

**AGREEMENT  
JOINT FILING OF SCHEDULE 13D**

The undersigned hereby agree to jointly prepare and file with regulatory authorities this Schedule 13D and any future amendments thereto reporting each of the undersigned's ownership of securities of High Roller Technologies, Inc., and hereby affirm that such Schedule 13D is being filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

The undersigned hereby executed this Agreement Joint Filing of Schedule 13D on this 1st day of November 2024.

CASCADIA HOLDINGS LIMITED

By: /s/ Brandon Eachus  
Name: Brandon Eachus  
Title: Director

BRANDON EACHUS

By: /s/ Brandon Eachus  
Name: Brandon Eachus

MICHAEL CRIBARI

By: /s/ Michael Cribari  
Name: Michael Cribari

JEFF SMITH

By: /s/ Jeff Smith  
Name: Jeff Smith

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. \_\_\_)

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**High Roller Technologies, Inc.**

(Name of Issuer)

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**Common Stock, \$0.001 par value per share**

(Title of Class of Securities)

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**42981K100**

(CUSIP Number)

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**Brandon Eachus  
c/o High Roller Technologies, Inc.  
400 South 4th Street, Suite 500-#390  
Las Vegas, Nevada 89101  
(702) 509-5244**

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

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**October 23, 2024**

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See 240.13d-7(b) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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## SCHEDULE 13D

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| <b>CUSIP No.</b> | <b>42981K100</b> |
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|-----------|---|---|
| <b>1</b>  | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | Cascadia Holdings Limited   |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*   | (a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |
| <b>3</b>  | SEC USE ONLY  |   |
| <b>4</b>  | SOURCE OF FUNDS (See Instructions)  | PF  |
| <b>5</b>  | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)       | <input type="checkbox"/>  |
| <b>6</b>  | CITIZENSHIP OR PLACE OF ORGANIZATION  | Malta   |
| <b>7</b>  | SOLE VOTING POWER   | 0   |
| <b>8</b>  | SHARED VOTING POWER   | 3,358,955(1)  |
| <b>9</b>  | SOLE DISPOSITIVE POWER  | 0   |
| <b>10</b> | SHARED DISPOSITIVE POWER  | 3,358,955(1)  |
| <b>11</b> | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                              | 3,358,955(1)  |
| <b>12</b> | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)  | <input type="checkbox"/>  |
| <b>13</b> | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  | 40.6%(2)  |
| <b>14</b> | TYPE OF REPORTING PERSON (See Instructions)   | OO  |

(1) Securities disclosed herein consist of (i) 2,588,395 shares of the Issuer's common stock, par value \$0.001 per share (the "Common Stock"), held by Cascadia Holdings Limited ("Cascadia") and (ii) 731,388 shares of Common Stock and warrants to purchase 39,172 shares of Common Stock, beneficially held by Spike Up Media A.B. and Spike Up Media LLC, which are subsidiaries of Ellmount Interactive AB (collectively "Ellmount").

(2) Based on 8,265,850 shares of Common Stock outstanding as of October 24, 2024, as disclosed in the Prospectus.

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| <b>CUSIP No.</b> | <b>42981K100</b> |
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|--|--|---------------------------------------|
| <b>1</b>   | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)<br>Brandon Eachus                  |                                       |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |                                       |
| <b>3</b>   | SEC USE ONLY   |                                       |
| <b>4</b>   | SOURCE OF FUNDS (See Instructions)<br>PF   |                                       |
| <b>5</b>   | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)<br><input type="checkbox"/>              |                                       |
| <b>6</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States  |                                       |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | <b>7</b>   | SOLE VOTING POWER<br>31,250           |
|  | <b>8</b>   | SHARED VOTING POWER<br>3,390,205(1)   |
|  | <b>9</b>   | SOLE DISPOSITIVE POWER<br>0           |
|  | <b>10</b>  | SHARED DISPOSITIVE POWER<br>3,390,205 |
| <b>11</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>3,390,205(1)   |                                       |
| <b>12</b>  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)<br><input type="checkbox"/>         |                                       |
| <b>13</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>41.0%(2)   |                                       |
| <b>14</b>  | TYPE OF REPORTING PERSON (See Instructions)<br>IN  |                                       |

(1) Securities disclosed herein consist of (i) 2,588,395 shares of the Issuer's common stock, par value \$0.001 per share (the "Common Stock"), held by Cascadia Holdings Limited ("Cascadia"), (ii) 31,250 shares of the Issuer's Common Stock purchased by Brandon Eachus in the initial public offering ("Offering"), and (iii) 731,388 shares of Common Stock and warrants to purchase 39,172 shares of Common Stock beneficially held by Ellmount.

(2) Based on 8,265,850 shares of Common Stock outstanding as of October 24, 2024, as disclosed in the Prospectus.

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| <b>CUSIP No.</b> | <b>42981K100</b> |
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| <b>1</b>   | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)<br>Michael Cribari                 |  |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |  |
| <b>3</b>   | SEC USE ONLY   |  |
| <b>4</b>   | SOURCE OF FUNDS (See Instructions)<br>PF   |  |
| <b>5</b>   | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)<br><input type="checkbox"/>              |  |
| <b>6</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States  |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | <b>7</b>   | SOLE VOTING POWER<br>31,250              |
|  | <b>8</b>   | SHARED VOTING POWER<br>3,390,205(1)      |
|  | <b>9</b>   | SOLE DISPOSITIVE POWER<br>0              |
|  | <b>10</b>  | SHARED DISPOSITIVE POWER<br>3,390,205(1) |
| <b>11</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>3,390,205(1)   |  |
| <b>12</b>  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)<br><input type="checkbox"/>         |  |
| <b>13</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>41.0%(2)   |  |
| <b>14</b>  | TYPE OF REPORTING PERSON (See Instructions)<br>IN  |  |

(1) Securities disclosed herein consist of (i) 2,588,395 shares of the Issuer's common stock, par value \$0.001 per share (the "Common Stock"), held by Cascadia Holdings Limited ("Cascadia"), (ii) 31,250 shares of the Issuer's Common Stock purchased by Michael Cribari in the Offering, and (iii) 731,388 shares of Common Stock and warrants to purchase 39,172 shares of Common Stock beneficially held by Ellmount.

(2) Based on 8,265,850 shares of Common Stock outstanding as of October 24, 2024, as disclosed in the Prospectus.

**CUSIP No.****42981K100**

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| <b>1</b>   | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)<br>Jeff Smith                      |  |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |  |
| <b>3</b>   | SEC USE ONLY   |  |
| <b>4</b>   | SOURCE OF FUNDS (See Instructions)<br>PF   |  |
| <b>5</b>   | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)<br><input type="checkbox"/>              |  |
| <b>6</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States  |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | <b>7</b>   | SOLE VOTING POWER<br>0                   |
|  | <b>8</b>   | SHARED VOTING POWER<br>3,358,955(1)      |
|  | <b>9</b>   | SOLE DISPOSITIVE POWER<br>0              |
|  | <b>10</b>  | SHARED DISPOSITIVE POWER<br>3,358,955(1) |
| <b>11</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>3,358,955(1)   |  |
| <b>12</b>  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)<br><input type="checkbox"/>         |  |
| <b>13</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>40.6%(2)   |  |
| <b>14</b>  | TYPE OF REPORTING PERSON (See Instructions)<br>IN  |  |

(1) Securities disclosed herein consist of (i) 2,588,395 shares of the Issuer's common stock, par value \$0.001 per share (the "Common Stock"), held by Cascadia Holdings Limited ("Cascadia"), (ii) 731,388 shares of Common Stock and warrants to purchase 39,172 shares of Common Stock beneficially held by Ellmount.

(2) Based on 8,265,850 shares of Common Stock outstanding as of October 24, 2024, as disclosed in the Prospectus.

**Item 1. Security and Issuer**

- (a) This statement on Schedule 13D relates to the common stock, \$0.001 par value per share (the “Common Stock”) of High Roller Technologies, Inc. (the “Issuer”)
- (b) The Issuer’s principal executive offices are located at 400 South 4th Street, Suite 500-#390, Las Vegas, Nevada 89101.

**Item 2. Identity and Background**

- (a) The persons and entities jointly filing this Schedule 13D are (i) Cascadia (defined above), (ii) Brandon Eachus (“Eachus”), (iii) Michael Cribari (“Cribari”) and (iv) Jeff Smith (“Smith”), collectively, the “Reporting Persons”.

Cascadia is owned and controlled by Eachus, Cribari and Smith. OEH Invest A.B. (“OEH”) and Cascadia jointly own and control Ellmount. Each of Cascadia and OEH may be deemed to share voting and dispositive control of shares beneficially owned through their joint ownership of Ellmount. No single person has controlling investment or voting decisions with respect to these shares.

- (b) The address of the principal place of business for each of Eachus, Cribari and Smith is 400 South 4th Street, Suite 500-#390, Las Vegas, Nevada 89101. The address of the principal place of business for Cascadia is Office 1/5587, Level G, Quantum House, 75 Abate Rigord Street, Ta’xbiex, Malta.

- (c) Eachus and Cribari are managers of Cascadia. The principal occupation of Smith is investor. Cascadia is a holding company.

- (d) During the last five years, none of the Reporting Persons has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

- (e) During the last five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

- (f) Eachus, Cribari and Smith are United States citizens. Cascadia is organized under the laws of Malta.

**Item 3. Source and Amount of Funds or Other Considerations**

On December 28, 2021, the Issuer delivered 4,549,026 shares of Common Stock to Ellmount in exchange for 100% of the shares of Ellmount’s wholly owned subsidiary, Ellmount Entertainment Ltd, a corporation registered in Malta. On December 30, 2021, Ellmount transferred approximately 2,133,493 of these shares of Common Stock to Cascadia and approximately 2,415,533 of these shares of Common Stock to OEH.

On June 30, 2022, the Issuer granted warrants to purchase 39,172 shares of common stock at a strike price of \$2.37 per share to an Ellmount subsidiary. These warrants may be exercised at any time prior to expiration on June 30, 2027.

Effective June 30, 2022, OEH sold approximately 454,902 shares of Common Stock to Cascadia and received a pledge of those securities as security for the balance owing on that purchase.

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In June 2023, the Issuer, pursuant to a debt conversion agreement, delivered 631,809 shares of Common Stock to an Ellmount subsidiary, in exchange for \$5,000,000 that the Issuer owed for services provided.

Effective October 21, 2024, Ellmount received 100,579 shares of Common Stock as a dividend from a third party holder of Common Stock.

In the Offering, which closed on October 24, 2024, two of the individual Reporting Persons purchased an aggregate of 62,500 shares of Common Stock from the Issuer at a purchase price of \$8.00 per share, or \$500,000 in the aggregate, consisting of: (i) 31,250 shares of Common Stock purchased by Eachus and (ii) 31,250 shares of Common Stock purchased by Cribari.

The source of the funds for all purchases and acquisitions by the Reporting Persons was personal funds.

#### **Item 4. Purpose of Transaction**

The information set forth in Item 3 of this Schedule 13D is incorporated into this Item 4 by reference.

Michael Cribari and Brandon Eachus are members of the Board of Directors of the Issuer, and, in such capacities, each may have influence over the corporate activities of the Issuer, including activities which may relate to items described in subparagraphs (a) through (j) of Item 4 of Schedule 13D. Except as described herein, the Reporting Persons do not have any present plans or proposals that relate to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D. However, the Reporting Persons reserve the right to formulate, in the future, plans or proposals which may relate to or result in the transactions described in subparagraphs (a) through (j) of this Item 4.

The Reporting Persons hold the securities of the Issuer for general investment purposes. The Reporting Persons reserve the right, based on all relevant factors and subject to applicable law or other restrictions, at any time and from time to time, to acquire additional shares of Common Stock or other securities of the Issuer, dispose of some or all of the shares of Common Stock or other securities of the Issuer that they may own from time to time, in each case in open market or private transactions, block sales or otherwise or pursuant to ordinary stock exchange transactions effected through one or more broker-dealers whether individually or utilizing specific pricing or other instructions (including by means of Rule 10b5-1 programs).

In connection with the Offering, the directors and officers of the Issuer and substantially all of the security holders of the Issuer, including the Reporting Persons, entered into lock-up agreements (“Lock-Up Agreements”), pursuant to which they agreed, subject to certain exceptions, not to effect any direct or indirect sale, transfer or other disposition, for a period of 12 months from the date of effectiveness of the Offering in the case of the Issuer’s executive officers and directors and holders of over 10% of the Issuer’s securities (which includes the Reporting Persons), and for a period of six months from the date of effectiveness of the Offering for other holders of Common Stock and securities exercisable for or convertible into Common Stock. The foregoing description of the Lock-Up Agreements is a summary only and is qualified by reference to such description and the full text of the form of Lock-Up Agreement, which is filed as Exhibit 1 to this Schedule 13D and is incorporated herein by reference.

#### **Item 5. Interest in Securities of the Issuer**

The information contained in Items 3 and 4 of this Schedule 13D are incorporated into this Item 5 by reference.

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(a) and (b) See Rows 7-11 and 13 of the cover pages of this Schedule 13D and Item 2 above.

(c) Except as reported in this Schedule 13D, including as disclosed under Item 3 above, none of the Reporting Persons has effected any transactions in the Issuer's securities within the past 60 days

(d) No other person is known to the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock covered by this Schedule 13D.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

The information contained in Items 3 and 4 of this Schedule 13D are incorporated into this Item 6 by reference.

In June 2023, the Issuer granted warrants to purchase 39,172 shares of common stock to a subsidiary of Ellmount at a strike price of \$2.37 per share. These warrants expire on June 30, 2027 and may be exercised at any time through the expiration date. The foregoing description of warrants is a summary only and is qualified by reference the full text of her stock option agreement, which is filed as Exhibit 2 to this Schedule 13D and is incorporated herein by reference.

In their capacities as members the Issuer's Board of Directors, Eachus and Cribari, respectively, may be entitled to receive equity compensation, including stock options or other equity awards, pursuant to the Issuer's Equity Incentive Plan (the "Plan"). The terms and provisions of the Plan are described in the Issuer's Registration Statement on Form S-1 filed in connection with the Offering. The Plan is filed as Exhibit 3 to this Schedule 13D and is incorporated herein by reference.

**Item 7. Material to Be Filed as Exhibits**

| Exhibit | Description  |
|---------|--|
| 1.      | <a href="#">Form of Lock-Up Agreement (incorporated by reference to Exhibit 1.1 to the Issuer's Registration Statement on Form S-1/A, filed with the SEC on March 22, 2024).</a>   |
| 2.      | <a href="#">Warrant issued by the Issuer to Spike Up Media LLC (incorporated by reference to Exhibit 10.22 to the Issuer's Registration Statement on Form S-1, filed with the SEC on December 12, 2023)</a>  |
| 3.      | <a href="#">High Roller Technologies, Inc. 2024 Equity Incentive Plan and forms of agreements thereunder (incorporated by reference to Exhibit 10.1 to the Issuer's Registration Statement on Form S-1/A, filed with the SEC on January 18, 2024).</a> |
| 4.      | <a href="#">Joint Filing Agreement, dated November 1, 2024.</a>  |

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

CASCADIA HOLDINGS LIMITED

By: /s/ Brandon Eachus  
Name: Brandon Eachus  
Title: Director

BRANDON EACHUS

By: /s/ Brandon Eachus  
Name: Brandon Eachus

MICHAEL CRIBARI

By: /s/ Michael Cribari  
Name: Michael Cribari

JEFF SMITH

By: /s/ Jeff Smith  
Name: Jeff Smith

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