Offering Statement for BoatBites Inc. ("BoatBites")

This Offering is being conducted pursuant to the Securities and Exchange Commission's rule related to financial statement requirements for certain offerings of an amount less than $124,000 in aggregate in the preceding 12 months, which require the provision of "compiled" financials certified by the principal executive officer of the Company rather than reviewed or audited financials. As such, the terms of this Offering are materially different from offerings not relying on this rule and you must review this Form C carefully before investing. Compiled financial information certified by the principal executive officer of the Company has been provided instead of financial statements reviewed or audited by a public accountant that is independent of the Company.

BoatBites Inc. ("BoatBites Inc." the "Company," "we," or "us"), a Delaware Corporation incorporated on September 13, 2024, is holding the following offering:

Up to $124,000 in Class B Common Stock at $0.50 per share with a minimum target amount of $10,000.00.

Offering Minimum (Target Offering Amount): $10,000.00 | 20,000 shares of Class B Common Stock
Offering Maximum: $124,000 | 248,000 shares of Class B Common Stock
Type of Security Offered: Class B Common Stock
Purchase Price of Security Offered: $0.50 per Share
Minimum Investment Amount (per investor): $250.00 | 500 shares of Class B Common Stock

The Minimum Individual Purchase Amount accepted under this Regulation CF Offering is $250.00. The Company must reach its Target Offering Amount of $10,000.00 by February 28, 2027 (the "Offering Deadline"). Unless the Company raises at least the Target Offering Amount of $10,000.00 under the Regulation CF offering by the Offering Deadline, no securities will be sold in this Offering, investment commitments will be cancelled, and committed funds will be returned.

Bonus Share Incentives: Subscribers who meet the requirements below will receive bonus shares in addition to the Shares purchased, as reflected on the signature page.

Time-Based Bonuses

- **Tier 1:** Invest by November 30, 2026 and receive 15% bonus shares.
- **Tier 2:** Invest between December 1, 2026 and December 14, 2026 and receive 10% bonus shares.
- **Tier 3:** Invest between December 15, 2026 and December 30, 2026 and receive 5% bonus shares.

Amount-Based Bonuses

- **Tier 1:** Invest $2,500+ and receive 10% bonus shares.
- **Tier 2:** Invest $5,000+ and receive 15% bonus shares.
- **Tier 3:** Invest $10,000+ and receive 20% bonus shares.

**Investors can only receive one (1) amount-based incentive and one (1) time-based incentive per investment.*

***In order to receive perks from an investment, one must submit a single investment in the same offering that meets the minimum perk requirement. Cumulative investments, individual investments submitted over time, cannot be combined to meet the perk requirements. All perks are issued or awarded when the offering is completed.*

****Crowdfunding investments made through a self-directed IRA cannot receive non-bonus share perks due to tax laws. The Internal Revenue Service (IRS) prohibits self-dealing transactions in which the investor receives an immediate, personal financial gain on investments owned by their retirement account. As a result, an investor must refuse those non-bonus share perks because they would be receiving a benefit from their IRA account.*

*****Fractional shares will be rounded up and are stackable.*

NOTE TO INVESTORS ABOUT THE SPV

Regulation Crowdfunding allows an issuer to use a special purpose vehicle, or SPV. The technical legal term is a "crowdfunding vehicle."

In this case, while the name of the Company itself is BoatBites Inc., the name of the SPV is BoatBites CF Investors SPV, LLC. You and all the other Regulation Crowdfunding investors will invest in BoatBites CF Investors SPV, LLC and BoatBites CF Investors SPV, LLC will, in turn, use your money to invest in BoatBites Inc. Hence, BoatBites CF Investors SPV, LLC will be reflected as one investor in BoatBites Inc.

BoatBites Inc. believes this structure – with one investor rather than many – will make it easier to raise additional capital in the future because the Offering will leave the Company with only one investor on its capitalization table.

BoatBites CF Investors SPV, LLC will conduct no business other than to invest in BoatBites Inc. The SPV has been organized and will be operated for the sole purpose of directly acquiring, holding and disposing of the Company's securities, will not borrow money and will use all the proceeds from the sale of its securities solely to purchase a single class of securities of the Company. BoatBites CF Investors SPV, LLC will be managed by the Company itself. The Company's use of the SPV is intended to allow investors in the SPV to achieve the same economic exposure, voting power, and ability to assert State and Federal law rights, and receive the same disclosures, as if they had invested directly in the Company. The Company's use of the SPV will not result in any additional fees being charged to investors.

All the information about "the Company" in this Form C refers to BoatBites Inc., not to BoatBites CF Investors SPV, LLC unless otherwise indicated.

NOTE TO INVESTORS: As explained above, you will invest in BoatBites CF Investors SPV, LLC, not in the Company directly. You will receive an interest in BoatBites CF Investors SPV, LLC called "Investor Shares" while BoatBites CF Investors SPV, LLC will receive shares of Class B Common Stock issued by the Company, which are non-voting. The governing documents of BoatBites CF Investors SPV, LLC, being its Certificate of Formation and Limited Liability Company Agreement (EXHIBIT E and EXHIBIT G), and the Investor Shares to be issued to you from BoatBites CF Investors SPV, LLC, are intended to put you in the same position as if you had purchased Class B Common Stock directly from the Company. As such, the SPV investor units do not have voting rights.

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All Regulation CF offerings are conducted through PicMii Crowdfunding LLC, a FINRA/SEC registered funding-portal. For inquiries related to Regulation CF securities, contact PicMii Crowdfunding LLC:

support@picmiicrowdfunding.com

PicMii does not make investment recommendations and no communication through this website or in any other medium should be construed as a recommendation for any security offered on or off this investment platform. Equity crowdfunding investments in private placements, Regulation A, D and CF offerings, and start-up investments in particular are speculative and involve a high degree of risk and those investors who cannot afford to lose their entire investment should not invest in start-ups. Companies seeking startup investments through equity crowdfunding tend to be in earlier stages of development and their business model, products and services may not yet be fully developed, operational or tested in the public marketplace. There is no guarantee that the

stated valuation and other terms are accurate or in agreement with the market or industry valuations. Additionally, investors may receive illiquid and/or restricted stock that may be subject to holding period requirements and/or liquidity concerns. In the most sensible investment strategy for start-up investing, start-ups should only be part of your overall investment portfolio. Further, the start-up portion of your portfolio may include a balanced portfolio of different start-ups. Investments in startups are highly illiquid and those investors who cannot hold an investment for the long term (at least 5-7 years) should not invest.

Cautionary Note Concerning Forward-Looking Statements

This Form C and any documents incorporated by reference herein contain forward-looking statements and are subject to risks and uncertainties. All statements other than statements of historical fact or relating to present facts or current conditions included in this Form C are forward-looking statements. Forward-looking statements give our current reasonable expectations and projections regarding our financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate," "estimate," "expect," "project," "plan," "intend," "believe," "may," "should," "can have," "likely," and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events.

The forward-looking statements contained in this Form C and any documents incorporated by reference herein are based on reasonable assumptions we have made in light of our industry experience, perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances. As you read and consider this Form C, you should understand that these statements are not guarantees of performance or results. Although we believe that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect our actual operating and financial performance and cause our performance to differ materially from the performance anticipated in the forward-looking statements. Should one or more of these risks or uncertainties materialize or should any of these assumptions prove incorrect or change, our actual operating and financial performance may vary in material respects from the performance projected in these forward-looking statements.

Investors are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statements made in this Form C or any documents incorporated by reference herein is accurate only as of the date of those respective documents. Except as required by law, we undertake no obligation to publicly update any forward- looking statements for any reason after the date of this Form C or to conform these statements to actual results or to changes in our expectations.

About This Form C

In making an investment decision, investors must rely on their own examination of the Company and the terms of the Offering, including the merits and risks involved. These Securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.

The U.S. Securities and Exchange Commission does not pass upon the merits of any Securities offered or the terms of the Offering, nor does it pass upon the accuracy or completeness of any Offering document or literature.

These Securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these Securities are exempt from registration.

THESE SECURITIES INVOLVE A HIGH DEGREE OF RISK THAT MAY NOT BE APPROPRIATE FOR ALL INVESTORS. THERE ARE ALSO SIGNIFICANT UNCERTAINTIES ASSOCIATED WITH AN INVESTMENT IN OUR COMPANY AND THE SECURITIES. THE SECURITIES OFFERED HEREBY ARE NOT PUBLICLY TRADED. THERE IS NO PUBLIC MARKET FOR THE SECURITIES AND ONE MAY NEVER DEVELOP. AN INVESTMENT IN OUR COMPANY IS HIGHLY SPECULATIVE. THE SECURITIES SHOULD NOT BE PURCHASED BY ANYONE WHO CANNOT BEAR THE FINANCIAL RISK OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME AND WHO CANNOT AFFORD THE LOSS OF THEIR ENTIRE INVESTMENT. SEE THE SECTION OF THIS FORM C TITLED "RISK FACTORS".

THE SECURITIES OFFERED HEREBY WILL HAVE TRANSFER RESTRICTIONS. NO SECURITIES MAY BE PLEDGED, TRANSFERRED, RESOLD OR OTHERWISE DISPOSED OF BY ANY INVESTOR EXCEPT PURSUANT TO RULE 501 OF REGULATION CF. YOU SHOULD BE AWARE THAT YOU WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

YOU ARE NOT TO CONSTRUE THE CONTENTS OF THIS FORM C AS LEGAL, ACCOUNTING OR TAX ADVICE OR AS INFORMATION NECESSARILY APPLICABLE TO YOUR PARTICULAR FINANCIAL SITUATION. EACH INVESTOR SHOULD CONSULT THEIR OWN FINANCIAL ADVISER, COUNSEL AND ACCOUNTANT AS TO LEGAL, TAX AND RELATED MATTERS CONCERNING THEIR INVESTMENT.

THIS OFFERING IS ONLY EXEMPT FROM REGISTRATION UNDER THE LAWS OF THE UNITED STATES AND ITS TERRITORIES. NO OFFER IS BEING MADE IN ANY JURISDICTION NOT LISTED ABOVE. PROSPECTIVE INVESTORS ARE SOLELY RESPONSIBLE FOR DETERMINING THE PERMISSIBILITY OF THEIR PARTICIPATING IN THIS OFFERING, INCLUDING OBSERVING ANY OTHER REQUIRED LEGAL FORMALITIES AND SEEKING CONSENT FROM THEIR LOCAL REGULATOR, IF

NECESSARY. THE INTERMEDIARY FACILITATING THIS OFFERING IS LICENSED AND REGISTERED SOLELY IN THE UNITED STATES AND HAS NOT SECURED, AND HAS NOT SOUGHT TO SECURE, A LICENSE OR WAIVER OF THE NEED FOR SUCH LICENSE IN ANY OTHER JURISDICTION. THE COMPANY, THE ESCROW AGENT AND THE INTERMEDIARY, EACH RESERVE THE RIGHT TO REJECT ANY INVESTMENT COMMITMENT MADE BY ANY PROSPECTIVE INVESTOR, WHETHER FOREIGN OR DOMESTIC.

SPECIAL NOTICE TO FOREIGN INVESTORS

IF YOU LIVE OUTSIDE THE UNITED STATES, IT IS YOUR RESPONSIBILITY TO FULLY OBSERVE THE LAWS OF ANY RELEVANT TERRITORY OR JURISDICTION OUTSIDE THE UNITED STATES IN CONNECTION WITH ANY PURCHASE OF THE SECURITIES, INCLUDING OBTAINING REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER REQUIRED LEGAL OR OTHER FORMALITIES. WE RESERVES THE RIGHT TO DENY THE PURCHASE OF THE SECURITIES BY ANY FOREIGN INVESTOR.

NOTICE REGARDING THE ESCROW AGENT

LUMINATE BANK, THE ESCROW AGENT SERVICING THE OFFERING, HAS NOT INVESTIGATED THE DESIRABILITY OR ADVISABILITY OF AN INVESTMENT IN THIS OFFERING OR THE SECURITIES OFFERED HEREIN. THE ESCROW AGENT MAKES NO REPRESENTATIONS, WARRANTIES, ENDORSEMENTS, OR JUDGEMENT ON THE MERITS OF THE OFFERING OR THE SECURITIES OFFERED HEREIN. THE ESCROW AGENT'S CONNECTION TO THE OFFERING IS SOLELY FOR THE LIMITED PURPOSES OF ACTING AS A SERVICE PROVIDER.

Bad Actor Disclosure

The Company is not subject to any bad actor disqualifications under any relevant U.S. securities laws.

Ongoing Reporting

Following the first sale of the Securities, the Company will file a report electronically with the Securities and Exchange Commission annually and post the report on its website, no later than 120 days after the end of the Company's fiscal year.

Once posted, the annual report may be found in the companies SEC filings here:

https://www.sec.gov/edgar/search/#/ciks=0002000385&entityName=BoatBites%2520Inc.%2520(CIK%25200002000385)

The Company must continue to comply with the ongoing reporting requirements until:

1. the Company is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;
2. the Company has filed at least three annual reports pursuant to Regulation CF and has total assets that do not exceed $10,000,000;
3. the Company has filed at least one annual report pursuant to Regulation CF and has fewer than 300 holders of record;
4. the Company or another party repurchases all of the Securities issued in reliance on Section 4(a)(6) of the Securities Act, including any payment in full of debt securities or any complete redemption of redeemable securities; or
5. the Company liquidates or dissolves its business in accordance with applicable state law.

The Company

Issuer Information

BoatBites Inc.

7901 4th St N STE 300, St. Petersburg, FL 33702

Eligibility

The following are true for BoatBites Inc.:

1. Organized under, and subject to, the laws of a State or territory of the United States or the District of Columbia.
2. Not Subject to the requirement to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934.
3. Not an investment company registered or required to be registered under the Investment Company Act of 1940.
4. Not ineligible to rely on this exemption under Section 4(a)(6) of the Securities Act as a result of a disqualification specified in Rule 503(a) of Regulation Crowdfunding. (For more information about these disqualifications, see Question 30 of this Question and Answer Format).
5. Has filed with the Commission and provided investors, to the extent required, the ongoing annual reports required by Regulation Crowdfunding during the two years

immediately preceding the filing of this offering statement (or for such shorter period that the issuer was required to file such reports).

6. Not a development stage company that (a) has no specific business plan or (b) has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies.

Has the issuer or any of its predecessors previously failed to comply with the ongoing reporting requirements of Rule 202 of Regulation Crowdfunding?
No.

Directors, Officers and Promoters of the Company

The following individuals (or entities) represent the company as a director, officer or promoter of the offering:

Employee Name and Title

John Bonaccorso: CEO, Co-Founder, and Chairman

Mr. Bonaccorso's primary position is with the issuer.

Employee Background

John is the CEO, Co-Founder and Chairman of the Company. He has a deep understanding of technology, business innovation, and disruptive market strategies. As an entrepreneur since fourteen, and while a freshman at Syracuse University, John launched his first two major companies, growing them into East Coast-spanning enterprises that employed hundreds of people and served high-profile clients, including American Express, Marriott, and Disney. With a keen ability to identify emerging markets and pioneering marketing techniques, he has consistently been ahead of industry trends. In 1992, John founded his first technology company in Orlando, which he later licensed to Apple, negotiating the sale directly with Steve Jobs. Following this successful exit, he created the world's first legal digital marketplace in 2000, envisioning and building a system using "token-based ownership"—a concept nearly identical to today's blockchain technology. By 2004, John had already established a profitable marketplace for digital collectibles—12 years before NFTs became mainstream. His foresight and ability to predict technological shifts positioned him as a true innovator in the digital asset space. In 2008, John launched 15 Seconds of Fame, a platform blending the concepts of American Idol and YouTube, centered around 15-second videos. The platform rapidly gained traction, amassing millions of visitors within two years, nearly a decade before TikTok revolutionized short-form content. After investing millions, the company became Reality Digital, a leading global video and audio hosting and distribution company. Under John's leadership, the company acquired

multiple firms, and expanded operations and customers across the U.S. and Europe, solidifying its position as an industry leader in digital media. In 2022, John identified a significant untapped opportunity in B2C e-c-commercec for the recreational maritime industry. While others struggled to solve the logistics of on-water e-commerce, he conducted extensive market research. He leveraged his technical, marketing, and business expertise— along with his personal passion for boating—to create the Company, the first SaaS-based B2C e-commerce platform for the recreational maritime industry. Recognizing the global potential of this innovation, John and his team went beyond building a platform; they developed a comprehensive water-based technical infrastructure to facilitate seamless e-commerce across the world's waterways. His vision continues to shape the future of maritime e-commerce, bringing new possibilities to an industry that had long lacked modernized solutions.

3-Year Work History

BoatBites Inc. | CEO | 2023 – present

Employee Name and Title

Cary Gould: Director of Customer Service and Co-Founder

Primary position is with the State DDC Programs at National Safety Council.

Employee Background

Cary is the Director of Customer Service, Co-Founder and Director of the Company. He is a veteran customer service executive and seasoned investor who has spent more than two decades mastering the art and science of delivering exceptional experiences. From the outset of his career at one of the nation's premier customer service firms, Cary distinguished himself through rigorous training and an unwavering commitment to operational excellence. Cary rose quickly to manage hundreds of employees across multiple regions, honing his ability to interpret complex regulations and translate them into clear, enforceable local policies. Under his leadership, teams consistently met and exceeded state and local compliance standards while delivering a level of service that earned industry recognition. Driven by a deep desire to give back, Cary has extended his expertise into the public sector, partnering with government agencies to modernize citizen-facing processes. His work has centered on transformative initiatives that elevate citizen satisfaction and reduce costs through smarter resource allocation. Whether restructuring call-center operations or designing cross-agency revenue-sharing models, Cary's policy decisions have struck the delicate balance of fairness, efficiency, and fiscal responsibility. His talent for exploring emerging trends in service delivery—combined with a hands-on approach to implementation—has positioned him as a trusted advisor on how government entities can treat constituents more like 18 and he draws daily inspiration from the lessons of patience, empathy, and leadership he has learned through family life.

3-Year Work History

BoatBites Inc. | Director of Customer Service and Co-Founder | 2024 – present

State DDC Programs at National Safety Council | Supervisor | 2012 – present

Employee Name and Title

Colleen Ferrary: COO and Director

Mrs. Ferrary primary position is with the issuer.

Employee Background

Colleen is the COO and a Director of the Company. She is an accomplished operations executive with over 20 years of experience driving growth, scalability, and operational transformation across Fortune 100, venture-backed, and founder-led businesses. Colleen began her career in high-complexity operational environments at Target Corporation, 19 where she led multi-unit, cross-state operations including staffing, vendor management, last-mile delivery, and supply chain optimization. She later served as President of Small Business USA, where she managed the growth and acquisition of two companies, led funding strategies for emerging entities, and launched new product lines—most notably earning Top Innovation of the Year in its category. During that tenure, she also oversaw international growth, expanding into Latin America and Europe and establishing distribution centers to support overseas operations. As founder of Peak Fractional, Colleen built a national consulting firm focused on optimizing operations, preparing companies for due diligence, and providing fractional C-suite support. Her team has helped companies reduce unnecessary workload by up to 40% and reinvest those savings into growth, innovation, and margin improvement. The Company believes her operational experience is relevant to BoatBites' marketplace platform, vendor network, independent-driver delivery model, and service-quality operations.

3-Year Work History

BoatBites Inc. | Director | 2025 – present

BoatBites Inc. | COO | 2026 – present

Peak Fractional | CEO | 2024 – present

GLW Medical Innovation | CEO | 2022 – 2024

Employee Name and Title

Christopher Weems: CTO

Mr. Weems primary position is with Meta.

Employee Background

Christopher is the Chief Technology Officer of the Company. He is an executive technology leader whose career bridges large-scale software engineering, product strategy, and user experience design. Uniting architectural rigor with human-centered product development, he specializes in building high-performing teams and scalable infrastructure that support massive global user bases. At Meta, Christopher has operated across both senior software engineering and product leadership, architecting resilient systems that connect billions of people worldwide. In these roles, he drives technical advancements that bolster platform reliability and scalability, working closely with cross-functional teams to deliver robust, user-focused applications that support global community engagement. Prior to Meta, Christopher established his product and design foundation at Yahoo, progressing through key multidisciplinary roles as a UX Designer, Mobile Product Manager, and Design Manager. Throughout his tenure at Yahoo, he spearheaded mobile product roadmaps, directed design strategy, and aligned engineering execution with intuitive user experiences. This comprehensive background—spanning front-line UX design, mobile product management, and hyperscale software engineering—equips Christopher with the holistic perspective required of a modern CTO, enabling him to translate complex technical architectures into seamless, high-impact digital products.

3-Year Work History

BoatBites Inc. | CTO | 2026 – present

META | Senior Software Engineer | 2014 – present

Director Name and Title

Ridaa Murad: Director

Mr. Murad’s primary position is with Breakform Ventures.

Director Background

Ridaa is a Director of the Company. Ridaa is the Managing Partner for Breakform Ventures which advises, scales and backs alternative asset investment managers across asset classes and underwrites direct venture investments globally. Additionally, he is the Co-Founder of Topaz Capital Partners which provides conduit asset backed financing opportunities for mission critical real estate needs. Ridaa is also the Co-Founder of The Bedrock Group and Co-Managing Partner of Domaine Capital. Previously, Ridaa held senior roles at Bear Stearns, HSBC, and Barclays Capital. He has been recognized as a John C. Whitehead Fellow and Bard College Charles June Patrick Scholar.

3-Year Work History

BoatBites Inc. | Director | 2025 – present

Breakform Ventures | Managing Partner | 2015 – present

Topaz Capital Partners | Founder | 2024 – present

Domaine Capital | Co-Managing Partner | 2025 – present

Director Name and Title

Jack Falvey: Director

Mr. Falvey's primary position is with Falvey Insurance Group.

Director Background

Jack is a Director of the Company. He is a seasoned operator and growth strategist. As Chief Executive Officer of Falvey Insurance Group, a leading specialty Managing General Agent approaching $300 million in premiums under management, Jack has built and scaled multiple underwriting divisions, launched proprietary insure-tech platforms, and led cross-functional teams through aggressive go-to-market strategies. Recognized as a 2022 C-Suite Rising Star and a 2019 Young Gun by major industry publications, Jack is widely respected for blending strategic discipline with handson operational leadership. He also serves on the International Board of Governors for the Insurance Industry Charitable Foundation, underscoring his commitment to community impact and industry advancement. Jack's expertise in maritime operations, regulatory compliance, and strategic partnerships provides BoatBites with a critical advantage as it scales innovative delivery services for boaters nationwide. Jack earned a Bachelor of Science in International Business from Northeastern University's D'Amore-McKim School of Business.

3-Year Work History

BoatBites Inc. | Director | 2025 – present

Falvey Insurance Group | CEO | 2012 – present

Director Name and Title

Robert "Chip" Birthisel: Director

Mr. Birthisel's primary position is with Hamilton, Miller, Birthisel LLP.

Director Background

Chip is a Director of the Company. He is a founding partner of Hamilton, Miller and Birthisel in Tampa, Florida. Chip has the distinction of having argued maritime cases before the United

States Supreme Court and is often called in complicated transportation and maritime law, personal injury and wrongful death defense, marine pollution, general liability defense, and insurance law. His practice includes international and domestic litigation and transactions. Chip is a retired Coast Guard officer who spent his final years on active duty as a law specialist and trial attorney assigned to the U.S. Department of Justice, Aviation and Admiralty Litigation Section. Chip represents a wide range of transportation, maritime, and general litigation clients, providing a myriad of services including litigation of maritime and land-based wrongful death and personal injury, maritime lien, bunker, P & I, cargo, and hull and machinery claims. He represents many of the world's largest insurers and has provided coverage opinions and defense, and litigated declaratory judgment actions on behalf of numerous insurers. Chip's practice includes rendering advice on all marine regulatory matters, including coverage placement, vessel flagging, classification society compliance, and U.S., flag state, and international (i.e. SOLAS, IMO, and Law of the Sea Conventions) regulatory compliance. In addition, he has provided counsel regarding establishing various maritime businesses, including cruise line operations, cargo lines, Ocean Transportation Intermediary licensing and compliance (VOCC, NVOCC, and Freight Forwarders), and marine and landbased terminal operations. He renders advice daily on compliance with U.S. Customs and Border Patrol, Coast Guard, Immigration, Federal Maritime Commission, National Highway Transportation Safety Administration, Environmental Protection Agency, and other international and domestic regulatory schemes.

3-Year Work History

BoatBites Inc. | Director | 2025 – present

Hamilton, Miller, Birthisel LLP | Partner | 2006 – present

Principal Security Holders

Provide the name and ownership level of each person, as of the most recent practicable date, who is the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power. To calculate total voting power, include all securities for which the person directly or indirectly has or shares the voting power, which includes the power to vote or to direct the voting of such securities. If the person has the right to acquire voting power of such securities within 60 days, including through the exercise of any option, warrant or right, the conversion of a security, or other arrangement, or if securities are held by a member of the family, through corporations or partnerships, or otherwise in a manner that would allow a person to direct or control the voting of the securities (or share in such direction or control - as, for example, a co-trustee) they should be included as being "beneficially owned." You should include an explanation of these circumstances in a footnote to the "Number of and Class of Securities Now Held." To calculate outstanding voting equity securities, assume all outstanding options are exercised and all outstanding convertible securities converted.

Principal Security Holder Name

John Bonaccorso, CEO

Securities

27,530,520

Security Class

Class A Common Stock

Percent Voting Ownership

65.53%

Business and Anticipated Business Plan

Business of the issuer and the anticipated business plan

Overview

BoatBites is an on-demand delivery platform for boaters, often described as "Uber Eats plus Amazon for the water." This on-water e-commerce platform 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 from delivery fees, sponsorships, advertising, charter boat servicing, and membership sales.

The Company was originally formed as a Florida corporation on July 22, 2023 and was reincorporated as a Delaware corporation on September 13, 2024. The Company is headquartered in St. Petersburg, Florida and sells its products and services through the internet in selected locations in the United States. The Company's website is https://boatbites.app/.

A full description of our products, services and business plan can be found on the Company's offering page at https://invest.highlander.ai/boatbites (the "**Offering Page**") and the version published as of the date of this Form C is attached as Exhibit B. Prospective Investors can use the Offering Page to ask the Company questions and for the Company to post immaterial updates to this Form C as well as make general announcements. You should view Exhibit B as well as the Offering Page at the time you consider making an investment commitment.

The problem

Anyone who spends a day on a boat knows the moments BoatBites is built around: someone forgot something, ran out of something, wants something, or needs it right now. At a sandbar, an anchorage or a raft-up, the only fix for running out of ice, food, drinks or sunscreen has been to pull anchor, give up the spot and head back to shore, which often ends the day early. The Company's pitch line is that people with money can spend it almost anywhere except on their boats. DoorDash and Uber Eats stop at the shoreline, and most recreational boats (about 95% are under 26 feet) have no galley, so boaters rely on whatever they packed in the cooler.

The solution

BoatBites built a B2B2C logistics and ordering platform designed for delivery on the water. Boaters use either an Android or iOS app to drop a pin at their location, order from partner restaurants, marina grills, food trucks, liquor stores, and BoatBites' own essentials, and pay in the app. The Company aims to deliver in about an hour. Orders arrive by jet ski, carried by trained, insured gig drivers who are paid per delivery and earn incentives at peak times and busy locations. Restaurants, food trucks and marinas get orders through a merchant portal without adding tables. A central operations console ties it together with real-time tracking, plus routing and geofencing built for waterways.

The technical challenge is that, unlike land delivery, the customer, the driver and sometimes the vendor are all moving, while tides and weather keep changing. The insurance, maritime compliance, safety and navigation work that BoatBites has done is what keeps land-based platforms from entering the category. The Company primarily operates out of marinas, and its goal is to sign each marina to a five year exclusive contract, blocking out any competitor.

Business model

The Company's mission is to make over-the-water mobile ordering as commonplace and easy as it is at home! The Company has launched the work's first mobile application to deliver hot food, ice-cold beverages, bagged ice, and almost anything else straight to boaters. The BoatBites mobile app utilizes AI and proprietary logistical algorithms, all on a platform that will be the envy of land-based delivery systems, allowing boaters to order, pay via the app, and receive their delivery within approximately 1 hour. Everyone can now savor their favorite foods without leaving the sun-soaked bliss.

Best of all, the Company brings together boaters, food vendors, drivers, dealers, and others to create a vibrant economy out on the water. The Company's platform empowers communities by making it easier to access food, foster new businesses, and stimulate economies with speed and sustainability. Integrating transportation, delivery, and e-commerce creates an efficient ecosystem supporting growth and resilience.

In regards to the Company's revenues, delivery fees are the core revenue stream. Boaters pay a premium for on-water delivery. Beyond delivery, the Company is building several other revenue streams:

- **Charter boat servicing:** supplying charter operators whose guests can't buy food or drinks on board.
- **Memberships:** offering seasonal and annual tiers.
- **House-brand bagged ice:** offering house-branded bagged ice with surge pricing.
- **Sponsorships and advertising:** brand sponsorships, sampling and in-app advertising,.

The Company frames these as a flywheel: more deliveries attract more partners, more partners mean more selection, and more selection drives more orders.

To date, BoatBites has completed about 2,000 early-adopter and beta deliveries over roughly three years. The Company has operated in Florida with most activity around Fort Myers and Southwest Florida, and marina collaborations on both the Atlantic and Gulf coasts. The Company intends to fully launch operations upon raising a minimum of $100,000, whether in this Offering or otherwise.

Market

Recreational boating is a large leisure economy. About 11.7 million recreational boats were registered in the U.S. in 2024. The National Marine Manufacturers Association puts the number of recreational boaters at 100 million who take 300 million boating trips each year, and the

industry's total economic impact at $230 billion, and annual recreational boating spending is cited at $51.4 billion. Florida, BoatBites' starting market, leads the country with roughly a million registered boats and a year-round season.

Competition

The Company competes primarily with food boats, marinas and waterfront restaurants, and with boaters who pack their own coolers.

Team

John Bonaccorso is a serial entrepreneur and lifelong boater. He formed a company that licensed early technology to Apple, built early digital-marketplace and short-video ventures, and served clients including American Express, Marriott and Disney. Chief Operating Officer Colleen Ferrary brings more than 20 years of operations experience, including at Target, and has led teams of more than 5,000 people and P&Ls over $500 million. The platform was designed and development was overseen by our Chief Technology Officer Christopher Weems who has product and engineering experience at Meta and Yahoo. Co-founder Cary Gould leads customer operations.

The board fits the business unusually well. Jack Falvey is CEO of Falvey Insurance Group, a marine insurance firm with about $300 million in premiums under management. Robert "Chip" Birthisel is a maritime attorney and retired Coast Guard officer who has argued cases before the U.S. Supreme Court. Ridaa Murad is managing partner of Breakform Ventures and previously worked at Bear Stearns, HSBC and Barclays.

Growth plan

BoatBites has earned modest revenuees in 2025 and 2026 while refining the technology, and plans to scale across Florida first, then expand to the Carolinas, Texas and the wider Gulf Coast, and later to the Great Lakes and the Northeast. Its technical roadmap moves from product-market fit to scale in 2026 and 2027, followed by predictive demand modeling and more product categories.

Strengths

BoatBites owns the water. While legacy giants like DoorDash and Uber Eats are stranded at the dock, we have engineered the definitive infrastructure for maritime commerce. With over 2,000 successful on-water deliveries, a hardened proprietary logistics stack, and high-margin revenue streams that compound on every order, BoatBites has turned a complex operational barrier into an unassailable first-mover advantage.

Litigation

The Company is subject to the following litigation:

Dragon Horse Media, LLC has sued BoatBites Inc. and its CEO, John L. Bonaccorso, in the Circuit Court in Collier County, Florida (Case No. 2026-CA-0265), over disputed cash and stock compensation for marketing services. The lawsuit alleges breach of contract and unjust enrichment against BoatBites and fraudulent inducement against both defendants, seeking damages exceeding $50,000, plus interest, attorneys' fees and costs. The defendants dispute the claims. BoatBites' insurance is currently covering the Company's legal defense fees. The outcome is uncertain, and uninsured costs or an adverse judgment or settlement could materially affect the Company's financial condition and operations. BoatBites has asserted counterclaims against Dragon Horse Media, LLC for breach of contract seeking damages and specific performance, breach of fiduciary duty, and fraud. These claims concern alleged overbilling, deficient services, misuse of confidential information, and refusal to accept agreed stock compensation. BoatBites seeks damages, attorneys' fees and costs, and enforcement of the alleged agreement to accept shares of Class B Common Stock. If successful, these claims could provide monetary recovery, offset amounts otherwise owed, or preserve cash through payment in stock, although issuing shares could dilute existing shareholders. No favorable outcome or recovery is assured.

Risk Factors

Investing in the Securities involves a high degree of risk and may result in the loss of your entire investment. Before making an investment decision with respect to the Securities, we urge you to carefully consider the risks described in this section and other factors set forth in this Form C. In addition to the risks specified below, the Company is subject to same risks that all companies in its business, and all companies in the economy, are exposed to. These include risks relating to economic downturns, political and economic events and technological developments (such as hacking and the ability to prevent hacking). Additionally, early-stage companies are inherently riskier than more developed companies. Prospective Investors should consult with their legal, tax and financial advisors prior to making an investment in the Securities. The Securities should only be purchased by persons who can afford to lose all of their investment.

Risks Related to the Company's Business and Industry

We have a limited operating history upon which you can evaluate our performance, and accordingly, our prospects must be considered in light of the risks that any new company encounters.

The Company is still in an early phase and we are just beginning to implement our business plan. There can be no assurance that we will ever operate profitably. The likelihood of our success should be considered in light of the problems, expenses, difficulties, complications and delays usually encountered by early-stage companies. The Company may not be successful in attaining the objectives necessary for it to overcome these risks and uncertainties.

Regulatory changes and uncertainties.

The Company operates in a highly regulated industry subject to substantial change. In addition, both its labor and customer base are licensed and regulated by local, state, and federal governments. Policies may be changed for several reasons including, but not limited to economic conditions, public safety, socio-political factors, and such. As policy changes are made by regulators, there is no guarantee that the company will be able to provide services in its current form, which may place a substantial hardship on operations, causing an Investor to lose all or a portion of their investment.

The Company has currently paused its operations.

The Company has currently paused its operations while it awaits additional funding. If the Company is not successful is raising at least a minimum of $100,000, whether through this Offering or otherwise, it will not recommence operations until it raises sufficient capital as determined by its Board. There is no guarantee that the Company will recommence operations.

The amount of capital the Company is attempting to raise in this Offering may not be enough to sustain the Company's current business plan.

In order to achieve the Company's near and long-term goals, the Company may need to procure funds in addition to the amount raised in the Offering. There is no guarantee the Company will be able to raise such funds on acceptable terms or at all. If we are not able to raise sufficient capital in the future, we may not be able to execute our business plan, our continued operations may require a significant pivot in strategy and execution or we may be forced to cease operations and sell or otherwise transfer all or substantially all of our remaining assets, which could cause an Investor to lose all or a portion of their investment.

We may face potential difficulties in obtaining capital.

We may have difficulty raising needed capital in the future as a result of, among other factors, our lack of revenues, as well as the inherent business risks associated with our Company and present and future market conditions. Additionally, our future sources of revenue may not be sufficient to meet our future capital requirements. As such, we may require additional funds to execute our business strategy and conduct our operations. If adequate funds are unavailable, we may be required to delay, reduce the scope of or eliminate one or more of our research, development or commercialization programs, product launches or marketing efforts, any of which may materially harm our business, financial condition and results of operations.

A substantial majority of the Company is owned by the Company's Co-Founders, and they will exercise voting control.

Prior to the Offering, the Co-Founders of the Company beneficially own a substantial majority of the Company. Subject to any fiduciary duties owed to other stockholders under Delaware law, these Co-Founders may be able to exercise significant influence over matters requiring stockholder approval, including the election of directors or managers and approval of significant Company transactions, and will have significant control over the Company's management and policies. These Co-Founders may have interests that are different from yours. For example, these Co-Founders may support proposals and actions with which you may disagree. The concentration of ownership could delay or prevent a change in control of the Company or otherwise discourage a potential acquirer from attempting to obtain control of the Company, which in turn could reduce the price potential investors are willing to pay for the Company. In addition, these Co-Founders could use their voting influence to maintain the Company's existing management, delay or prevent changes in control of the Company, issue additional securities which may dilute you, repurchase securities of the Company, enter into transactions with related parties or support or reject other management and board proposals that are subject to stockholder approval.

We may implement new lines of business or offer new products and services within existing lines of business.

As an early-stage company, we may implement new lines of business at any time. There are substantial risks and uncertainties associated with these efforts, particularly in markets that are not fully developed. In developing and marketing new lines of business and/or new products and services, we may invest significant time and resources. Initial timetables for the introduction and development of new lines of business and/or new products or services may not be achieved, and price and profitability targets may not prove feasible. We may not be successful in introducing new products and services in response to industry trends or developments in technology, or those new products may not achieve market acceptance. As a result, we could lose business, be forced to price products and services on less advantageous terms to retain or attract clients or be subject to cost increases. As a result, our business, financial condition or results of operations may be adversely affected.

The Company's business plan is based on numerous assumptions and projections that may not prove accurate.

The Company's business plan and potential growth is based upon numerous assumptions. No assurance can be given regarding the attainability of the financial projections. The Company's ability to adhere to, and implement, its business plan will depend upon the Company's ability to successfully raise funds and a variety of other factors, many of which are beyond the Company's control. Likewise, management is not bound to follow the business plan and may elect to adopt other strategies based upon unanticipated opportunities, or changes in circumstances or market conditions. All financial projections contained in the business plan are based entirely upon management's assumptions and projections and should not be considered as a forecast of actual revenues or our liquidity. Actual operating results may be materially different.

Although the Company believes the assumptions upon which the Company's business and financial projections are based have reasonable bases, the Company cannot offer any assurance that its results of operations and growth will be as contemplated. If any of the assumptions upon which these opinions and projections are based prove to be inaccurate, including growth of the economy in general and trends in our industry, these opinions and projections could be adversely affected. Prospective investors should be aware that these opinions and other projections and predictions of future performance, whether included in the business plan, or previously or subsequently communicated to prospective investors, are based on certain assumptions which are highly speculative. Such projections or opinions are not (and should not be regarded as) a representation or warranty by the Company or any other person that the overall objectives of the Company will ever be achieved or that the Company will ever achieve significant revenues or profitability. These opinions, financial projections, and any other predictions of future performance should not be relied upon by potential investors in making an investment decision in regard to this Offering.

We rely on other companies to provide services for our products.

We depend on third-party vendors and contractors to meet our contractual obligations to our customers and to conduct our operations. Our ability to meet our obligations to our customers may be adversely affected if vendors and contractors do not provide the agreed-upon services in compliance with customer requirements and in a timely and cost-effective manner. Likewise, the quality of our services may be adversely impacted if companies to whom we delegate certain services do not perform to our, and our customers', expectations. Our vendors and contractors may also be unable to quickly recover from natural disasters and other events beyond their control and may be subject to additional risks such as financial problems that limit their ability to conduct their operations. The risk of these adverse effects may be greater in circumstances where we rely on only one or two vendors for a particular service.

We rely on various intellectual property rights in order to operate our business.

The Company relies on certain intellectual property rights, particularly trade secrets, to operate its business. The Company's intellectual property rights are unregistered and may not be sufficiently broad or otherwise may not provide us a significant competitive advantage. In addition, the steps that we have taken to maintain and protect our intellectual property may not prevent it from being challenged, invalidated, circumvented or designed-around, particularly in countries where intellectual property rights are not highly developed or protected. In some circumstances, enforcement may not be available to us because an infringer has a dominant intellectual property position or for other business reasons, or countries may require compulsory licensing of our intellectual property. Our failure to obtain or maintain intellectual property rights that convey competitive advantage, adequately protect our intellectual property or detect or prevent circumvention or unauthorized use of such property, could adversely impact our competitive position and results of operations. We also rely on nondisclosure and noncompetition agreements with employees, consultants and other parties to protect, in part, trade secrets and other proprietary rights. There can be no assurance that these agreements will adequately protect our trade secrets and other proprietary rights and will not be breached, that we will have adequate remedies for any breach, that others will not independently develop substantially equivalent proprietary information or that third parties will not otherwise gain access to our trade secrets or other proprietary rights. As we expand our business, protecting our intellectual property will become increasingly important. The protective steps we have taken may be inadequate to deter our competitors from using our proprietary information. In order to protect or enforce our intellectual property rights, we may be required to initiate litigation against third parties, such as infringement lawsuits. Also, these third parties may assert claims against us with or without provocation. These lawsuits could be expensive, take significant time and could divert management's attention from other business concerns. We cannot assure you that we will prevail in any of these potential suits or that the damages or other remedies awarded, if any, would be commercially valuable.

The Company's success depends on the experience and skill of its board of directors, executive officers, and other key personnel.

We are dependent on our board of directors, executive officers and key personnel. These persons may not devote their full time and attention to the matters of the Company. The loss of all or any of our directors, executive officers and key personnel could harm the Company's business, financial condition, cash flow and results of operations. Accordingly, you should not invest in the Company unless you are willing to entrust all aspects of the management of the Company and the investment decisions we make on the behalf of the Company.

Although dependent on certain key personnel, the Company does not have any key person life insurance policies on any such people.

We are dependent on certain key personnel in order to conduct our operations and execute our business plan, however, the Company has not purchased any insurance policies with respect to those individuals in the event of their death or disability. Therefore, if any of these personnel die or become disabled, the Company will not receive any compensation to assist with such person's absence. The loss of such person could negatively affect the Company and our operations. We have no way to guarantee key personnel will stay with the Company, as many states do not enforce non- competition agreements, and therefore acquiring key man insurance will not ameliorate all of the risk of relying on key personnel.

For the Company to compete and grow, it must attract, recruit, retain, and develop the personnel with the necessary experience.

Recruiting and retaining highly qualified personnel is critical to our success. These demands may require us to hire additional personnel and to develop additional expertise among our existing management and other personnel. We face intense competition for personnel, making recruitment time-consuming and expensive. The failure to attract and retain personnel or to develop such expertise could delay or halt the development and commercialization of our product candidates. If we experience difficulties in hiring and retaining personnel in key positions, we could suffer from delays in product development, loss of customers and sales, and diversion of management resources, which could adversely affect operating results. Our consultants and advisors may be employed by third parties and may have commitments under consulting or advisory contracts that could limit their availability to us, which could further delay or disrupt our product development and growth plans.

We face various risks as a technology enabled marketplace platform

The Company offers a technology-enabled marketplace platform serving boaters, marine consumers, merchants, service providers, and independent delivery drivers that matches buyers and sellers and facilitates the delivery of products and services to boaters through independent drivers. There are business risks we face related to operating our business which include our inability to keep pace with rapid technological change, failure in our security procedures or operational controls, failure or inadequacy in our systems or labor resource levels to effectively process customer orders in a timely manner, government

regulation and legal uncertainties with respect to e-commerce, and the collection of sales or other taxes by one or more states or foreign jurisdictions. If any of these risks materialize, they could have an adverse effect on our business. In addition, we may face increased competition in the future from new competitors who enter the market. Our failure to positively differentiate our product and services offerings or customer experience from these new competitors could have a material adverse effect on our business, financial condition and results of operations.

If we are unsuccessful in adding users of our app and platform, or if our clients decrease their level of engagement, our revenue, financial results, and business may be significantly harmed.

We offer a mobile application and platform that brings on-water delivery to boaters, marinas, and waterfront businesses. The amount of users of our mobile application and platform and our customer's level of engagement will be critical to our success. Our financial performance will be significantly determined by our success in adding, retaining, and engaging active users of our mobile application and platform and the services offered. If customers do not perceive our mobile application and platform or services provided thereunder to be useful, reliable, and trustworthy, we may not be able to attract or retain users or otherwise maintain or increase the frequency and duration of their engagement. There is no guarantee that we will not experience an erosion of our active client base or engagement levels in the future.

Our business is subject to a number of risks that may adversely affect our results of operations.

The Company's results of operations may be adversely affected by a number of factors, many of which are outside the Company's control. These factors include, but are not limited to, the Company's ability to attract and retain boaters, sellers, service providers, and independent drivers; fluctuations in boating activity; seasonality; adverse weather conditions; marina access restrictions; fuel prices; changes in consumer spending; supply shortages; vendor performance issues; competition from other delivery, marketplace, marine, food service, and convenience platforms; and the Company's ability to maintain reliable technology, payment processing, customer support, and logistics coordination. Because the Company operates a platform that matches buyers and sellers and facilitates delivery through independent drivers, the Company's operating results depend heavily on the availability, reliability, pricing, and performance of third-party sellers, service providers, and independent drivers. The Company's results may also be adversely affected by regulatory, legal, insurance, and operational risks associated with marketplace operations, delivery logistics, marine environments, alcohol, food, or other regulated products, independent contractor classification, data privacy, payment processing, taxes, permits, and local marina or harbor rules, among other things. Any of these risks could materially and adversely affect the Company's business, financial condition and results of operations.

We have not prepared any audited financial statements.

The financial statements attached as Exhibit A to this Form C have been "compiled" only and such financial statements have not been verified with outside evidence as to management's amounts and disclosures. Additionally, tests on internal controls have not been conducted. Therefore, you will have no audited financial information regarding the Issuer's capitalization or assets or liabilities on which to make your investment decision.

Damage to our reputation could negatively impact our business, financial condition and results of operations.

Our reputation and the quality of our brand are critical to our business and success and will be critical to our success as we form and advise new markets. Any incident that erodes confidence in our brand could significantly reduce the Company's value and damage our business. We may be adversely affected by any negative publicity, regardless of its accuracy. Also, there has been a marked increase in the use of social media platforms and similar devices, including blogs, social media websites and other forms of internet-based communications that provide individuals with access to a broad audience. The availability of information on social media platforms is virtually immediate as is its impact. Information posted may be adverse to our interests or may be inaccurate, each of which may harm our performance, prospects or business. The harm may be immediate and may disseminate rapidly and broadly, without affording us an opportunity for redress or correct.

Our business could be negatively impacted by cybersecurity threats, attacks, and other disruptions.

We may face advanced and persistent attacks on our information infrastructure where we manage and store various proprietary information and sensitive/confidential data relating to our operations. These attacks may include sophisticated malware (viruses, worms, and other malicious software programs) and phishing emails that attack our products or otherwise exploit any security vulnerabilities. These intrusions sometimes may be zero-day malware that are difficult to identify because they are not included in the signature set of commercially available antivirus scanning programs. Experienced computer programmers and hackers may be able to penetrate our network security and misappropriate or compromise our confidential information or that of our customers or other third parties, create system disruptions, or cause shutdowns. Additionally, sophisticated software and applications that we produce or procure from third parties may contain defects in design or manufacture, including "bugs" and other problems that could unexpectedly interfere with the operation of the information infrastructure. A disruption, infiltration or failure of our information infrastructure systems or any of our data centers as a result of software or hardware malfunctions, computer viruses, cyber-attacks, employee theft or misuse, power disruptions, natural disasters or accidents could cause breaches of data security, loss of critical data and performance delays, which in turn could adversely affect our business.

Security breaches of confidential customer information, or confidential employee information may adversely affect our business.

Our business requires the collection, transmission and retention of personally identifiable information, in various information technology systems that we maintain and in those maintained by third parties with whom we contract to provide services. The integrity and protection of that data is critical to us. The information, security and privacy requirements imposed by governmental regulation are increasingly demanding. Our systems may not be able to satisfy these changing requirements and customer and employee expectations or may require significant additional investments or time in order to do so. A breach in the security of our information technology systems or those of our service providers could lead to an interruption in the operation of our systems, resulting in operational inefficiencies and a loss of profits. Additionally, a significant theft, loss or misappropriation of, or access to, customers' or other proprietary data or other breach of our information technology systems could result in fines, legal claims or proceedings.

The use of individually identifiable data by our business, our business associates and third parties is regulated at the state, federal and international levels.

The regulation of individual data is changing rapidly and in unpredictable ways. A change in regulation could adversely affect our business, including making our business model no longer viable. Costs associated with information security – such as investment in technology, the costs of compliance with consumer protection laws and costs resulting from consumer fraud – could cause our business and results of operations to suffer materially. Additionally, the success of our online operations depends upon the secure transmission of confidential information over public networks, including the use of cashless payments. The intentional or negligent actions of employees, business associates or third parties may undermine our security measures. As a result, unauthorized parties may obtain access to our data systems and misappropriate confidential data. There can be no assurance that advances in computer capabilities, new discoveries in the field of cryptography or other developments will prevent the compromise of our customer transaction processing capabilities and personal data. If any such compromise of our security or the security of information residing with our business associates or third parties were to occur, it could have a material adverse effect on our reputation, operating results and financial condition. Any compromise of our data security may materially increase the costs we incur to protect against such breaches and could subject us to additional legal risk.

The Company is not subject to Sarbanes-Oxley regulations and may lack the financial controls and procedures of public companies.

The Company may not have the internal control infrastructure that would meet the standards of a public company, including the requirements of the Sarbanes Oxley Act of 2002. As a privately held (non-public) issuer, the Company is currently not subject to the Sarbanes Oxley Act of 2002, and its financial and disclosure controls and procedures reflect its status as a development stage, non-public company. There can be no guarantee that there

are no significant deficiencies or material weaknesses in the quality of the Company's financial and disclosure controls and procedures. If it were necessary to implement such financial and disclosure controls and procedures, the cost to the Company of such compliance could be substantial and could have a material adverse effect on the Company's results of operations.

Changes in federal, state, or local laws and government regulations could adversely impact our business.

The Company is subject to legislation and regulation at the federal, state and local levels. New laws and regulations may impose new and significant disclosure obligations and other operational, marketing and compliance-related obligations and requirements, which may lead to additional costs, risks of non-compliance, and diversion of our management's time and attention from strategic initiatives. Additionally, federal, state, and local legislators or regulators may change current laws or regulations, which could adversely impact our business. Further, court actions or regulatory proceedings could also change our rights and obligations under applicable federal, state and local laws, which cannot be predicted. Modifications to existing requirements or the imposition of new requirements or limitations could have an adverse impact on our business.

We operate in a regulated environment, and if we are found to be in violation of any of the federal, state, or local laws or regulations applicable to us, our business could suffer.

We are subject to a wide range of federal, state, and local laws and regulations. The violation of these or future requirements or laws and regulations could result in administrative, civil, or criminal sanctions against us, which may include fines, a cease-and-desist order against the subject operations or even revocation or suspension of our license to operate the subject business. As a result, we may incur capital and operating expenditures and other costs to comply with these requirements and laws and regulations.

Global crises and geopolitical events, including without limitation, COVID-19 can have a significant effect on our business operations and revenue projections.

A significant outbreak of contagious diseases, such as COVID-19, in the human population could result in a widespread health crisis. Additionally, geopolitical events, such as wars or conflicts, could result in global disruptions to supplies, political uncertainty and displacement. Each of these crises could adversely affect the economies and financial markets of many countries, including the United States where we principally operate, resulting in an economic downturn that could reduce the demand for our products and services and impair our business prospects, including as a result of being unable to raise additional capital on acceptable terms, if at all.

Risks Related to the Offering

State and federal securities laws are complex, and the Company could potentially be found to have not complied with all relevant state and federal securities law in prior offerings of securities.

The Company has conducted previous offerings of securities and may not have complied with all relevant state and federal securities laws. If a court or regulatory body with the required jurisdiction ever concluded that the Company may have violated state or federal securities laws, any such violation could result in the Company being required to offer rescission rights to investors in such offering. If such investors exercised their rescission rights, the Company would have to pay to such investors an amount of funds equal to the purchase price paid by such investors plus interest from the date of any such purchase. No assurances can be given the Company will, if it is required to offer such investors a rescission right, have sufficient funds to pay the prior investors the amounts required or that proceeds from this Offering would not be used to pay such amounts.

In addition, if the Company violated federal or state securities laws in connection with a prior offering and/or sale of its securities, federal or state regulators could bring an enforcement, regulatory and/or other legal action against the Company which, among other things, could result in the Company having to pay substantial fines and be prohibited from selling securities in the future.

The U.S. Securities and Exchange Commission does not pass upon the merits of the Securities or the terms of the Offering, nor does it pass upon the accuracy or completeness of any Offering document or literature.

You should not rely on the fact that our Form C is accessible through the U.S. Securities and Exchange Commission's EDGAR filing system as an approval, endorsement or guarantee of compliance as it relates to this Offering. The U.S. Securities and Exchange Commission has not reviewed this Form C, nor any document or literature related to this Offering.

Neither the Offering nor the Securities have been registered under federal or state securities laws.

No governmental agency has reviewed or passed upon this Offering or the Securities. Neither the Offering nor the Securities have been registered under federal or state securities laws. Investors will not receive any of the benefits available in registered Offerings, which may include access to quarterly and annual financial statements that have been audited by an independent accounting firm. Investors must therefore assess the adequacy of disclosure and the fairness of the terms of this Offering based on the information provided in this Form C and the accompanying exhibits.

The Securities are offered on a "Best Efforts" basis, and the Company may not raise the maximum amount being offered.

Since the Company is offering the Securities on a "best efforts" basis, there is no assurance that the Company will sell enough Securities to meet its capital needs. If you purchase Securities in this Offering, you will do so without any assurance that the Company will raise enough money to satisfy the full Use of Proceeds which the Company has outlined in this Form C or to meet the Company's working capital needs.

The Company's management may have broad discretion in how the Company uses the net proceeds of the Offering.

Unless the Company has agreed to a specific use of the proceeds from the Offering, the Company's management will have considerable discretion over the use of proceeds from the Offering. As is the case with any business, particularly one without a proven business model, it should be expected that certain expenses unforeseeable to management at this juncture will arise in the future. There can be no assurance that management's use of proceeds generated through this Offering will prove optimal or translate into revenue or profitability for the Company. You are urged to review the Use of Proceeds in this Offering Statement but to understand that the actual use of the net proceeds of this Offering may vary significantly. In all cases, you should consult with their attorneys, accountants and personal investment advisors prior to making any decision to invest in the Company. You may not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately.

The Intermediary Fees paid by the Company are subject to change depending on the success of the Offering.

At the conclusion of the Offering, the Company shall pay the Intermediary a fee of four point nine percent (4.9%) of the dollar amount raised in the Offering. The compensation paid by the Company to the Intermediary may impact how the Company uses the net proceeds of the Offering.

The Company has the right to limit individual Investor commitment amounts based on the Company's determination of an Investor's sophistication.

The Company may prevent any Investor from committing more than a certain amount in this Offering based on the Company's determination of the Investor's sophistication and ability to assume the risk of the investment. This means that your desired investment amount may be limited or lowered based solely on the Company's determination and not in line with relevant investment limits set forth by the Regulation CF rules. This also means that other Investors may receive larger allocations of the Offering based solely on the Company's determination.

The Company has the right to extend the Offering Deadline and/or increase the Maximum Offering Amount.

The Company may extend the Offering Deadline and/or increase the Maximum Offering Amount beyond what is currently stated herein. For an extension of the Offering Deadline, this means that your investment may continue to be held in escrow while the Company attempts to raise the Target Offering Amount even after the Offering Deadline stated herein is reached. While you have the right to cancel your investment in the event the Company extends the Offering Deadline, if you choose to reconfirm your investment, your investment will not be accruing interest during this time and will simply be held until such time as the new Offering Deadline is reached without the Company receiving the Target Offering Amount, at which time it will be returned to you without interest or deduction, or the Company receives the Target Offering Amount, at which time it will be released to the Company to be used as set forth herein. Upon or shortly after the release of such funds to the Company, the Securities will be issued and distributed to you. For an increase in the Maximum Offering Amount, this means that additional amounts may be raised by the Company which would also increase the number of shares outstanding and dilute shareholders.

The Company may also end the Offering early.

If the Target Offering Amount is met after 21 calendar days, but before the Offering Deadline, the Company can end the Offering by providing notice to Investors at least 5 business days prior to the end of the Offering. This means your failure to participate in the Offering in a timely manner, may prevent you from being able to invest in this Offering. It also means the Company may limit the amount of capital it can raise during the Offering by ending the Offering early.

The Company has the right to conduct multiple closings during the Offering.

If the Company meets certain terms and conditions, an intermediate close of the Offering can occur, which will allow the Company to draw down on half of the proceeds committed and captured in the Offering during the relevant period. The Company may choose to continue the Offering thereafter. Investors should be mindful that this means they can make multiple investment commitments in the Offering, which may be subject to different cancellation rights. For example, if an intermediate close occurs and later a material change occurs as the Offering continues, Investors whose investment commitments were previously closed upon will not have the right to re-confirm their investment as it will be deemed to have been completed prior to the material change.

Risks Related to the Securities

You will not be investing directly into the Company, but into a special purpose vehicle.

Changes to the securities laws that went into effect March 15, 2021, permit us to use a "special purpose vehicle" or "SPV" in this Offering. That means that you will invest in BoatBites CF Investors SPV, LLC, becoming a member of the SPV, and that investment purchases our Class B Common Stock. A condition to using an SPV is that the SPV passes on the same economic and governance rights that are set out in the Company's Amended and Restated Certificate of Incorporation regarding the Class B Common Stock. You will also be relying on us, as the Manager of the SPV, to make sure the SPV complies with Delaware law and functions in accordance with securities law. The SPV will terminate and distribute the securities it holds to you, so that you may hold them directly, in certain circumstances. Due to this structure, there may be delays, complications and unexpected risks.

An investment in the Company's Securities could result in a loss of your entire investment.

An investment in the Company's Securities offered in this Offering involves a high degree of risk and you should not purchase the Securities if you cannot afford the loss of your entire investment. You may not be able to liquidate your investment for any reason in the near future.

The Securities will not be freely tradable under the Securities Act until one year from the initial purchase date. Although the securities may be tradable under federal securities law, state securities regulations may apply, and each Investor should consult with their attorney.

You should be aware of the long-term nature of this investment. There is not now and likely will not ever be a public market for the Securities. Because the Securities have not been registered under the Securities Act or under the securities laws of any state or foreign jurisdiction, the Securities have transfer restrictions and cannot be resold in the United States except pursuant to Rule 501 of Regulation CF. It is not currently contemplated that registration under the Securities Act or other securities laws will be affected. Limitations on the transfer of the Securities may also adversely affect the price that you might be able to obtain for the Securities in a private sale. In addition, even if a trading market develops, there is absolutely no assurance that the Securities could be sold under Rule 144 or otherwise unless the Company becomes a current public reporting company with the Securities and Exchange Commission and otherwise is current in the Company's business, financial and management information reporting, and applicable holding periods have been satisfied. Investors should be aware of the long-term nature of their investment in the Company. Each Investor in this Offering will be required to represent that they are purchasing the Securities for their own account, for investment purposes and not with a view to resale or distribution thereof.

The securities in this Offering have no protective provisions.

The Securities in this Offering have no protective provisions. As such, you will not be afforded protection, by any provision of the Securities or as a shareholder, in the event of a transaction that may adversely affect you, including a reorganization, restructuring, merger or other similar transaction involving the Company. If there is a liquidation event, or change of control for the Company, the Securities being offered do not provide you with any protection. In addition, there are no provisions attached to the Securities in the Offering that would permit you to require the Company to repurchase the Securities in the event of a takeover, recapitalization or similar transaction involving the Company.

Investors will not have voting rights.

Investors in the Securities will not have voting rights. Thus, Investors will never be able to vote upon any matters of the Company. As such, Investors will not have any influence over matters requiring stockholder approval, including the election of directors or managers and approval of significant Company transactions, nor the Company's management and policies. Moreover, those with voting rights could use their voting influence to maintain the Company's existing management, delay or prevent changes in control of the Company, issue additional securities which may dilute you, repurchase securities of the Company, enter into transactions with related parties or support or reject other management and board proposals. Additionally, investors in the Co-Issuer will indirectly hold only Class B Common Stock and are completely passive investors. As such, Investors should not purchase the Securities if they are not comfortable with this lack of voting and control.

Investors will not be entitled to any inspection or information rights other than those required by law.

Investors will not have the right to inspect the books and records of the Company or to receive financial or other information from the Company, other than as required by law. Other security holders of the Company may have such rights. Regulation CF requires only the provision of an annual report on Form C-AR and no additional information. Additionally, there are numerous methods by which the Company can terminate annual report obligations, resulting in no information rights, contractual, statutory or otherwise, owed to Investors. This lack of information could put Investors at a disadvantage in general and with respect to other security holders, including certain security holders who have rights to periodic financial statements and updates from the Company such as quarterly unaudited financials, annual projections and budgets, and monthly progress reports, among other things.

The Company may never undergo a liquidity event and Investors may have to hold the Securities indefinitely.

The Company may never undergo a liquidity event such as a repurchase of the Securities by the Company, a sale of the Company or an initial public or coin offering. If a liquidity event does not occur, Investors could be left holding the Securities in perpetuity. The Securities have numerous transfer restrictions and will likely be highly illiquid, with no secondary market on which to sell them. The Securities have no voting rights or ability to direct the Company or its actions.

The Securities may be significantly diluted as a consequence of subsequent equity financings.

The Company's equity securities will be subject to dilution. The Company intends to issue additional equity to employees and third-party financing sources in amounts that are uncertain at this time, and as a consequence holders of the Securities will be subject to dilution in an unpredictable amount. Such dilution may reduce the Investor's economic interests in the Company.

The amount of additional financing needed by the Company will depend upon several contingencies not foreseen at the time of this Offering. Generally, additional financing (whether in the form of loans or the issuance of other securities) will be intended to provide the Company with enough capital to reach the next major corporate milestone. If the funds received in any additional financing are not sufficient to meet the Company's needs, the Company may have to raise additional capital at a price unfavorable to their existing investors, including the holders of the Securities. The availability of capital is at least partially a function of capital market conditions that are beyond the control of the Company. There can be no assurance that the Company will be able to accurately predict the future capital requirements necessary for success or that additional funds will be available from any source. Failure to obtain financing on favorable terms could dilute or otherwise severely impair the value of the Securities.

The Securities may be substantially different from other equity securities offered or issued by the Company.

The Securities may be materially different from the other equity securities of the Company in many ways, including, but not limited to, liquidation preferences, dividend rights, or anti-dilution protection. The Securities may not provide the holders of such Securities with the same rights, preferences, protections, and other benefits or privileges provided to other investors of the Company.

Our valuation and our offering price have been established internally and are difficult to assess.

The Offering price was not established in a competitive market. We have arbitrarily set the price of the Securities with reference to the general status of the securities market and other relevant factors. The Offering price for the Securities should not be considered an indication of the actual value of the Securities and is not based on our asset value, net worth, revenues or other established criteria of value. The Company has set the price of its Class B Common Stock at

$0.50 per share. The Investor Processing Fee is intended to offset transaction costs and, though this fee is counted towards the amount the Company is seeking to raise under Regulation Crowdfunding and the limit each investor may invest pursuant to Regulation Crowdfunding, we did not value it in determining our valuation. Including this fee will increase our valuation for which you are paying for shares in our Company accordingly. Valuations for companies at this stage are generally purely speculative. Our valuation has not been validated by any independent third party and may decrease precipitously in the future. It is a question of whether you, the investor, are willing to pay this price for a percentage ownership of an early-stage company. We cannot guarantee that the Securities can be resold at the Offering price or at any other price.

There is no guarantee of a return on an Investor's investment.

There is no assurance that an Investor will realize a return on their investment or that they will not lose their entire investment. For this reason, each Investor should read this Form C and all exhibits carefully and should consult with their attorney and business advisor prior to making any investment decision.

IN ADDITION TO THE RISKS LISTED ABOVE, RISKS AND UNCERTAINTIES NOT PRESENTLY KNOWN, OR WHICH WE CONSIDER IMMATERIAL AS OF THE DATE OF THIS FORM C, MAY ALSO HAVE AN ADVERSE EFFECT ON OUR BUSINESS AND RESULT IN THE TOTAL LOSS OF YOUR INVESTMENT.

This Offering is being conducted pursuant to the Securities and Exchange Commission's rule related to financial statement requirements for certain offerings of an amount less than $124,000 in aggregate in the preceding 12 months, which require the provision of "compiled" financials certified by the principal executive officer of the Company rather than reviewed or audited financials. As such, the terms of this Offering are materially different from offerings not relying on this rule and you must review this Form C carefully before investing. Compiled financial information certified by the principal executive officer of the Company has been provided instead of financial statements reviewed or audited by a public accountant that is independent of the Company.

The Offering

Target Offering Amount of the Securities Offered	20,000 shares of Class B Common Stock
Total Amount of the Securities Outstanding After Offering (if Target Offering Amount is Met)	3,587,395 shares of Class B Common Stock
Maximum Offering Amount of the Securities Offered	248,000 shares of Class B Common Stock
Total Amount of the Securities Outstanding after Offering (if Maximum Offering Amount is Met)	3,815,395 shares of Class B Common Stock
Minimum Individual Purchase Amount	$250.00
Offering Deadline	February 28, 2027
Use of Proceeds	See Question 8
Voting Power	See Question 13

BoatBites Inc.("Company") is offering securities under Regulation CF, through PicMii Crowdfunding LLC ("PicMii"). PicMii is a FINRA/SEC registered funding portal and will receive cash compensation equal to 4.9% of the value of the securities sold through Regulation CF, $1,500 platform listing fee, and a $3,500 deferred listing fee to be paid after the first disbursement. The issuer is also responsible for reimbursing PicMii for the cost associated with escrow, payments and bad actor check costs. Investments made under Regulation CF involve a high degree of risk and those investors who cannot afford to lose their entire investment should not invest.

The Company plans to raise between $10,000.00 and $124,000 through an offering under Regulation CF. Specifically, if we reach the Target Offering Amount of $10,000.00, we may conduct the first of multiple or rolling closings of the offering early if we provide notice about the new offering deadline at least five business days prior to such new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). Oversubscriptions will be allocated on a first come, first served basis. Changes to the offering, material or otherwise, occurring after closing, will only impact investments which have not yet to be closed.

In the event The Company fails to reach the minimum offering amount of $10,000.00, any investments made under the offering will be cancelled and the investment funds will be returned to the investor.

Offering Purpose:
If the maximum offering amount is raised, our anticipated use of proceeds is as follows below in the "Use of Proceeds" section.

Use of Proceeds:

	% of Capital if Target Offering Amount Raised	Amount if Target Offering Amount Raised	% of Capital if Maximum Offering Amount Raised	Amount if Maximum Offering Amount Raised
PicMii Portal Fee	4.90%	$490.00	4.90%	$6,076.00
Sales and Marketing (1)	95.10%	$9,510.00	60.00%	$74,400.00
Technology and Product Development (2)	0.00%	$0.00	15.00%	$18,600.00
Infrastructure (3)	0.00%	$0.00	12.50%	$15,500.00
General Working Capital (4)	0.00%	$0.00	7.60%	$9,424.00
Total	**100%**	**$10,000.00**	**100%**	**$124,000.00**

*We reserve the right to change the above use of proceeds if management believes it is in the best interest of the Company.

(1) We will use the proceeds for targeted marketing efforts towards boaters and recreational crews, charter boats and marinas and food service vendors (restaurants, food trucks and beverage brands. This will be a coordinated three-sided approach that fills demand (boaters), fortifies distribution (charters/marinas) and secures inventory (vendors) creating a self-reinforcing growth loop in every new harbor.

(2) These proceeds will be used to expand our core technology and product development efforts by hiring dedicated talent, specifically, one Product Manager to own the roadmap and two Full-Stack Engineers to accelerate the build-out of real-time order tracking and ETA estimation features. This investment will ensure our platform remains reliable and user-friendly even during peak boating traffic. A portion of the funds will also be used to integrate our platform with key marina management systems and payment gateways via robust APIs. This will streamline partner onboarding, automate reconciliation, and deliver a frictionless booking experience for boat owners.

(3) These proceeds will be used to build out our operations and infrastructure and hire additional personnel.

(4) These proceeds will be used for general operating expenses and liquidity.

How will the issuer complete the transaction and deliver securities to the investors?

Transfer Agent - In entering into an agreement on PicMii Crowdfunding's Funding Portal to purchase securities, both investors and the Company must agree that a transfer agent, which keeps records of our outstanding Class B Common Stock (the "Securities"), will issue digital Securities in the investor's name (a paper certificate will not be printed) or that the Company is capable of maintaining investment records on their own. In this case, the company will be utilizing a transfer agent.

How can an investor cancel an investment commitment?

You may cancel an investment commitment for any reason until 48 hours prior to the deadline identified in the offering PicMii will notify investors when the target offering amount has been met. If the issuer reaches the target offering amount prior to the deadline identified in the offering materials, it may close the offering early if it provides notice about the new offering deadline at least five business days prior to such new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). PicMii Crowdfunding will notify investors when the target offering amount has been met. If an investor does not cancel an investment commitment before the 48-hour period prior to the offering deadline, the funds will be released to the issuer upon closing of the offering and the investor will receive securities in exchange for his or her investment. If an investor does not reconfirm his or her investment commitment after a material change is made to the offering, the investor's investment commitment will be cancelled, and the committed funds will be returned.

Can the company perform multiple closings or rolling closings for the offering?

If we reach the target offering amount prior to the offering deadline, we may conduct the first of multiple closings of the offering early, if we provide notice about the new offering deadline at least five business days prior (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). Thereafter, we may conduct additional closings until the offering deadline. We will issue Securities in connection with each closing. Oversubscriptions will be allocated on a first come, first served basis. Changes to the offering, material or otherwise, occurring after a closing, will only impact investments which have yet to be closed.

Ownership and Capital Structure

The Offering

12. Describe the terms of the securities being offered.

Up to $124,000 in Class B Common Stock at $0.50 per share with a minimum target amount of $10,000.00.

Offering Minimum (Target Offering Amount): $10,000.00 | 20,000 shares of Class B Common Stock
Offering Maximum: $124,000 | 248,000 shares of Class B Common Stock
Type of Security Offered: Class B Common Stock
Purchase Price of Security Offered: $0.50 per Share
Minimum Investment Amount (per investor): $250.00 | 500 shares of Class B Common Stock

The Minimum Individual Purchase Amount accepted under this Regulation CF Offering is $250.00. The Company must reach its Target Offering Amount of $10,000.00 by February 28, 2027 (the "Offering Deadline"). Unless the Company raises at least the Target Offering Amount of $10,000.00 under the Regulation CF offering by the Offering Deadline, no securities will be sold in this Offering, investment commitments will be cancelled, and committed funds will be returned.

Bonus Share Incentives: Subscribers who meet the requirements below will receive bonus shares in addition to the Shares purchased, as reflected on the signature page.

Time-Based Bonuses

- **Tier 1:** Invest by November 30, 2026 and receive 15% bonus shares.
- **Tier 2:** Invest between December 1, 2026 and December 14, 2026 and receive 10% bonus shares.
- **Tier 3:** Invest between December 15, 2026 and December 30, 2026 and receive 5% bonus shares.

Amount-Based Bonuses

- **Tier 1:** Invest $2,500+ and receive 10% bonus shares.
- **Tier 2:** Invest $5,000+ and receive 15% bonus shares.
- **Tier 3:** Invest $10,000+ and receive 20% bonus shares.

**Investors can only receive one (1) amount-based incentive and one (1) time-based incentive per investment.*

***In order to receive perks from an investment, one must submit a single investment in the same offering that meets the minimum perk requirement. Cumulative investments, individual investments submitted over time, cannot be combined to meet the perk requirements. All perks are issued or awarded when the offering is completed.*

****Crowdfunding investments made through a self-directed IRA cannot receive non-bonus share perks due to tax laws. The Internal Revenue Service (IRS) prohibits self-dealing transactions in which the investor receives an immediate, personal financial gain on investments owned by their retirement account. As a result, an investor must refuse those non-bonus share perks because they would be receiving a benefit from their IRA account.*

*****Fractional shares will be rounded up and are stackable.*

NOTE TO INVESTORS ABOUT THE SPV

Regulation Crowdfunding allows an issuer to use a special purpose vehicle, or SPV. The technical legal term is a "crowdfunding vehicle."

In this case, while the name of the Company itself is BoatBites Inc., the name of the SPV is BoatBites CF Investors SPV, LLC. You and all the other Regulation Crowdfunding investors will invest in BoatBites CF Investors SPV, LLC and BoatBites CF Investors SPV, LLC will, in turn, use your money to invest in BoatBites Inc. Hence, BoatBites CF Investors SPV, LLC will be reflected as one investor in BoatBites Inc.

BoatBites Inc. believes this structure – with one investor rather than many – will make it easier to raise additional capital in the future because the Offering will leave the Company with only one investor on its capitalization table.

BoatBites CF Investors SPV, LLC will conduct no business other than to invest in BoatBites Inc. The SPV has been organized and will be operated for the sole purpose of directly acquiring, holding and disposing of the Company's securities, will not borrow money and will use all the proceeds from the sale of its securities solely to purchase a single class of securities of the Company. BoatBites CF Investors SPV, LLC will be managed by the Company itself. The Company's use of the SPV is intended to allow investors in the SPV to achieve the same economic exposure, voting power, and ability to assert State and Federal law rights, and receive the same disclosures, as if they had invested directly in the Company. The Company's use of the SPV will not result in any additional fees being charged to investors.

All the information about "the Company" in this Form C refers to BoatBites Inc., not to BoatBites CF Investors SPV, LLC unless otherwise indicated.

NOTE TO INVESTORS: As explained above, you will invest in BoatBites CF Investors SPV, LLC, not in the Company directly. You will receive an interest in BoatBites CF Investors SPV, LLC called "Investor Shares" while BoatBites CF Investors SPV, LLC will receive shares of Class B Common Stock issued by the Company. The governing documents of BoatBites CF Investors SPV, LLC, being its Certificate of Formation and Limited Liability Company Agreement (EXHIBIT E and EXHIBIT G), and the Investor Shares to be issued to you from BoatBites CF Investors SPV, LLC, are intended to put you in the same position as if you had purchased Class B Common Stock directly from the Company. The Class B Common Stock do not have voting rights. As such, the SPV investor units do not have voting rights.

13. Do the securities offered have voting rights? Voting Rights and Proxy:

No, the Class B Common Stock do not have voting rights. Thus, Investors will never be able to vote upon any matters of the Company. As such, Investors will not have any influence over matters requiring stockholder approval, including the election of directors or managers and approval of significant Company transactions, nor the Company's management and policies. Moreover, those with voting rights could use their voting influence to maintain the Company's existing management, delay or prevent changes in control of the Company, issue additional securities which may dilute you, repurchase securities of the Company, enter into transactions with related parties or support or reject other management and board proposals. Additionally, investors in the Co-Issuer will indirectly hold only Class B Common Stock and are completely passive investors. As such, Investors should not purchase the Securities if they are not comfortable with this lack of voting and control.

14. Are there any limitations on any voting or other rights identified above?

The Company is a party to a certain Stockholders Agreement, dated as of July 18, 2025, under which the Company and certain shareholders have agreed to, among other things (i) the size of the Board (five directors); (ii) the Board's composition, including the right of the Founders to nominate three (3) individuals; (iii) protective provisions; (iv) restrictions on transfer; (v) tag-along rights; (vi) preemptive rights; (vii) drag-along rights; (viii) registration rights; (ix) right of first refusal; and (x) information rights. See Exhibit I for the full terms of the Stockholders Agreement. The Co-Issuer will not be required to become a party to the Stockholders Agreement.

15. How may the terms of the securities being offered be modified?
We may choose to modify the terms of the securities before the offering is completed. However, if the terms are modified, and we deem it to be a material change, we need to contact you and you will be given the opportunity to reconfirm your investment. Your reconfirmation must be completed within five business days of receipt of the notice of a material change, and if you do not reconfirm, your investment will be cancelled and your money will be returned to you.

Restrictions on Transfer of the Securities Offered

The securities being offered may not be transferred by any purchaser of such securities during the one-year period beginning when the securities were issued, unless such securities are transferred:

- to the issuer;
- to an accredited investor;
- as part of an offering registered with the U.S. Securities and Exchange Commission; or to a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

- The term "accredited investor" means any person who comes within any of the categories set forth in Rule 501(a) of Regulation D, or who the seller reasonably believes comes within any of such categories, at the time of the sale of the securities to that person. The term "member of the family of the purchaser or the equivalent" includes a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the purchaser, and includes adoptive relationships. The term "spousal equivalent" means a cohabitant occupying a relationship generally equivalent to that of a spouse.

Description of Issuer's Securities

16. Material terms of any outstanding securities or classes of securities of the issuer.

Class of Security	Amount Authorized	Amount Outstanding	Reserved Options	Convertible Note/SAFEs	Voting Rights
Class A Common Stock	50,000,000	37,842,435	N/A	N/A	Yes
Class B Common Stock	20,000,000	3,567,395	N/A	N/A	No

Options, Warrants and Other Rights

Convertible Promissory Notes:

The Company has several convertible promissory notes outstanding:

(1) Convertible Promissory Note for $200,000

Key Terms:

(a) Interest rate of 15% per annum;
(b) Automatic Conversion if the Company raises at least $500,000 at the lower of (i) pre-money valuation of $10,000,000 or (ii) 80% of the price paid per share in the qualified financing;
(c) Automatic conversion at maturity using a $10,000,000 valuation cap;
(d) Most favored nations clause;
(e) In the event of a change of control, holder is entitled to receive, at its option, the greater of (i) repayment of the outstanding principal amount plus accured interest, or (ii) conversion into shares at a $10,000,000 valuation cap.
(f) Unsecured;
(g) Maturity Date of December 31, 2028.

(2) Convertible Promissory Notes for $60,000

Key Terms:

(a) Interest rate of 15% per annum;
(b) Automatic Conversion if the Company raises at least $500,000 at the lower of (i) pre-money valuation of $10,000,000 or (ii) 80% of the price paid per share in the qualified financing;
(c) Automatic conversion at maturity using a $10,000,000 valuation cap;
(d) Most favored nations clause;
(e) In the event of a change of control, holder is entitled to receive, at its option, the greater of (i) repayment of the outstanding principal amount plus accured interest, or (ii) conversion into shares at a $10,000,000 valuation cap.
(f) Unsecured;
(g) Maturity Dates are (i) June 5, 2027, (ii) July 2, 2027 and (iii) March 4, 2027.

(3) Convertible Promissory Note for $1,750

Key Terms:

(a) Interest rate of 15% per annum;
(b) Mandatory repayment if the Company raises at least $100,000;
(c) Automatic conversion at maturity using a $10,000,000 valuation cap;
(d) Most favored nations clause;
(e) In the event of a change of control, holder is entitled to receive, at its option, the greater of (i) repayment of the outstanding principal amount plus accured interest, or (ii) conversion into shares at a $10,000,000 valuation cap.
(f) Unsecured;
(g) Maturity Date is March 21, 2027.

Phantom Stock

The Company has issued and outstanding 600,000 shares of Phantom Stock. Upon a change in control, each outstanding share of Phantom Stock shall immediately vest and entitle the recipient to receive a cash payment equal to the fair market value of one share of the Company's Common Stock on the date of the change in control, multiplied by the number of vested shares of Phantom Stock held by the recipient as of the change in control. Payments shall be paid when, as, and if received in such change in control transaction.

17. How may the rights of the securities being offered be materially limited, diluted or qualified by the rights of any other class of securities?

Investors should understand the potential for dilution. The investor's stake in a company could be diluted due to the company issuing additional shares. In other words, when the company issues more shares, the percentage of the company that you own will go down, even though the value of the company may go up. You will own a smaller piece of a larger company. This increase in

number of shares outstanding could result from a stock offering (such as an initial public offering, another crowdfunding round, a venture capital round, angel investment), employees exercising stock options, or by conversion of certain instruments (e.g., convertible bonds, preferred shares or warrants) into stock. If the company decides to issue more shares, an investor could experience value dilution, with each share being worth less than before, and control dilution, with the total percentage an investor owns being less than before. There may also be earnings dilution, with a reduction in the amount earned per share (though this typically occurs only if the company offers dividends, and most early-stage companies are unlikely to offer dividends, preferring to invest any earnings into the company)

18. Are there any differences not reflected above between the securities being offered and each other class of security of the issuer?

The Company is offering Class B Common Stock which do not have voting rights, while the Class A Common Stock do have voting rights.

19. How could the exercise of rights held by the principal owners identified in Question 5 above affect the purchasers of Securities being offered?

The holder of a majority of the voting rights in the company may make decisions with which you disagree, or that negatively affect the value of your investment in the company, and you will have no recourse to change those decisions. Your interests may conflict with the interests of other investors, and there is no guarantee that the company will develop in a way that is advantageous to you. For example, the majority shareholder may decide to issue additional shares to new investors, sell convertible debt instruments with beneficial conversion features, or make decisions that affect the tax treatment of the company in ways that may be unfavorable to you. Based on the risks described above, you may lose all or part of your investment in the securities that you purchase, and you may never see positive returns.

20. How are the securities being offered valued? Include examples of methods for how such securities may be valued by the issuer in the future, including during subsequent corporate actions.

The issuer is raising this Regulation Crowdfunding round at a $20,704,915 pre-money valuation (excluding shares of Phantom Stock).

The securities being offered are valued at the issuer’s discretion. An early-stage company typically sells its shares (or grants options over its shares) to its founders and early employees at a very low cash cost, because they are, in effect, putting their “sweat equity” into the company. When the company seeks cash investments from outside investors, like you, the new investors typically pay a much larger sum for their shares than the founders or earlier investors, which means that the cash value of your stake is immediately diluted because each share of the same type is worth the same amount, and you paid more for your shares than earlier investors did for theirs.

There are several ways to value a company, and none of them is perfect and all of them involve a certain degree of guesswork. Any of these methods, plus others, may be used to determine valuation in the future:

Liquidation Value – The amount for which the assets of the company can be sold, minus the liabilities owed, e.g., the assets of a bakery include the cake mixers, ingredients, baking tins, etc. The liabilities of a bakery include the cost of rent or mortgage on the bakery. However, this value does not reflect the potential value of a business, e.g., the value of the secret recipe. The value for most startups lies in their potential, as many early-stage companies do not have many assets.

Book Value – This is based on analysis of the company's financial statements, usually looking at the company's balance sheet as prepared by its accountants. However, the balance sheet only looks at costs (i.e., what was paid for the asset), and does not consider whether the asset has increased in value over time. In addition, some intangible assets, such as patents, trademarks or trade names, are very valuable but are not usually represented at their market value on the balance sheet.

Earnings Approach – This is based on what the investor will pay (the present value) for what the investor expects to obtain in the future (the future return), taking into account inflation, the lost opportunity to participate in other investments, the risk of not receiving the return. However, predictions of the future are uncertain and valuation of future returns is a best guess.

Different methods of valuation produce a different answer as to what your investment is worth. Typically, liquidation value and book value will produce a lower valuation than the earnings approach. However, the earnings approach is also most likely to be risky as it is based on many assumptions about the future, while liquidation value and book value are much more conservative.

Future investors (including people seeking to acquire the company) may value the company differently. They may use a different valuation method, or different assumptions about the company's business and its market. Different valuations may mean that the value assigned to your investment changes. It frequently happens that when a large institutional investor such as a venture capitalist makes an investment in a company, it values the company at a lower price than the initial investors did. If this happens, the value of the investment would go down.

21. What are the risks to purchasers of the securities relating to minority ownership in the issuer?

The Company's Amended and Restated Certificate of Incorporation or Bylaws can be amended by the holders of a majority of the issued and outstanding voting shares of the Company. As minority and non-voting owners, the crowdfunding investors are subject to the decisions made by the majority voting owners. The issued and outstanding shares of voting common stock give management voting control of the Company. As a minority and non-voting owner, you will have no ability to vote on issues that impact your investment, such as, among other things: (a) the liquidation, dissolution or winding up of the company, or effecting any merger or consolidation;

(b) amendment of any provision of the Amended and Restated Certificate of Incorporation or Bylaws; (c) creation and issuance of other securities having rights, preferences or privileges senior to the Class B Common Stock sold to the crowdfunding investors, or increasing the authorized number of shares of stock of the Company; or (d) creation of any debt security.

22. What are the risks to purchasers associated with corporate actions including:

1. **Additional issuances of securities**
2. **Issuer repurchases of securities**
3. **A sale of the issuer or of assets of the issuer**
4. **Transactions with related parties**

The authorization and issuance of additional shares of the Company's Common Stock (whether Class A Common Stock or Class B Common Stock) will dilute the ownership of the crowdfunding investors. As a result, if the Company achieves profitable operations in the future, its net income per share will be reduced because of dilution, and the market price of the Company's Common Stock, if there is a market price, could decline as a result of the additional issuances of securities. If the Company repurchases securities, so that the above risk is mitigated, and there are fewer shares of Common Stock outstanding, the Company may not have enough cash available for marketing expenses, growth, or operating expenses to reach our goals. If we do not have enough cash to operate and grow, we anticipate the market price of our securities would decline. A sale of the Company or of all of the assets of the Company may result in an entire loss of your investment. We cannot predict the market value of the Company or its assets, and the proceeds of a sale may not be cash, but instead, unmarketable securities, or an assumption of liabilities. It is unlikely that in the near term, a sale would result in a premium that is significant enough over book value to generate a return to our investors. We may need to negotiate with a related party for additional capital. No assurance can be given that such funds will be available or, if available, will be on commercially reasonable terms satisfactory to us. Even if such financing is available, it may be on terms that are materially averse to your interests with respect to dilution of book value, dividend preferences, liquidation preferences, or other terms.

23. Material terms of any indebtedness of the issuer:

Except for the Convertible Promissory Notes listed in Question 16, the Company does not have any outstanding debt.

24. What other exempt offerings has the Company conducted within the past three years?

Offering Date	Exemption	Security Type	Number of Securities Sold	Amount Sold	Use of Proceeds
July 27, 2023	4(a)(2)	Class C Common Stock*	32,745,930**	$7,796	Product Development

Various dates between July 30, 2023 and October 1, 2026	4(a)(2)	Class A Common Stock	5,186,505**	$1,719,601	Product Development
Various Dates Between August 9, 2023 and February 1, 2026	4(a)(2)	Class B Common Stock	3,567,395**	$0	N/A

*Converted into Class A Common Stock on July 21, 2025.
**A portion of the shares reflect the Company's stock split on July 21, 2025 which was on a 1 for 4.20 basis per outstanding share of Common Stock.

25. Was or is the issuer or any entities controlled by or under common control with the issuer a party to any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, where the amount involved exceeds five percent of the aggregate amount of capital raised by the issuer in reliance on Section 4(a)(6) of the Securities Act during the preceding 12-month period, including the amount the issuer seeks to raise in the current offering, in which any of the following persons had or is to have a direct or indirect material interest:

1. **Any director or officer of the issuer;**
2. **Any person who is, as of the most recent practicable date, the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power;**
3. **If the issuer was incorporated or organized within the past three years, any promoter of the issuer; or**
4. **Any immediate family members of any of the foregoing persons.**

N/A

Financial Condition of the Issuer

26. Does the issuer have an operating history?

Yes.

27. Describe the financial condition of the issuer, including, to the extent material, liquidity, capital resources and historical results of operations.

BoatBites Inc.'s financial performance reflects a company in an early-stage development and commercialization phase, with 2024 representing a period of continued platform development and operational investment and 2025 reflecting a significant increase in operating activity, development and expenses. The Company's financial results demonstrate its continued investment in developing its on-water e-commerce platform, expanding its operational capabilities, and preparing to scale its business model.

In 2024, BoatBites reported no recognized revenue, reflecting its pre-commercialization stage, while incurring $35,502 in cost of services and $140,976 in operating expenses. The Company recorded a net loss of $176,478 for the year, compared with a $108,241 loss in 2023. General and administrative expenses totaled $100,045, advertising and marketing expenses were $22,597, and professional services amounted to $18,334. These expenditures reflected continued investment in platform development, business infrastructure, and commercialization preparation.

In 2025, BoatBites began recording revenue, generating approximately $4,737 for the year. However, cost of services increased substantially to $103,254, resulting in a gross loss of approximately $98,517. Operating expenses totaled approximately $1.02 million, bringing the Company's reported net loss to approximately $1.12 million. This represents a significant increase in operating investment relative to 2024, as the Company continued building its business and pursuing commercialization. While revenue generation began, the Company continued to incur operating losses.

Overall, the comparison between 2024 and 2025 highlights BoatBites' transition from a development-stage business toward early revenue-generating operations. The Company increased its spending substantially during 2025, with total losses expanding from approximately $176,000 in 2024 to approximately $1.12 million in 2025. This pattern has continued into 2026, although the Company has currently paused operations until additional funding is obtained. The Company does not intend to relaunch until is has raised at least $100,000, whether in this Offering or otherwise.

**For additional information regarding the issuer's financials, please review Exhibit A.*

28. Include the financial information specified by regulation, covering the two most recently completed fiscal years or the period(s) since inception if shorter.
See Exhibit A

29. With respect to the issuer, any predecessor of the issuer, any affiliated issuer, any director, officer, general partner or managing member of the issuer, any beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated in the same form as described in Question 6 of this Question and Answer format, any promoter connected with the issuer in any capacity at the time of such sale, any person that has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with such sale of securities, or any general partner, director, officer or managing member of any such solicitor, prior to May 16, 2016:

1. **Has any such person been convicted, within 10 years (or five years, in the case of issuers, their predecessors and affiliated issuers) before the filing of this offering statement, of any felony or misdemeanor: NO**
   i. In connection with the purchase or sale of securities?
   ii. Involving the making of any false filing with the commission?
   iii. Arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment advisor, funding portal or paid solicitor of purchasers of securities?
2. **Is any such person subject to any order, judgment or decree of any court of competent jurisdiction, entered within five years before the filing of the information required by Section 4A(b) of the Securities Act that, at the time of filing of this offering statement, restrains or enjoins such person from engaging or continuing to engage in any conduct or practice: NO**
   i. In connection with the purchase or sale of any security?
   ii. Involving the making of any false filing with the Commission?
   iii. Arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment advisor, funding portal or paid solicitor of purchasers of securities?
3. **Is any such person subject to a final order of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that: NO**
   i. At the time of the filing this offering statement bars the person from:
      1. **Association with an entity regulated by such commission, authority, agency or officer?**
      2. **Engaging in business of securities, insurance, or banking?**
      3. **Engaging in savings association or credit union activities?**

   ii. constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative or deceptive conduct and for which the order was entered within the 10-year period ending on the date of the filing of this offering statement?

4. **Is any such person subject to an order of the Commission entered pursuant to Section 15(b) or 15B(c) of the Exchange Act or Section 203(e) or (f) of the**

Investment Advisers Act of 1940 that, at the time of the filing of this offering statement:NO

i. Suspends or revokes such person's registration as a broker, dealer, municipal securities dealer, investment advisor or funding portal?

ii. Places limitations on the activities, functions or operations of such person?

iii. Bars such person from being associated with any entity or from participating in the offering of any penny stock?

5. **Is any such person subject to any order of the Commission entered within five years before the filing of this offering statement that, at the time of the filing of this offering statement, orders the person to cease and desist from committing or causing a violation or future violation of:NO**

   i. Any scienter-based anti-fraud provision of the federal securities laws, including without limitation Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act, Section 15(c)(1) of the Exchange Act and Section 206(1) of the Investment Advisors Act of 1940 or any other rule or regulation thereunder?

   ii. Section 5 of the Securities Act?

6. **Is any such person suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade?NO**

7. **Has any such person filed (as a registrant or issuer), or was any such person or was any such person named as an underwriter in, any registration statement or Regulation A offering statement filed with the Commission that, within five years before the filing of this offering statement, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is any such person, at the time of such filing, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued?NO**

8. **Is any such person subject to a United States Postal Service false representation order entered within five years before the filing of the information required by Section 4A(b) of the Securities Act, or is any such person, at the time of filing of this offering statement, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations? NO**

BoatBites Inc. answers 'NO' to all of the above questions.

Other Material Information

30. In addition to the information expressly required to be included in this Form, include: any other material information presented to investors; and such further material information, if any, as may be necessary to make the required statements, in the light of the circumstances under which they are made, not misleading. The following documents are being submitted as part of this offering:

Audited Financials: See Exhibit A

Offering Page: See Exhibit B

SPV Subscription Agreement: See Exhibit C

Subscription Agreement Between BoatBites CF Investors SPV, LLC and BotaBites Inc.: See Exhibit D

BoatBites CF Investors SPV, LLC Certificate of Formation: See Exhibit E

BotaBites Inc. Amended and Restated Certificate of Incorporation: See Exhibit F

BoatBites CF Investors SPV, LLC Limited Liability Agreement: See Exhibit G

Bylaws: See Exhibit H

Stockholders Agreement: See Exhibit I

Exhibit A

Audited Financial Statements (See attachment to Form C)

Exhibit B

Offering Page (See attachment to Form C)

Exhibit C

SPV Subscription Agreement (See attachment to Form C)

Exhibit D

Subscription Agreement Between BoatBites CF Investors SPV, LLC and BoatBites Inc. (See attachment to filings)

Exhibit E

BoatBites CF Investors SPV, LLC Certificate of Formation: (See attachment to filings)

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BoatBites Inc. Amended and Restated Certificate of Incorporation

Exhibit G

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Exhibit H

Bylaws

Exhibit I

Stockholders Agreement