WOODSON SPIRITS, LLC
FINANCIAL STATEMENTS
DECEMBER 31, 2025 AND 2024

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Matranga & Company
An Accountancy Corporation

INDEPENDENT ACCOUNTANTS' REVIEW REPORT

To the Board of Directors
Woodson Spirits, LLC
San Diego, California

We have reviewed the accompanying financial statements of Woodson Spirits, LLC., (a California limited liability company), which comprise the balance sheet as of December 31, 2025, and 2024, and the related statements of operations and members' capital and cash flows for the years then ended, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Management's Responsibility for the Financial Statements

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

Accountant's Responsibility

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

We are required to be independent of Woodson Spirits, LLC and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements related to our review.

Accountant's Conclusion

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

Matranga & Company



San Diego, California
October 27, 2026

WOODSON SPIRITS, LLC
BALANCE SHEETS
DECEMBER 31, 2025 AND 2024

ASSETS

	2025	2024
Current Assets		
Cash and cash equivalents	$ 2,824	$ 6,587
Accounts receivable, net (Note 1)	64,667	18,512
Prepaid expenses	203,828	1,833,814
Total Current Assets	271,319	1,858,913
Total Assets	$ 271,319	$ 1,858,913

LIABILITIES AND SHAREHOLDERS' EQUITY

	2025	2024
Current Liabilities		
Accounts payable	$ 147,006	187,594
Deferred Revenue	0	6,772
Line of credit (Note 3)	387,339	299,339
Related party payables	40,396	41,634
Sponsorships and ambassador payables-current	178,813	477,772
Total Current Liabilities	753,554	1,013,111
Long Term Liabilities		
Related party note payable (Note 4)	170,000	-
Sponsorships and ambassador payables-long term	11,667	1,174,220
Total Long Term Liabilities	181,667	1,174,220
Total Liabilities	935,221	2,187,331
Members' Capital		
Members' Capital	(663,902)	(328,418)
Total Members' Capital	(663,902)	(328,418)
Total Liabilities and Members' Capital	$ 271,319	$ 1,858,913

See accompanying notes and independent accountants' review report.

WOODSON SPIRITS, LLC
STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

	2025	2024
Net Sales	$ 363,953	$ 483,230
Costs and Expenses		
Cost of sales	385,707	375,000
Selling, general, and administrative expenses	284,035	328,807
	669,742	703,807
Income (Loss) from operations	(305,789)	(220,577)
Other Income (Expense)		
Interest expense	(27,652)	(17,072)
Total Other Income (Expense)	(27,652)	(17,072)
Income Before Income Tax	(333,441)	(237,649)
Provision for income taxes (Note 7)	(2,043)	(1,700)
Net Income (Loss)	$ (335,484)	$ (239,349)

See accompanying notes and independent accountants' review report.

WOODSON SPIRITS, LLC
STATEMENTS OF MEMBERS' CAPITAL
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

	2025	2024
Members' Capital, beginning of year	(328,418)	(89,069)
Net Income (Loss)	(335,484)	(239,349)
Members' Capital, end of year	$ (663,902)	$ (328,418)

See accompanying notes and independent accountants' review report.

WOODSON SPIRITS, LLC
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

	2025	2024
Cash Flows from Operating Activities:		
Net income (Loss)	$ (335,484)	$ (239,349)
Changes in operating assets and liabilities:		
Accounts receivable, net	(46,155)	(18,512)
Prepaid expenses	1,629,985	(1,822,987)
Accounts payable	(40,588)	116,091
Sponsorship and ambassador payables	(1,461,511)	1,651,992
Related party payables	(1,238)	14,973
Deferred revenue	(6,772)	6,772
Net cash (used) provided by operating activities	(261,763)	(291,020)
Cash Flows from Financing Activities:		
Borrowings (repayments) on line of credit	88,000	199,339
Proceeds from issuance of note payable	170,000	0
Net cash provided by (used in) financial activities	258,000	199,339
Net Increase (Decrease) in Cash and Cash Equivalents	(3,763)	(91,681)
Cash and Cash Equivalents, beginning of period	6,587	98,268
Cash and Cash Equivalents, end of period (Note 1)	$ 2,824	$ 6,587
Supplemental Disclosures		
Cash paid during the year for:		
Interest	$ 27,652	$ 0
Income taxes	$ 2,043	$ 0

See accompanying notes and independent accountants' review report.

NOTE 1 – NATURE OF OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES

A summary of significant accounting policies of Woodson Spirits, LLC, a California Limited Liability Company, (the "Company") is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management who are responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

Business Description

The Company was incorporated on July 15, 2022, under the laws of the state of California and is engaged in the business of creating, developing, launching, labeling, promoting marketing and overseeing certain whiskey spirits and cocktails of all kinds and other products incorporating the name, likeness and signature of Charles Woodson.

Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and investments purchased with original maturities of three months or less.

Accounts Receivable

Accounts receivables are shown net of an allowance for uncollectible accounts. The valuation of the allowance is based on historical collection trends and management's judgment on the collectability of these accounts. Historical collection trends, as well as prevailing and anticipated economic conditions, are routinely monitored by management, and any adjustments required are reflected in current operations. The allowance for doubtful accounts as of December 31, 2025, and 2024, was $0.

Revenue Recognition

The company recognizes revenues from contracts with customers under ASC 606, Revenue from Contracts with Customers ("Topic 606"). Under Topic 606, a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. A good or service is transferred to a customer when, or as, the customer obtains control of that good or service. Revenue from contracts with customers consists mainly of royalty revenue.

NOTE 1 – NATURE OF OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES (cont.)

Revenue Recognition (Continued)

Revenues for royalties are generated by granting third-party licensees the right to use their intellectual property (the name, likeness and signature of Charles Woodson). Royalty revenues are primarily based on a percentage of net sales or fixed rates per unit sold by the licensees. Because the royalties are sales or usage based, the Company recognizes royalty revenue at the later of when the subsequent sale or usage occurs, or when the underlying performance obligation is satisfied. Revenue is recognized in the period the licensee's sales occur, generally relying on verified sales and usage reports provided by the third parties. In instances where licensee reports are not immediately available, revenue is estimated based on historical data, recent reporting trends and expected usage.

The accounting records of the Company are maintained on an accrual basis. Accordingly, revenues are recorded in the period in which they are earned, and expenses are recorded in the period in which they are incurred. The effect of events on the business is recognized as services are rendered or consumed rather than when cash is received or paid.

The accounting records are maintained using the accrual method for financial reporting and cash basis for income tax reporting purposes.

Income Taxes

The Company accounts for income taxes using the asset and liability approach as promulgated by FASB 360-10-35, *Accounting for Income Taxes.* Deferred income taxes and liabilities are established for temporary differences between the financial reporting basis and the tax basis of the Company's assets and liabilities at tax rates currently in effect when such assets or liabilities are expected to be realized or settled. A valuation allowance for deferred income tax assets is recorded if, in the judgment of the Company's management, it is more likely than not that such assets will not be realized.

The Company files income tax returns in the U.S. federal jurisdiction and the California state jurisdiction. The Company is no longer subject to U.S. federal, state, and local income tax examinations by tax authorities for years before 2022.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Balances subject to significant estimates and assumptions include inventories, accounts receivable, and deferred income taxes. Actual results could differ from these estimates.

NOTE 1 – NATURE OF OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES (cont.)

Concentration of Credit Risk

The Company provides services on credit to its customers, which are businesses of various sizes in a variety of industries located primarily in Southern California. The Company performs ongoing credit evaluations of its customers and maintains an allowance for potential losses. The Company generally does not require collateral from its customers.

Financial instruments that subject the Company to credit risk consist primarily of cash, and accounts receivable. The Company invests its cash in high-quality financial institutions.

The Company, at times during operations, has bank account balances which exceed $250,000. The Federal Deposit Insurance Corporation (FDIC) insures only $250,000 of funds. The Company has not experienced any losses in such accounts. Management believes that the Company is not exposed to any significant credit risk as to cash and cash equivalents. On December 31, 2025, and 2024, the Company had uninsured cash balances of $0.

Advertising

The Company follows the policy of charging costs of advertising to expenses as incurred.

Fair Value of Financial Instruments

The Company adopted the provisions of FASB ASC 820-10 which provides a framework for measuring fair value under GAAP. It defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. It requires that valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. It also establishes a fair value hierarchy, which prioritizes the valuation inputs into three broad levels.

There are three general valuation techniques that may be used to measure fair value, as described below:

A) Market approach – Uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. Prices may be indicated by pricing guides, sale transactions, market trades, or other sources;

B) Cost approach – Based on the amount that currently would be required to replace the service capacity of an asset (replacement cost); and

C) Income approach – Uses valuation techniques to convert future amounts to a single present amount based on current market expectations about the future amounts (includes present value techniques, and option-pricing models). Net present value is an income approach where a stream of expected cash flows is discounted at an appropriate market interest rate.

NOTE 1 – NATURE OF OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES (cont.)

Fair Value of Financial Instruments (Continued)

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practical to estimate that value.

Cash and Cash Equivalents. The carrying amounts are a reasonable estimate of fair value.

Accounts Receivable and Prepaid Expenses. The carrying value of accounts receivable and prepaid expenses approximates the fair value due to the short-term nature of these instruments.

Accounts and other Payables. The carrying value of accounts payable and accrued expenses approximates the fair value due to the short-term nature of these instruments.

Notes Payable. The carrying amount is a reasonable estimate of fair value as interest rates and interest rates on long-term borrowings have not changed significantly from interest rates for similar loans on December 31, 2025 and 2024.

Litigation and other Contingencies

In accordance with ASC 450, *Contingencies,* an accrual is recorded for a loss contingency which is probable, and damages can be reasonably estimated based on the anticipated most likely outcome or the minimum amount within a range of possible outcomes. The Company regularly reviews contingencies to determine the adequacy of its accruals and related disclosures. The amount of ultimate loss may differ from these estimates.

Going Concern

Pursuant to ASU 2014-15 and based on its evaluation, management concluded that there were no conditions or events that raise substantial doubt about the Company's ability to continue as a going concern for one year after the financial statements are issued.

Date of Management Evaluation

Management has evaluated subsequent events through October 27, 2026, the date on which the financial statements were available to be issued.

NOTE 3 – LINE OF CREDIT

The Company has established a revolving line of credit with Endeavor Bank for a maximum credit limit of $500,000, which was set to expire on February 1, 2026. The agreement is secured by substantially all assets of the Company as well as an assignment of life insurance on one of the Company owners in the amount of $25,000,000. Interest is payable monthly at the Endeavor Bank Base Reference Rate which was 7.5% on December 31, 2025.

NOTE 3 – LINE OF CREDIT (Continued)

On December 31, 2025, and 2024, the amount outstanding under the line of credit was $387,339 and $299,339, respectively. The line of credit is also subject to certain covenants and financial ratios, which the Company was in compliance with as of December 31, 2025, and 2024. On March 18, 2026, the agreement was modified to extend the maturity date to February 1, 2027.

NOTE 4 – RELATED PARTY NOTES PAYABLE

Related party notes payable consists of the following on December 31, 2025 and 2024:

	2025	2024
Note payable to Kettner Distillery. Beginning August 1, 2025, payable in 24 monthly interest only installments of $585 at a rate of 4.055% per annum thru July 31, 2027, at which time any unpaid interest and all or any portion of the outstanding principal shall become immediately payable on demand by the lender.	$ 170,000	$ 0
Total	$ 170,000	$ 0
Less current portion	0	0
Notes payable - net of current portion	$ 170,000	$ 0

NOTE 5 – COMMITMENTS AND CONTINGENCIES

The company has a license agreement with the National Football Museum, dba Pro Football Hall of Fame (PFHOF) effective March 31, 2025, though December 31, 2027. The agreement requires the Company to pay royalties in the amount of $1.00 per bottle of licensee's product sold during the term. In exchange the Company has marketing rights to use the PFHOF marks in advertising, marketing and promotion of the Company's brand and products.

The Company has a collegiate sponsorship agreement with IMG College, LLC effective July 1, 2024, through June 30, 2027. The agreement requires the Company to pay annual royalties in the amount of $100,00 in 2024, $125,000 in 2025 and $131,250 in 2026. In exchange the Company has sponsorship opportunities and specific inventory items at a university, solely with respect to its athletics department.

NOTE 5 – COMMITMENTS AND CONTINGENCIES (Continued)

The Company has a pro sports sponsorship agreement with an NFL football club and its related home venue effective August 15, 2023, through March 31, 2029. The agreement requires the Company to pay annual royalties varying in amount from $200,000 to $337,653. In addition, the Company is required to provide sponsorship fee credit in the amount of $250,000 each year. The fee shall cover in its entirety at least five appearances for one hour by Charles Woodson. In exchange the Company is granted marketing right to use the football club's name and logos in advertising, marketing and promotion of the Company's brand and products. In addition, the Company received various opportunities at the club's games including branded mobile bar, branded club bar, activation space, menu integration, club space usage, highway billboard, etc. See Note 7 – Subsequent Events for cancellation of this agreement.

The Company has a sponsorship agreement with Champions Circle, LLC effective July 21, 2025, through July 20, 2028. The agreement requires the Company to pay annual royalties of 10% of net profit of all tier 1 bottle sold online or in store and 15% of net profit for all tier 2 bottles sold online or in store during the period of the agreement. In exchange the Company marketing rights to use the Champion Circle logos in advertising, marketing and promotion of the Company's brand and products.

The Company has a sponsorship agreement with Blue by Ninety effective August 1, 2025, through July 31, 2027. The agreement requires the Company to pay a sponsorship fee of $40,000 in 24 monthly installments of $1,666.67. In exchange the Company marketing rights to use the Blue by Ninety logos in advertising, marketing and promotion of the Company's brand and products.

The Company has a sponsorship agreement with The Black Hole, LLC effective August 1, 2024, through July 31, 2027. The agreement requires the Company to pay a royalty fee of $3.50 per bottle sold online during the term of the agreement. The Company was also required to provide 10 cases (60 bottles) to the sponsor at no cost. In exchange the Company has marketing rights to use The Black Hole LLC's logos in advertising, marketing and promotion of the Company's brand and products.

The Company has an ambassador agreement with Teeny Rich Productions, Inc. for the services of a well-known actress effective September 29, 2023, through September 29, 2026. The agreement requires the Company to pay services fees from $25,000 to $36,750 in monthly installments throughout the agreement period. In exchange the actress agreed to participate in various public relations, social media and ambassador activities on behalf of the Company.

NOTE 5 – COMMITMENTS AND CONTINGENCIES (Continued)

Future minimum payments on sponsorship/ambassador agreements as of December 31, 2025, are as follows:

2026	$	178,813
2027		11,667
2028		0
2029		0
2030		0
Thereafter		0
Total future minimum payments on sponsorships/ambassador agreements	$	190,480

NOTE 6 - RELATED PARTY TRANSACTIONS

The Company receives royalty income and purchases products from Kettner Distillery, LLC, a related company through common ownership. During the year ending December 31, 2025, the Company received $487,670 and paid $36,730 to Kettner Distillery, LLC. The Company had $59,667 in accounts receivable from and $107,739 due to Kettner Distillery, LLC on December 31, 2025. During the year ended December 31, 2024, the Company received $554,317 and paid $125,355 to Kettner Distillery, LLC. The Company had $18,512 in accounts receivable from and $59,432 due to Kettner Distillery, LLC on December 31, 2024. During the year ended December 31, 2025, the Company made payments of $31,047 to Kettner Spirits Company, LCC, a related party through common ownership. The Company had no accounts receivable from Kettner Spirits Company, LLC and $19,208 in accounts payable to Kettner Spirits Company, LLC on December 31, 2025. The Company had no accounts receivable from Kettner Spirits Company, LLC and $67,448 in accounts payable to Kettner Spirits Company, LLC on December 31, 2024.

NOTE 7 – SUBSEQUENT EVENTS

As allowed by the agreement, on December 27, 2025, the Company notified the NFL football club and related venue its intent to end the sponsorship agreement effective March 31, 2026.