-based marketplace which offers a variety of worker benefits –insurance, health checks and wellness.	<ul style="list-style-type: none"> • AllCare

In PhP Millions	For the three-month periods ended March 31					
	2025		2024		Amount Change	% Increase (Decrease)
	Amount	Percentage	Amount	Percentage		
Revenues						
Enterprise services	28.43	67%	24.10	68%	4.33	18%
Mobile consumer services	-	0%	0.65	2%	(0.65)	(100%)
Other services	13.97	33%	10.59	30%	3.38	32%
<i>Total Revenues</i>	42.40	100%	35.33	100%	7.06	20%

For the first quarter of 2025, enterprise services generated the most revenue at ₱28.43 million or 67% of total revenues. The segment saw an 18% increase primarily due to higher revenues from software development, IT staff augmentation and business solutions. Revenues generated from other services (which accounts for 33% of company revenues) went up by 32%, from ₱10.59 million in March 2024 to ₱13.97 million in March 2025. This is due to the increase in revenues recognized by AllCare, a majority-owned subsidiary of Storm Technologies. Lastly, as the Company shifted its focus on the expansion of its enterprise services, the mobile

consumer segment will be an opportunistic business. No revenues were recognized under mobile consumer services for the first quarter of 2025 compared from the prior period revenues amounting to ₱0.65 million.

Shown below are the business units under enterprise services segment and their respective revenues:

In PhP Millions	For the three-month periods ended March 31					
	2025		2024		Amount Change	% Increase (Decrease)
	Amount	Percentage	Amount	Percentage		
Enterprise Services						
IT staff augmentation	8.89	31%	8.10	34%	0.79	10%
Custom software development	14.69	52%	13.44	56%	1.25	9%
Business solutions	3.55	13%	1.34	6%	2.22	166%
XAIL	0.96	3%	-	0%	0.96	n.a.
Web 3.0 services	-	0%	0.98	4%	(0.98)	(100%)
Others	0.33	1%	0.25	1%	0.08	31%
<i>Total Enterprise Services</i>	28.43	100%	24.10	100%	4.33	18%

For enterprise services, there was a 9% increase in revenues from custom software development and 10%, increase in IT staff augmentation. Revenues from business solutions increased by 166%. The Company also successfully started providing services under its AI business segment, XAIL, in the third quarter of 2024. For the first quarter of 2025, XAIL contributed ₱0.96 million in revenues.

Expenses

In PhP Millions	For the three-month periods ended March 31					
	2025		2024		Amount Change	% Increase (Decrease)
	Amount	Percentage	Amount	Percentage		
Expenses						
Cost of Services	27.19	51%	26.95	49%	0.25	1%
General and Administrative Expenses	26.52	49%	28.24	51%	(1.72)	(6%)
<i>Total Expenses</i>	53.71	100%	55.19	100%	(1.47)	(3%)

The Group's consolidated expenses during the three-month period ended March 31, 2025, amounted to ₱53.71 million, a 3% decrease from the same period of the previous year at ₱55.19 million. For the first three months of 2025, cost of services accounted for the bulk of expenses, totaling ₱27.19 million or 51% of the Group's consolidated expenses. For the same period in 2024, cost of services amounted to ₱26.95 million, which comprised 49% of overall expenses.

Cost of Services

In PhP Millions	For the three-month periods ended March 31					
	2025		2024		Amount Change	% Increase (Decrease)
	Amount	%	Amount	%		
Cost of Services						
Salaries, wages and employee benefits	13.86	51%	15.71	58%	(1.85)	(12%)
Outside services	9.77	36%	6.82	25%	2.95	43%
Outsourced services	1.87	7%	1.71	6%	0.16	9%
Web hosting	0.55	2%	0.95	4%	(0.40)	(42%)
Others	1.14	4%	1.77	7%	(0.63)	(36%)
<i>Total Expenses</i>	27.19	100%	26.95	100%	0.25	1%

The cost of services for the first quarter of 2025 amounted to ₱27.19 million, an increase from the same period of the previous year of ₱26.95 million. 51% of cost of services came from salaries and employee benefits at ₱13.86 million which is a 12% decrease from the prior year of the same period. The decrease is

due to enhanced manpower efficiency and strategic resource utilization. Web hosting and other expenses also decreased by 42% and 36% respectively due to ongoing cost and resource management of the Company. Meanwhile, outside services, which pertains to the benefits costs related to AllCare's HMO operations, saw a 43% increase as a result of the growing number of enrolled members.

General and Administrative Expenses (GAEX)

In PhP Millions	For the three-month periods ended March 31					
	2025		2024		Amount Change	% Increase (Decrease)
	Amount	Percentage	Amount	Percentage		
General and Administrative Expenses						
Salaries, wages and employee benefits	20.61	78%	21.49	76%	(0.88)	(4%)
Professional fees	1.78	7%	2.37	8%	(0.59)	(25%)
Dues and subscription	1.55	6%	1.74	6%	(0.19)	(11%)
Depreciation and amortization expense	0.69	3%	0.75	3%	(0.06)	(8%)
Others	1.89	7%	1.89	7%	(0.00)	(0%)
<i>Total Expenses</i>	26.52	100%	28.24	100%	(1.72)	(6%)

General and administrative expenses relating to the Group's operations, for the first three months of 2025 amounted to ₱26.52 million, lower by 6% compared to previous year's same period level of ₱28.24 million. Salaries and wages accounted for 78% in the first quarter of 2025 and decreased by 4% vis-à-vis same period in 2024 caused by the ongoing objective to maintain cost-effective workforce structures. Professional fees and dues and subscription decreased by 25% and 11% respectively. The decrease is aligned with the ongoing cost and resource management of the Company.

Equity in Net Earnings of Associates

The equity of the Group in the net earnings of its associate companies for the three-month period ended March 31, 2025, amounted to ₱1.46 million, 131% improvement from the ₱4.65 million net loss for the comparable period. The associate that generated income for the period is MicroBenefits.

Finance Costs– net

For the quarter ended March 31, 2025, the Group posted a 5% decrease in finance costs, net, from ₱0.92 million to ₱0.88 million. This is due to lower interest expense from advances from stockholders for the first quarter of 2025.

Other Income – net

For the first three months of 2025, the Group recognized other income – net amounting to ₱1.61 million which is a 325% improvement from the other charges – net recognized in the first quarter of 2024 amounting to ₱0.71 million. The significant change resulted from FOREX gain in 2025 arising from revaluation of advances from stockholders and the provision relating to the token pre-sale agreements of ODX.

Loss before Income Tax

The Group's net loss before taxes for the three-month period ended March 31, 2025, was ₱9.13 million. The net loss before taxes for the Group decreased by 65% or ₱17.01 million from the same period ended March 31, 2024, which posted a figure of ₱26.14 million.

Provision for Income Tax

The Group recognized ₱0.30 million provision for income tax for the three- month period ended March 31, 2025, 34% higher vis-à-vis ₱0.22 provision in March 31, 2024, resulting from higher MCIT incurred by enterprise services and other services.

Net Loss

The Group posted a consolidated net loss of ₱9.43 million for the three-month period ended March 31, 2025, an improvement of 64% from the previous year's same period of ₱26.36 million.

Other Comprehensive Income

In March 2025, the Group posted a ₱0.36 million other comprehensive loss. This figure was a 102% decline from March 2024 of ₱18.47 million other comprehensive income. This shift was primarily driven by a revaluation loss of ₱0.70 million resulting from changes in the fair value of BTC and ETH held by ODX, recognized as of February 7, 2025, when all remaining cryptocurrency holdings were sold. This loss was partially offset by a positive foreign currency translation adjustment of ₱0.34 million, attributed to a slight appreciation of the Philippine Peso against the US Dollar.

	Foreign exchange rates		Cryptocurrency price	
	USD to PhP	SGD to PhP	BTC	ETH
December 31, 2024	USD1.00 to ₱57.85	SGD1.00 to ₱42.69	USD93,347	USD3,330
March 31, 2025	USD1.00 to ₱57.38	SGD1.00 to ₱42.76	USD97,030	USD2,715

Total Comprehensive Income (Loss)

For the first three months of 2025, the Group incurred total comprehensive loss of ₱9.79 million which fell by 24% from ₱7.89 million total comprehensive loss in the first quarter of 2024.

Financial Position

As of March 31, 2025, compared to December 31, 2024.

Assets

Cash and cash equivalents

The Group's consolidated cash and cash equivalent amounted to ₱59.18 million as of March 31, 2025, an 83% increase of ₱26.86 million from consolidated cash of ₱32.31 million as of December 31, 2024. This is primarily due to the sale of its cryptocurrencies with proceeds amounting to ₱26.62 million.

Accounts and Other Receivables

The Group's consolidated accounts and other receivables amounted to ₱32.63 million and ₱29.61 million as of March 31, 2025, and December 31, 2024, respectively. The increase of ₱3.02 million was attributed to the overall increase in revenues causing the increase of trade receivables. Out of the consolidated accounts and other receivables, 84% or ₱27.30 million pertains to trade receivables – net.

Contract Assets

The Group's consolidated contract assets totaling ₱29.37 million as of December 31, 2024, increased by 27% or ₱7.89 million as of March 31, 2025, to ₱37.27 million. Additional contract assets for the period were mostly from enterprise services.

Other Current Assets

As of March 31, 2025, the Group's consolidated other current assets totaled ₱19.77 million, a decrease of ₱0.38 million or 2% from its previous level on December 31, 2024 of ₱20.15 million. The decrease is primarily contributed by the decrease in refundable deposits for the period.

Financial assets at FVOCI

This account pertains to quoted and unquoted equity investments in Club Punta Fuego and Zowdow Inc. As of March 31, 2025, carrying value and net unrealized loss on financial assets at FVOCI recognized in the consolidated statement of financial position remained unchanged from its previous level on December 31, 2024, which both amounted to ₱1.10 million.

Investment in and Advances to Associates

As of March 31, 2025, the Group's consolidated investment in and advances to associates increased from ₱210.14 million as of December 31, 2024, to ₱212.23 million. The breakdown of the carrying amounts of these investments are as follows: Micro Benefits Limited (₱167.22 million) and SDI (₱22.93 million). Further, advances to SDI as of March 31, 2025 amounted to ₱22.08 million.

Property and Equipment

The Group's consolidated property and equipment was ₱1.68 million on March 31, 2025, vis-à-vis ₱2.08 million as of December 31, 2024. There were no acquisitions during the three-month period ended March 31, 2025. Retirement and disposals for the quarter amounted to ₱0.23 million while depreciation expense amounted to ₱0.42 million and for the three-month periods ended March 31, 2025.

Right-of-use (ROU) Asset

Right-of-use asset as of March 31, 2025 and December 31, 2024 amounted to ₱2.17 million and ₱0.17 million, respectively. In the first quarter of the year, the Parent Company renewed the lease contract for its office space in Antel for another two years, thereby, recognizing additional ROU asset amounting to ₱2.26 million. Depreciation expense recognized amounted to ₱0.27 million for the first quarter of 2025.

Intangible Assets

As of March 31, 2025, intangible assets amounted to ₱46.30 million which decreased from December 31, 2024, balance of ₱73.80 million. The components are goodwill and developed software as of end of the quarter.

- Goodwill pertains to excess of the acquisition cost over the fair value of the identifiable assets and liabilities of companies acquired by the Group. As of March 31, 2025, goodwill was at ₱45.59 million.
- Developed software pertains to corporate application software and licenses and other VAS software applications that are not integral to the hardware or equipment. As of March 31, 2025, net book value of developed software was ₱0.71 million. Amortization of developed software for the three-month period ended March 31, 2025, amounted to ₱0.15 million.
- Cryptocurrencies, which pertain to units of BTC and ETH held by the Group as of December 31, 2024, were all sold in February 7, 2025 for a total of ₱26.62 million. Revaluation loss up to the date of disposal amounted to ₱0.77 million.

Other Noncurrent Assets

Other noncurrent assets amounted to ₱28.56 million as of March 31, 2025, slightly higher than the ₱27.68 million figure posted as of December 31, 2024.

Liabilities

Accounts and Other Payables

The Group's consolidated accounts and other payables was at ₱410.77 million as of March 31, 2025. It increased by 3% or ₱13.76 million from the December 31, 2024 figure of ₱397.00 million mainly due to the increase in trade payables, taxes payables and accrued expenses. The payables consist of noncash payables such as, payables to related parties (deposits for subscription), other payables and nontrade payables (which are ODX related obligations); and trade payables, accrued expenses, deferred output VAT and taxes payables.

Advances from Stockholders

This account pertains to the loan agreement entered by the Parent Company with one of its founders amounting to ₱37.22 million. The decrease was brought about by foreign exchange revaluation of the loan which is denominated in US Dollar.

Loans Payable

The Group recorded ₱38.78 million in current loans on March 31, 2025 and as of December 31, 2024. This is mainly attributable to the loans of Storm and Seer which are interest-bearing and short-term. Payment during the period amounted to ₱0.04 million while additions comprised of interest accretions and surcharges amounted to ₱0.05 million.

Contract Liabilities

The Group's consolidated contract liabilities as of March 31, 2025, amounted to ₱34.15 million, an increase of 35% from the December 31, 2024, figure of ₱25.35 million. The increase in this account was the result of increase in overall revenues and the growing HMO business of AllCare.

Lease Liability

The Group recognized an additional lease liability for its office space in Antel amounting to ₱2.26 million in the first quarter of 2025. Accretion of interest and payments made amounted to ₱0.01 million and ₱0.29 million, respectively. As of March 31, 2025, current and noncurrent portions of lease liability amounted to ₱1.08 million and ₱1.10 million, respectively.

Pension Liability

The accrued pension of the Group was at ₱29.31 million as of March 31, 2025, which was unchanged from its levels on December 31, 2024.

Capital Deficiency

Total Capital Deficiency

The Group recorded total capital deficiency of ₱111.51 million as of March 31, 2025, a 10% increase from December 31, 2024 with a figure of ₱101.72 million. The increase is due to the total comprehensive loss recognized for the period.

Liquidity and Capital Resources

The Group's liquidity is primarily driven by cash flows from operating activities and cash reserves. The Group knows of no demands, commitments, events, or uncertainties that are reasonably likely to result in a material increase or decrease in liquidity. The Group is current on all its accounts. The Group has some bank debt through the Parent Company and Seer Technologies Inc. which are short term in nature. The Group is not in breach or default on any loan or other form of indebtedness.

Cashflows

In PhP Millions	For the three-month periods ended March 31	
	2025	2023
	Amount	Amount
Net cash provided by (used in) Operating Activities	0.20	0.59
Net cash provided by (used in) Investing Activities	26.56	(1.56)
Net cash used in Financing Activities	(0.33)	(0.42)
Effect of foreign currency exchange changes in cash	0.43	1.26
Net increase (decrease) in cash	26.86	(0.14)
Cash at beginning of period	32.31	79.89
Cash at end of period	59.17	79.75

Cash Flows from Operating Activities

For the first three months of 2025, operating loss before changes in working capital of ₱11.26 million was coupled with the corresponding increase in receivables, other assets and contract assets and decrease in contract liabilities and account and other payables resulted in ₱0.50 million net cash provided by operations. Together with interest received, interest expense and income taxes paid, this resulted in a net cash provided by operating activities of ₱0.20 million.

Cash Flows from Investing Activities

The Group's consolidated cash flows provided in investing activities for the first three months of 2025 was ₱26.56 million compared to ₱1.56 million used in the same period of 2024. This comprises proceeds from the sale of cryptocurrencies amounting to ₱26.62 million and acquisition of intangible assets and property and equipment amounting to ₱0.04 million and ₱0.02 million, respectively.

Cash Flows from Financing Activities

The cash flow used in financing activities for the first quarter of 2025 was ₱0.33 million mainly from payments of loans and lease liability.

Capital Expenditure

The Group's capital expenditures for the three-month period ended March 31, 2025, and the year ended December 31, 2024, amounted to ₱2.30 million and ₱0.10 million, respectively.

Key Financial Data In PhP Millions	March 31, 2025 Additions	December 31, 2024 Additions
Right-of-use Assets	2.26	-
Developed software	0.04	-
Office Equipment	-	0.03
IT Equipment	-	0.03
Leasehold improvements	-	0.04
	2.30	0.10

Key Performance Indicators

The key performance indicators disclosed below present the financial performance of the Group as a whole. These are different from those in the supplemental schedule of the consolidated financial statements which were prepared only for the analysis of financial performance attributable to the Parent Company.

The following are the key performance indicators of the Group and its majority-owned subsidiaries:

In Percentage	As of and for the three-month periods ended March 31		As of and for the year ended December 31, 2024
	2025	2024	
Liquidity Ratios			
Current Ratio	29%	36%	22%
Quick Ratio	25%	28%	18%
Asset-to-Equity Ratio	1,023%	329%	796%
Profitability Ratios			
Net Loss Margin	(24%)	(73%)	(72%)
Gross Margin	36%	24%	26%
Operating Margin	(17%)	(69%)	(69%)
Return on Total Assets	(2%)	(5%)	(28%)
Return on Equity	(21%)	(15%)	(117%)
Debt Ratios			
Debt-to-Equity Ratio	12.81x	3.21x	9.86x
Interest Coverage Ratio	(9.37x)	(27.05x)	(33.94x)

Liquidity Ratios

Current ratio as of March 31, 2025 and December 31, 2024 was 29% and 22%, respectively. Meanwhile, quick ratio was at 25% and 18% as of March 31, 2025 and December 31, 2024, respectively. Liquidity ratios generally improved mainly due to increase in receivables and contract assets of the Group.

Asset-to-Equity Ratio

There was an increase in the asset-to-equity ratio from 796% as of December 31, 2024 to 1,023% on March 31, 2025 due to increase in assets and decrease of equity attributable to equity holders of the Company for the period.

Profitability Ratios

Profitability ratios such as net loss margin, operating loss margin, return on total assets and return on equity decreased to (24%), (17%), (2%) and (21%) respectively from their prior year ratios. This is due to the lower net loss generated this first quarter of 2025 compared with the same period of last year. Gross margin, on the other hand, increased from 24% in 2024 to 36% in 2025.

Debt Ratio

Debt-to-equity on March 31, 2025, slightly increased to 12.81x from 9.86x as of December 31, 2024. The increase in the gearing ratio was attributed to the decrease in equity attributable to equity holders of the Parent Company. Interest coverage ratio as of March 31, 2025, was at -9.37x compared to -27.05x on March 31, 2024.

The manner by which the Company calculates the foregoing indicators is as follows:

Current Ratios

1. Current ratio	$\frac{\text{Current assets}}{\text{Current liabilities}}$
2. Quick ratio	$\frac{\text{Current assets} - \text{Other current assets}}{\text{Current liabilities}}$

Asset-to-equity Ratio

$\frac{\text{Total assets}}{\text{Total equity attributable to Parent Company}}$
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Profitability Ratios

1. Net income ratio	$\frac{\text{Net income attributable to Parent Company}}{\text{Service income} + \text{Sale of goods}}$
2. Gross margin	$\frac{(\text{Service income} + \text{Sale of goods}) - (\text{Cost of services} + \text{Cost of goods sold})}{\text{Service income} + \text{Sale of goods}}$
3. Operating margin	$\frac{\text{Earnings before interest, tax, depreciation and amortization}}{\text{Service income} + \text{Sale of goods}}$
4. Return on total assets	$\frac{\text{Net income attributable to Parent Company}}{\text{Average total assets}}$
5. Return on total equity	$\frac{\text{Net income attributable to Parent Company}}{\text{Average total equity attributable to the Parent Company}}$

Debt Ratios

1. Debt-to-equity ratio	$\frac{\text{Total Liabilities}}{\text{Total equity attributable to Parent Company}}$
Interest coverage ratio	$\frac{\text{Earnings before interest and tax}}{\text{Interest expense}}$

Other Disclosures:

- i. Liquidity. To cover its short-term funding requirements, the Group intends to use internally generated funds from operations or sale of assets, obtain additional advances from its stockholders, and negotiate for longer payment terms for its payables.
- ii. Events that will trigger Direct or Contingent Financial Obligation. There are no events that will trigger direct or contingent financial obligations that are material to the Group, including and default or acceleration of an obligation.
- iii. Material Off-balance sheet Transactions, Arrangements, Obligations. Likewise, there were no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the group with unconsolidated entities or other persons created during the reporting period.
- iv. Material Commitments for Capital Expenditure. There are no material commitments for capital expenditures.
- v. Material Events/ Uncertainties. There are no new trends, events, or uncertainties that are expected to have a material favorable or unfavorable impact on the Group's revenues from continuing operations.
- vi. Results of Operations. There were no significant elements of income or loss that did not arise from continuing operations.
- vii. Seasonality. The Group is not subject to the seasonality.

PART II--OTHER INFORMATION


There is no other information for this period not previously reported in SEC Form 17-C that needs to be reported in this section.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned, on 15 MAY 2025.

Issuer: **XURPAS INC.**

By:



JONATHAN GERARD A. GURANGO
Chairman of the Board and
Chief Executive Officer



ALEXANDER D. CORPUZ
President and Chief Finance Officer