BoatBites Inc.

(a Delaware Corporation)

Reviewed Financial Statements

As of the year ended December 31, 2024 and 2023

Reviewed by

Alice.CPA LLC
A New Jersey CPA Company

Financial Statements

BoatBites Inc.

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Independent Accountant's Review Report

June 2, 2025
To: Board of Directors of BoatBites Inc.
Attn: John Bonaccorso, CEO
Re: 2024-2023 Financial Statement Review– BoatBites Inc.

Financial Review of the Financial Statements

We have reviewed the accompanying financial statements of BoatBites Inc. (the "Company"), which comprise the balance sheet as of December 31, 2024 and December 31, 2023 and the related statements of income, equity, and cash flows for the years then ended, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially limited in scope compared to an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

Accountant's Responsibility

Our responsibility is to conduct the review engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

Accountant's Conclusion

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements of BoatBites Inc. for them to be in accordance with accounting principles generally accepted in the United States of America.

Sincerely,

Alice·CPA LLC

Alice.CPA LLC
Robbinsville, New Jersey
June 2, 2025

BOATBITES, INC.
BALANCE SHEET
As of December 31, 2024 and 2023
(Unaudited)

	2024	2023
ASSETS		
Current Assets		
Cash and cash equivalents	$ 16,089	$ 11,699
Total Current Assets	**16,089**	**11,699**
Total Assets	**$ 16,089**	**$ 11,699**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Noncurrent Liabilities		
Shareholders loan	15,000	-
Total Noncurrent Liabilities	**15,000**	-
Total Liabilities	**15,000**	**-**
Stockholders' Equity		
Common stock – Class A	459	78
Common stock – Class B	358	32
Common stock – Class C	7,797	7,797
Additional paid in capital	277,194	112,004
Accumulated deficit	(284,719)	(108,241)
Total Stockholders' Equity	**1,089**	**11,669**
Total Liabilities and Stockholders' Equity	**$ 16,089**	**$ 11,669**

The accompanying footnotes are an integral part of these financial statements.

BOATBITES, INC.
INCOME STATEMENT
For the years ended December 31, 2024 and 2023
(Unaudited)

	December 31, 2024	December 31, 2023
Revenues	$ -	$ -
Cost of Services	(35,502)	(8,798)
Gross Profit	**(35,502)**	**(8,798)**
Operating Expenses		
General and administrative	100,045	7,184
Advertising and marketing	22,597	91,847
Professional services	18,334	412
Total Operating Expenses	**140,976**	**99,443**
Net Loss	**$ (176,478)**	**$ (108,241)**

The accompanying footnotes are an integral part of these financial statements.

BOATBITES, INC.
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
For the Years Ended December 31, 2024 and 2023
(Unaudited)

	Common Stock			Additional Paid in Capital	Retained Earnings/ (Accumulated Deficit)	Total Stockholders' Equity
	Class A- Value ($ par)	Class B- Value ($ par)	Class C- Value ($ par)			
Balance as of July 22, 2023 (date of inception)	-	-	-	-	-	-
Issuance of common stock	78	32	7,797	112,003		119,910
Net loss					(108,241)	(108,241)
Balance as of December 31, 2023	**$ 78**	**$ 32**	**$ 7,797**	**$ 112,003**	**$ (108,241)**	**$ 11,669**
Issuance of common stock	381	326	-	193,742		194,449
Return of capital				(28,551)		(28,551)
Net loss					(176,478)	(176,478)
Balance as of December 31, 2024	**$ 459**	**$ 358**	**$ 7,797**	**$ 277,194**	**$ (284,719)**	**$ 1,089**

The accompanying footnotes are an integral part of these financial statements.

BOATBITES, INC.
STATEMENTS OF CASH FLOWS
For the years ended December 31, 2024 and 2023
(Unaudited)

	2024	2023
Cash Flows from Operating Activities		
Net Loss	$ (176,478)	$ (708,241)
Net cash used in operating activities	**(176,478)**	**(708,241)**
Cash Flows from Financing Activities		
Issuance of common stock	165,898	119,910
Proceeds from loans	15,000	-
Net cash generated by financing activities	**180,898**	**119,910**
Net change in cash and cash equivalents	**4,420**	**11,669**
Cash and cash equivalents at beginning of year	11,669	-
Cash and cash equivalents at end of year	**$ $16,089**	**$ 11,669**

The accompanying footnotes are an integral part of these financial statements.

BOATBITES, INC.
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2024 AND DECEMBER 31, 2023
(UNAUDITED)

NOTE 1 – NATURE OF OPERATIONS

BoatBites, Inc. (which may be referred to as the "Company", "we," "us," or "our") was formed in Florida on July 22, 2023, and reincorporated in Delaware on September 13, 2024. The Company is headquartered in Tampa, Florida, and operates within the United States.

The Company has developed an on-water e-commerce platform that facilitates the delivery of food, beverages, and other essential items from land-based businesses to boaters. The platform utilizes proprietary logistics, vendor management systems, and navigational software to enable real-time deliveries to moving vessels. Revenue is planned to be generated through delivery fees, sponsorships, advertising, and the sale of dealerships.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America ("US GAAP"). Any reference in these notes to applicable guidance is meant to refer to U.S. GAAP as found in the Accounting Standards Codification ("ASC") and Accounting Standards Updates ("ASU") of the Financial Accounting Standards Board ("FASB").

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make certain estimates and assumptions that affect the amounts reported in the financial statements and footnotes thereto. Actual results could materially differ from these estimates. It is reasonably possible that changes in estimates will occur in the near term.

Risks and Uncertainties

The Company has a limited operating history. The Company's business and operations are sensitive to general business and economic conditions in the United States. A host of factors beyond the Company's control could cause fluctuations in these conditions. Adverse conditions may include recession, downturn or otherwise, local competition or changes in consumer taste. These adverse conditions could affect the Company's financial condition and the results of its operations.

Concentration of Credit Risk

The Company maintains its cash with a major financial institution located in the United States of America, which it believes to be credit worthy. The Federal Deposit Insurance Corporation insures balances up to $250,000. The Company has not experienced any losses from funds held in excess of the insured limit.

Cash and Cash Equivalents

The Company considers short-term, highly liquid investments with original maturities of three months or less at the time of purchase to be cash equivalents. Cash and cash equivalents include cash on hand, demand deposits, and money market funds that meet the definition of cash equivalents under ASC 305, Cash and Cash Equivalents.

BOATBITES, INC.
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2024 AND DECEMBER 31, 2023
(UNAUDITED)

The Company has cash and cash equivalents amounting to $16,089 and $11,669 as of December 31, 2024 and 2023, respectively.

Revenue Recognition

The Company adopted FASB ASC 606, *Revenue from Contracts with Customers* ("ASC 606"). Revenue is recognized when performance obligations under the terms of contracts with our customers are satisfied. The Company plans to generate revenue primarily through delivery fees. Revenue is recognized at the point in time when control of the products transfers to the customer, typically upon delivery or at the point of sale.

The Company incurred costs associated with its beta testing that had no incurred revenue.

Advertising Cost

The Company recognizes advertising costs as expenses when they are incurred. The Company incurred $22,597 and $91,847 in advertising costs for the years ended December 31, 2024 and 2023, respectively.

Income Taxes

The Company accounts for income taxes in accordance with FASB ASC 740, *Income Taxes*. Income tax expense consists of current and deferred taxes, which are recognized based on the tax effects of transactions reported in the financial statements. Current taxes represent amounts payable for the period based on applicable tax laws, while deferred taxes arise from temporary differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply in the periods when the temporary differences are expected to reverse. A valuation allowance is established if, in management's judgment, it is more likely than not that some or all of the deferred tax assets will not be realized.

As of December 31, 2024, and 2023, the Company has not recorded an income tax provision, as it has incurred net operating losses or does not have taxable income for the periods presented.

Accounting for Uncertainty in Income Taxes

The Company evaluates its uncertain tax positions and will recognize a loss contingency when it is probable that a liability has been incurred as of the date of the financial statements and the amount of the loss can be reasonably estimated. The amount recognized is subject to estimate and management judgment with respect to the likely outcome of each uncertain tax position. The amount that is ultimately sustained for an individual uncertain tax position or for all uncertain tax positions in the aggregate could differ from the amount recognized. At December 31, 2024 and 2023, respectively, management did not identify any uncertain tax positions.

Fair Value Measurements

US GAAP defines fair value as the price that would be received to sell an asset or be paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit

BOATBITES, INC.
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2024 AND DECEMBER 31, 2023
(UNAUDITED)

price) and such principles also establish a fair value hierarchy that prioritizes the inputs used to measure fair value using the following definitions (from highest to lowest priority):

- Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 – Observable inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data by correlation or other means.
- Level 3 – Prices or valuation techniques requiring inputs that are both significant to the fair value measurement and unobservable.

There were no assets or liabilities requiring fair value measurement as of December 31, 2024 and 2023.

Recent Accounting Pronouncements

The FASB issues ASUs to amend the authoritative literature in ASC. There have been a number of ASUs to date that amend the original text of ASC. Management believes that those issued to date either (i) provide supplemental guidance, (ii) are technical corrections, (iii) are not applicable to us or (iv) are not expected to have a significant impact our financial statements.

NOTE 3 – LOAN PAYABLE

Shareholder's Loan

In June 2024, a shareholder provided a loan of $15,000 to the Company to fund payment to a software vendor. The loan is unsecured, non-interest bearing, and does not have a specified maturity date. Repayment is not expected within the next twelve months. As such, the loan is classified as a non-current liability. The outstanding loan amounted to $15,000 and nil as of December 31, 2024 and 2023, respectively.

NOTE 4 – STOCKHOLDERS' EQUITY AND RELATED PARTY

Common Stock

The Company was incorporated in the State of Florida on July 22, 2023, and at that time was authorized to issue 10,000,000 shares of common stock with no designated classes.

On September 13, 2024, upon reincorporation in the State of Delaware, the Company amended its Certificate of Incorporation to authorize the issuance of 30,000,000 shares of common stock, divided into three classes as follows:

- Class A Common Shares: Investor shares, each entitled to one vote per share.
- Class B Common Shares: Employee shares, with no voting rights.
- Class C Common Shares: Founder shares, each entitled to 10,000 votes per share.

BOATBITES, INC.
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2024 AND DECEMBER 31, 2023
(UNAUDITED)

The total authorized shares are comprised of 16,000,000 Class A Common Shares, 4,000,000 Class B Common Shares, and 10,000,000 Class C Common Shares with a par value of $0.001 per share for each class.

The number of shares of common stock issued and outstanding as of December 31, 2024 and 2023 is as follows:

Class of Common Stock	December 31, 2024	December 31, 2023
Class A	459,167	77,667
Class B	357,600	32,100
Class C	7,796,650	7,796,650

Related Party Investments

Investments totaling $724,660 were contributed by the cofounders, John Bonaccorso and Cary Gould.

NOTE 5 – COMMITMENTS AND CONTINGENCIES

The Company is not currently involved with and does not know of any pending or threatening litigation against the Company as of December 31, 2024 and 2023.

NOTE 6 – SUBSEQUENT EVENTS

Equity Financing

The Company issued an additional 560,001 shares of Class A Common Stock at a price of $1.00 per share, raising gross proceeds of $560,001 . In addition, the Company issued 175,000 shares of Class B Common Stock, primarily as part of its employee compensation program. The funds will be used to support platform development, market expansion, and general operating activities as the Company continues scaling its on-water e-commerce operations.

Changes in Voting Rights

The Company implemented a revision to its voting right structure. The previously established 10,000-to-1 voting ratio for Class C Common Shares has been modified, and henceforth, Class A and Class C Common Shares will each carry one (1) vote per share. Class B Common Shares, which are issued to employees, will retain no voting rights.

Management's Evaluation

Management has evaluated subsequent events through June 2, 2025, the date the financial statements were available to be issued. Based on this evaluation, no material events were identified which require adjustment or disclosure in the financial statements.