Form C

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Cover Page

Name of issuer:

Humidors Club International Corp.

Legal status of issuer:

Form:

Corporation

Jurisdiction of Incorporation/Organization:

WY

Date of organization:

10/27/2026

Physical address of issuer:

30 North Gould Street
Sheridan, WY 82801

Website of issuer:

https://www.humidorsclub.com

Name of intermediary through which the offering will be conducted:

Wefunder Portal LLC

CIK number of intermediary:

0001670254

SEC file number of intermediary:

007-00033

CRD number, if applicable, of intermediary:

283503

Amount of compensation to be paid to the intermediary, whether as a dollar amount or a percentage of the offering amount, or a good faith estimate if the exact amount is not available at the time of the filing, for conducting the offering, including the amount of referral and any other fees associated with the offering:

6.9% of the offering amount upon a successful fundraise, and be entitled to reimbursement for out-of-pocket third party expenses it pays or incurs on behalf of the Issuer in connection with the offering.

Any other direct or indirect interest in the issuer held by the intermediary, or any arrangement for the intermediary to acquire such an interest:

No

Type of security offered:

- ☐ Common Stock
- ☑ Preferred Stock
- ☐ Debt
- ☐ Other

Target number of securities to be offered:

6,667

Price:

$2.00

Method for determining price:

Dividing pre-money valuation $44,000,000.00 (or $33,000,000.00 for investors in the first $250,000.50) by number of shares outstanding on fully diluted basis.

Target offering amount:

$10,000.00

Oversubscriptions accepted:

- ☑ Yes
- ☐ No

Disclose how oversubscriptions will be allocated:

- ☐ Pro-rata basis
- ☐ First-come, first-served basis
- ☑ Other

Describe how oversubscriptions will be allocated:

As determined by the issuer

Maximum offering amount (if different from target offering amount):

$1,235,000.00

Deadline to reach the target offering amount:

4/30/2027

NOTE: If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be canceled and committed funds will be returned.

Current number of employees:

2

	Most recent fiscal year-end:	Prior fiscal year-end:
Total Assets:	$20.00	$0.00
Cash & Cash Equivalents:	$20.00	$0.00
Accounts Receivable:	$0.00	$0.00
Current Liabilities:	$20.00	$0.00
Non-Current Liabilities:	$0.00	$0.00
Revenues/Sales:	$0.00	$0.00
Cost of Goods Sold:	$0.00	$0.00
Taxes Paid:	$0.00	$0.00
Net Income:	$0.00	$0.00

Select the jurisdictions in which the issuer intends to offer the securities:

AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, BS, GU, PR, VI, 1V

Offering Statement

Respond to each question in each paragraph of this part. Set forth each question and any notes, but not any instructions thereto, in their entirety. If disclosure in response to any question is responsive to one or more other questions, it is not necessary to repeat the disclosure. If a question or series of questions is inapplicable or the response is available elsewhere in the Form, either state that it is inapplicable, include a cross-reference to the responsive disclosure, or omit the question or series of questions.

Be very careful and precise in answering all questions. Give full and complete answers so that they are not misleading under the circumstances involved. Do not discuss any future performance or other anticipated event unless you have a reasonable basis to believe that it will actually occur within the foreseeable future. If any answer requiring significant information is materially inaccurate, incomplete or misleading, the Company, its management and principal shareholders may be liable to investors based on that information.

THE COMPANY

1. Name of issuer:

Humidors Club International Corp.

COMPANY ELIGIBILITY

2. ☑ Check this box to certify that all of the following statements are true for the issuer.

- Organized under, and subject to, the laws of a State or territory of the United States or the District of Columbia.
- Not subject to the requirement to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934.
- Not an investment company registered or required to be registered under the Investment Company Act of 1940.
- 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.
- Has filed with the Commission and provided to 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).
- 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.

3. Has the issuer or any of its predecessors previously failed to comply with the ongoing reporting requirements of Rule 202 of Regulation Crowdfunding?

- ☐ Yes
- ☑ No

DIRECTORS OF THE COMPANY

4. Provide the following information about each director (and any persons occupying a similar status or performing a similar function) of the issuer.

Director	Principal Occupation	Main Employer	Year Joined

Director	Principal Occupation	Main Employer	Year Joined
Alexandra Mederos	CEO	Humidors Club International Corp.	2026

For three years of business experience, refer to Appendix D: Director & Officer Work History.

OFFICERS OF THE COMPANY

5. Provide the following information about each officer (and any persons occupying a similar status or performing a similar function) of the issuer.

Officer	Positions Held	Year Joined
Alexandra Mederos	President, Treasurer, Secretary	2026

For three years of business experience, refer to Appendix D: Director & Officer Work History.

PRINCIPAL SECURITY HOLDERS

6. 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.

Name of Holder	% of Voting Power Prior to Offering
Alexandra Mederos	20%+

Business and Anticipated Business Plan

7. Describe in detail the business of the issuer and the anticipated business plan of the issuer.

Please review your Wefunder profile carefully to ensure it provides all material information, is not false or misleading, and does not omit any information that would cause the information included to be false or misleading.

For a description of our business and our business plan, please refer to the attached Appendix A, Business Description & Plan.

RISK FACTORS

8. Discuss the material factors that make an investment in the issuer speculative or risky:

A crowdfunding investment involves risk. Investors should not invest any funds unless they can afford to lose the entire investment.

In making an investment decision, investors must rely on their own examination of the issuer 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.

The Company has a limited operating history.

Humidors Club International Corp. was recently incorporated and has a limited operating history upon which investors can evaluate its business, financial condition, and prospects. The Company has not yet established a track record of commercial operations or demonstrated that it can generate revenue from its planned activities. Its business model may not develop as expected, and the Company may encounter difficulties establishing its brands, securing customers, and building its distribution network.

The Company has not generated revenue and may require additional financing.

The Company is in an early development and operational stage and has not yet generated revenue. It will need to establish commercial operations and generate sufficient sales to cover its expenses. The Company may require additional financing to fund working capital, inventory, manufacturing, marketing, and distribution. There can be no assurance that the Company will obtain sufficient financing or generate enough revenue to sustain its operations. If it cannot obtain additional capital when needed, it may need to delay, reduce, or discontinue its planned activities.

The Company may depend on a historical family business and related industry relationships that may not be available to it.

The Company describes its business as being built on three generations of Cuban tobacco heritage and a history of cigar manufacturing in Nicaragua. However, the Company's ability to benefit from this history, including access to manufacturing capabilities, supplier relationships, expertise, brands, intellectual property, and other business assets, may depend on arrangements or relationships that have not yet been fully established or may not be controlled by the Company. If the Company cannot secure or maintain the rights, resources, and relationships necessary to operate its business, its ability to manufacture and sell products may be materially affected.

The Company operates in a highly regulated industry.

The tobacco industry is subject to extensive federal, state, local, and foreign laws and regulations governing the manufacture, importation, labeling, packaging, marketing, advertising, distribution, sale, and taxation of tobacco products. Changes in applicable laws or regulations, or the Company's failure to comply with existing requirements, could result in additional costs, restrictions on its business activities, penalties, product recalls, or the suspension or loss of required licenses and permits. Compliance with these requirements may also limit the Company's ability to introduce products or expand into new markets.

Health concerns and changing consumer preferences may reduce demand for tobacco products.

Public health concerns regarding tobacco use, increased awareness of associated health risks, and changes in consumer preferences may reduce demand for cigars and other tobacco products. Governments and public health organizations may also introduce additional restrictions or taxes intended to discourage tobacco consumption. These developments could negatively affect the Company's ability to attract and retain customers and may limit the long-term growth of its business.

The production and aging of premium cigars may require substantial working capital and long lead times.

The production of premium handmade cigars may involve lengthy cultivation, processing, fermentation, aging, and manufacturing periods. The Company may need to purchase and maintain inventory well in advance of receiving payment from customers. This could tie up working capital, expose the Company to inventory risks, and make it difficult to respond quickly to changes in demand. If products take longer than expected to manufacture or sell, the Company's cash flow and financial condition could be adversely affected.

The Company faces significant competition and may not successfully establish its brands.

The premium cigar and tobacco industry is competitive and includes established manufacturers, distributors, and brands with greater financial resources, customer recognition, and established distribution networks. The Company's ability to compete will depend on its ability to establish and maintain brand recognition for Cubanacan, Mederos, Tabacalera Serrano, and any other products it develops or distributes. There can be no assurance that customers or distributors will accept its products or that the Company will be able to compete effectively on quality, pricing, availability, or brand reputation.

The Company's multiple product lines and business activities may create operational challenges.

The Company intends to develop, market, import, and distribute premium handmade cigars, whole-leaf tobacco products, and accessories under multiple brands. Managing several products, brands, suppliers, and distribution channels may increase operational complexity and require additional personnel, systems, and capital. The Company may not have the resources or experience necessary to manage these activities effectively, and its efforts to expand its product offerings may divert attention and resources from its core business.

International operations expose the Company to currency, trade, and cross-border risks.

The Company's sourcing, manufacturing, importation, and distribution activities may involve transactions across multiple countries and currencies. Changes in foreign exchange rates, international trade policies, tariffs, customs requirements, shipping costs, and other cross-border regulations could increase operating expenses or reduce the Company's margins. The Company may also face difficulties enforcing contractual rights or resolving disputes involving foreign suppliers, manufacturers, or business partners.

Restrictions on tobacco advertising and marketing may limit the Company's ability to acquire customers.

The marketing and promotion of tobacco products are subject to significant restrictions that vary by jurisdiction and advertising platform. These restrictions may limit the Company's ability to use certain marketing channels, sponsor events, promote its brands, or communicate directly with potential customers. Online platforms and other third-party service providers may also restrict or prohibit tobacco-related advertising. These limitations could make customer acquisition more difficult and expensive and may prevent the Company from building brand awareness as quickly as anticipated.

The Company's expansion plans and future financing objectives may not be achieved.

The Company intends to use financing to support working capital, expand distribution, and develop its business. Its plans may require additional capital, personnel, manufacturing capacity, and commercial relationships that it does not currently have. The Company may also pursue acquisitions or other expansion opportunities, which could involve significant costs and integration challenges. Any future plan to pursue a public listing, including a potential Nasdaq listing, will depend on numerous factors, including the Company's financial performance, ability to meet applicable listing requirements, market conditions, and access to additional capital. There can be no assurance that any of these objectives will be achieved.

The Company's reliance on manufacturing and supply relationships in Nicaragua exposes it to operational and geopolitical risks.

The Company's business involves the sourcing, production, and importation of tobacco products, including products manufactured in Nicaragua. Its operations may be affected by political or economic instability, changes in trade policies, import and export restrictions, customs delays, transportation disruptions, labor shortages, natural disasters, and other events affecting Nicaragua or its supply chain. Any disruption to manufacturing or the availability of tobacco leaves and other materials could delay production, increase costs, or prevent the Company from fulfilling customer orders.

The Company's success depends on establishing and maintaining distribution relationships.

The Company expects to sell its products through distributors, specialty tobacco retailers, cigar lounges, and other wholesale and retail channels. It may be unable to establish or maintain relationships with these distribution partners on commercially favorable terms. Distributors and retailers may choose to carry competing products, reduce their orders, delay payments, or discontinue selling the Company's products. If the Company cannot develop an effective distribution network, its ability to reach customers and generate revenue may be limited.

Product quality issues, product liability claims, or recalls could harm the Company's business.

The Company's reputation will depend in part on the quality, consistency, and safety of its products. Manufacturing defects, contamination, inconsistent product quality, improper storage, or other product-related issues could result in customer complaints, returns, recalls, or legal claims. Product liability claims or negative publicity could damage the Company's reputation and result in significant costs. The Company may not have sufficient insurance coverage to protect against all potential claims and losses.

The Company depends on key personnel and specialized industry experience.

The Company's success will depend on the experience, relationships, and continued services of its founders, management, and other key personnel. The cigar and tobacco industry requires specialized knowledge of sourcing, manufacturing, product development, and distribution. The loss of key personnel or the Company's inability to recruit and retain qualified employees and consultants could impair its ability to execute its business plan. The Company may also have limited resources to build the management and operational team required to support its growth.

Humidors Club International Corp operates with only two employees, which presents significant operational constraints and execution risks. Our ability to manage multiple business lines—including premium cigar manufacturing, private-label production, tobacco leaf wholesale, and accessories—with such limited personnel creates substantial risk that we will be unable to adequately oversee operations, maintain quality control, fulfill customer orders, or respond to market opportunities. The loss of either employee could severely disrupt our business operations. Additionally, our limited staffing may prevent us from scaling operations, entering new markets, or responding effectively to competitive pressures. There can be no assurance that we will be successful in attracting and retaining additional personnel necessary to grow our business, and our inability to expand our team could materially harm our prospects.

The success of Humidors Club International Corp depends heavily on the continued services and expertise of our founders, who possess three generations of Cuban tobacco heritage and specialized knowledge of cigar manufacturing, tobacco cultivation, and industry relationships. With only two employees, the loss of either individual through death, disability, or departure would have a severe adverse effect on our operations, customer relationships, and ability to continue business. We do not currently maintain key person life insurance on our founders or key personnel. Given the specialized nature of premium cigar manufacturing and the importance of our family's historical relationships in the industry, replacing such individuals would be extremely difficult and could result in loss of critical institutional knowledge, supplier relationships, and customer confidence. Investors should be aware that the company's prospects are substantially dependent on a very small number of individuals.

The premium cigar manufacturing process requires a production timeline of two to five years from tobacco seed planting through curing, aging, and final cigar production. This extended production cycle creates substantial working capital requirements, as we must invest significant resources in tobacco cultivation, processing, and inventory aging long before we can generate revenue from finished products. Any disruption to our production process—whether from agricultural failures, quality control issues, or operational problems—may not be discovered until years after the initial investment, resulting in substantial losses. Additionally, this long lead time makes it difficult to respond quickly to changes in consumer preferences, market conditions, or competitive dynamics. We must accurately forecast demand years in advance, and miscalculations could result in excess inventory that deteriorates in value or insufficient inventory to meet market demand. Our limited cash reserves make it particularly challenging to sustain operations through these extended production cycles.

Our business is fundamentally dependent on successful tobacco cultivation in Nicaragua, which exposes us to significant agricultural risks. Tobacco crops are vulnerable to adverse weather conditions, including droughts, floods, hurricanes, and unseasonable temperatures, any of which could damage or destroy crops and severely impact our supply of raw materials. Plant diseases, pest infestations, and soil quality degradation could also compromise crop yields and tobacco quality. Climate change may increase the frequency and severity of these risks over time. Because our production cycle spans multiple years, a single crop failure could impact our ability to produce finished cigars for an extended period. We may lack adequate insurance coverage for all agricultural risks, and even with insurance, we may experience business interruptions, increased costs, or quality issues that harm our reputation and financial performance. Our operations in Nicaragua also expose us to risks specific to that geographic region, including political instability and natural disasters common to Central America.

Humidors Club International Corp has limited cash reserves, which creates significant financial risk and uncertainty about our ability to continue operations and execute our business plan. The capital-intensive nature of tobacco cultivation, the extended production timeline for premium cigars, and the working capital requirements of maintaining aged tobacco inventory all require substantial ongoing funding. We will need to raise additional capital to support operations, and there can be no assurance that such financing will be available on acceptable terms, if at all. Our ability to obtain additional financing may be limited by market conditions, investor appetite for tobacco-related businesses, regulatory restrictions, or our financial performance. If we are unable to secure adequate funding, we may be forced to curtail operations, reduce production, delay product development, or cease business operations entirely. Any additional equity financing will result in dilution to existing investors, and debt financing, if available, may impose restrictive covenants that limit our operational flexibility.

There is no assurance that Humidors Club International Corp will achieve or maintain profitability. The premium cigar industry is highly competitive, and we face significant challenges in generating sufficient revenue to cover our operating expenses, production costs, and capital requirements. Our limited cash reserves mean we have minimal financial cushion to absorb unexpected expenses, market downturns, or operational setbacks. The extended production cycle for premium cigars means we must invest substantial capital years before generating returns, creating prolonged periods of negative cash flow. If our products fail to achieve adequate market acceptance, if we encounter production difficulties, or if market conditions deteriorate, we may never achieve profitability. Continued losses would deplete our limited resources and could force us to cease operations, resulting in a total loss of investment for our investors.

The premium cigar market is highly competitive and includes numerous well-established manufacturers with significantly greater financial resources, production capacity, distribution networks, brand recognition, and customer loyalty than Humidors Club International Corp. Many of our competitors have decades of market presence, established relationships with retailers and distributors, and substantial marketing budgets. These competitors may be better positioned to withstand economic downturns, respond to changing consumer preferences, invest in product innovation, or engage in price competition. Our limited resources and small team may prevent us from competing effectively for shelf space in retail stores, maintaining competitive pricing, or investing in marketing and brand development. Additionally, consolidation in the tobacco industry could create even larger competitors with enhanced market power. If we are unable to differentiate our products and compete effectively, our business prospects and financial performance will be materially harmed.

Public health campaigns, increased awareness of health risks associated with tobacco use, and changing social attitudes have contributed to declining smoking rates and reduced social acceptance of tobacco consumption in many markets. These trends pose a fundamental long-term threat to demand for all tobacco products, including premium cigars. Younger generations may be less likely to adopt cigar smoking, potentially reducing our future customer base. Additionally, premium cigars are discretionary luxury items, and consumer spending on such products may be particularly vulnerable during economic downturns or when household budgets are constrained. The social stigma associated with tobacco use may also limit our ability to market our products, attract retail partners, or expand into certain venues or geographic markets. If these negative trends continue or accelerate, demand for our products could decline significantly, materially harming our business and prospects.

Our ability to reach consumers depends substantially on our relationships with independent distributors, cigar retailers, and other third-party partners. We have limited control over these parties and their business practices, marketing efforts, or treatment of our products. Distributors and retailers may choose to prioritize competing products, reduce their inventory of our brands, or terminate their relationships with us. Changes in the retail landscape, including consolidation among retailers or distributors, could reduce our access to market or weaken our negotiating position. Additionally, any negative actions by our distribution partners—such as regulatory violations, poor customer service, or quality control failures—could harm our brand reputation even if we are not directly responsible. The loss of key distribution relationships or significant retail partners could materially reduce our sales and harm our business prospects.

The tobacco industry is subject to extensive and evolving regulation at the federal, state, local, and international levels. In the United States, our business is subject to regulation by the Food and Drug Administration, the Alcohol and Tobacco Tax and Trade Bureau, and numerous state and local authorities. These regulations govern manufacturing practices, product standards, labeling and packaging requirements, marketing and advertising restrictions, age verification for sales, tax obligations, and trade practices. Compliance with these regulations is complex and costly, and we may lack the resources and expertise to ensure full compliance across all jurisdictions. Regulatory requirements are subject to change, and new restrictions on tobacco products—including flavor bans, additional health warnings, plain packaging requirements, or increased taxation—could significantly increase our costs, limit our ability to market products, or reduce consumer demand. International regulations affecting tobacco imports and exports could impact our ability to source materials or sell products across borders. Any failure to comply with applicable regulations could result in fines, penalties, product seizures, or restrictions on our ability to conduct business, any of which could materially harm our operations and financial condition.

Humidors Club International Corp conducts tobacco cultivation and cigar manufacturing operations in Nicaragua, which exposes us to risks associated with foreign operations. These risks include political instability, changes in government policies, civil unrest, expropriation of property, currency fluctuations, restrictions on repatriation of funds, and challenges in enforcing contracts or protecting property rights under foreign legal systems. Nicaragua has experienced periods of political turmoil and economic instability, and any recurrence could disrupt our operations, damage our facilities, or prevent us from accessing our manufacturing operations. Additionally, our business may be affected by U.S. trade policies, import/export restrictions, tariffs, or sanctions that could limit our ability to bring products into the United States or increase our costs. Our Cuban heritage branding may create additional complications given U.S. restrictions on Cuban-origin products, even though our operations are now based in Nicaragua. Changes in international trade agreements or bilateral relations between the United States and Nicaragua could also adversely affect our business. Our limited resources may make it difficult to navigate these complex international risks or to relocate operations if conditions in Nicaragua deteriorate.

As a manufacturer and seller of tobacco products, Humidors Club International Corp faces the risk of product liability claims, personal injury lawsuits, and other litigation related to the health effects of tobacco use. The tobacco industry has historically been subject to significant litigation, including class action lawsuits and claims by individuals, healthcare providers, and government entities seeking to recover costs associated with tobacco-related illnesses. While premium cigars have faced less litigation than cigarettes, there is no assurance that we will not be named in future lawsuits or that courts will distinguish between different tobacco products. Defending against such claims would be costly and time-consuming, and we may lack adequate insurance coverage or financial resources to

defend against or satisfy judgments in such cases. Even unsuccessful claims could result in significant legal expenses and reputational harm. Additionally, adverse judgments or settlements in tobacco litigation involving other companies could create precedents that increase our exposure to similar claims.

Humidors Club International Corp's business emphasizes three generations of Cuban tobacco heritage and operates brands with Cuban-associated names and heritage. This positioning may expose us to intellectual property disputes, particularly given the complex legal landscape surrounding Cuban trademarks and the ongoing U.S. embargo on Cuban products. Other parties may claim rights to similar brand names, Cuban tobacco heritage, or related trademarks, potentially forcing us to rebrand, pay licensing fees, or cease use of certain marks. Additionally, we rely on trade secrets and proprietary knowledge related to tobacco cultivation, blending, and cigar manufacturing techniques passed down through our family. We may have limited ability to protect this proprietary information, and former employees, competitors, or business partners could potentially use or disclose such information. The costs of defending our intellectual property rights or defending against claims that we have infringed others' rights could be substantial and could divert management attention from operating our business.

Premium handmade cigars are luxury discretionary items, and demand for our products is particularly sensitive to economic conditions and consumer confidence. During economic recessions, periods of high unemployment, or times of financial uncertainty, consumers typically reduce spending on luxury goods and non-essential items. Our target customers—adult cigar enthusiasts and independent retailers—may be especially affected by economic downturns, leading to reduced purchases or trading down to less expensive alternatives. Additionally, our private-label manufacturing services depend on other businesses having sufficient resources to invest in custom cigar production. Economic pressures on independent cigar retailers, who are important customers and distribution partners, could result in store closures or reduced inventory purchases, further limiting our market access. Our limited financial resources provide minimal cushion to weather extended periods of reduced demand, and a significant economic downturn could threaten our ability to continue operations.

An investment in Humidors Club International Corp securities is highly speculative and involves a high degree of risk. You should invest only if you can afford to lose your entire investment. The securities being offered are not publicly traded, and no public market for them is expected to develop. The securities have not been registered under the Securities Act of 1933 or state securities laws and are subject to significant restrictions on transfer. You will be required to hold these securities for an indefinite period and may never be able to sell them. Even if the company is successful, there is no guarantee of any liquidity event such as an acquisition or public offering that would allow you to realize a return on your investment. The company is in a challenging industry with significant regulatory and operational risks, has limited cash reserves, and may never achieve profitability. Given these factors, you should be prepared for the possibility of a complete loss of your investment.

Investors in this offering will hold a minority equity position in Humidors Club International Corp and will have no ability to control or significantly influence company decisions, including decisions regarding business strategy, operations, future financings, mergers or acquisitions, or the timing and terms of any liquidity event. The company's management and controlling shareholders will make all significant decisions affecting the company. As a holder of preferred stock, your voting rights may be limited compared to common stockholders, and you may have no ability to elect directors or approve major corporate actions unless specifically required by law or the terms of your securities. Additionally, as a private company that has raised capital through Regulation Crowdfunding, we are subject to reduced disclosure and reporting requirements compared to public companies. You will receive limited financial information and may not be aware of material developments affecting the company or the value of your investment. You will have no access to detailed financial records, board meetings, or strategic planning information, and must rely on the limited annual reports and other disclosures required under Regulation Crowdfunding.

Humidors Club International Corp will require substantial additional capital to fund operations and growth, and we expect to raise additional funds through future equity financings. Each time we issue additional equity securities, the percentage ownership of existing investors will be diluted. The company has limited cash reserves and a capital-intensive business model with long production cycles, making future financings highly likely and potentially frequent. These future issuances may be at lower valuations than the current offering, resulting in significant dilution to existing investors. Additionally, future investors may negotiate superior rights, preferences, or protections that diminish the value of securities held by earlier investors. The securities being offered in this round do not include anti-dilution protections, and there are no limitations on the company's ability to issue additional securities. Given our anticipated capital needs and limited current resources, investors should expect substantial dilution of their ownership percentage over time, which will reduce their proportional stake in any future proceeds from a sale or liquidation of the company.

In this offering structure, a team member of Humidors Club International Corp has designated themselves as the lead investor who will sign documents and make decisions on behalf of all investors in the special purpose vehicle. This arrangement creates a fundamental and ongoing conflict of interest because the team member simultaneously represents the interests of the company (as its team member and operator) and the interests of the investors (as their designated representative). These interests may not always align and may frequently be adverse to one another. For example, decisions regarding company valuation, terms of future financings, timing of liquidity events, dividend policies, or responses to acquisition offers may benefit the company and its management while disadvantaging investors, or vice versa. The team member may have access to material non-public information about the company's financial condition, operations, or prospects that could influence decisions made on behalf of investors. There is no independent third-party investor advocate or representative to protect investor interests, negotiate on behalf of investors, or provide a check on potential self-dealing. Investors should be aware that they have no independent representation and that decisions affecting their investment will be made by an individual whose primary loyalty and financial interest lies with the company rather than with the investor group.

The Offering

USE OF FUNDS

9. What is the purpose of this offering?

The Company intends to use the net proceeds of this offering for working capital and general corporate purposes, which includes the specific items listed in Item 10 below. While the Company expects to use the net proceeds from the Offering in the manner described above, it cannot specify with certainty the particular uses of the net proceeds that it will receive from this Offering. Accordingly, the Company will have broad discretion in using these proceeds.

10. How does the issuer intend to use the proceeds of this offering?

If we raise: **$10,000**

Use of Proceeds: The Company intends to use the proceeds for operations and working capital (48.52%), CPA financial review and accounting (10.11%), corporate and securities legal fees (12.13%), Nasdaq listing preparation (14.15%), Wefunder fees (6.9%), and general corporate contingency (8.19%).

If we raise: **$1,235,000**

Use of Proceeds: If the Company raises the maximum offering amount of $1,235,000, it intends to use the additional capital to accelerate its expansion into new retail and distribution channels, establish relationships with a larger network of

cigar shops, lounges, and hospitality venues, increase production and inventory to support anticipated demand, and expand sales and marketing efforts for its Cubanacan, Mederos, and Wrapee brands. The additional proceeds would also allow the Company to pursue more comprehensive financial audits, strengthen its corporate and regulatory infrastructure, and advance preparations for a potential Nasdaq direct listing, although such a listing is not guaranteed. Wefunder fees will continue to apply to the additional funds raised.The Company intends to use the proceeds for operations and working capital (54.81%), CPA review, audit, and accounting (12.65%), corporate and securities legal fees (8.43%), Nasdaq listing preparation (11.81%), Wefunder fees (6.9%), and general corporate contingency (5.40%).

DELIVERY & CANCELLATIONS

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

Book Entry and Investment in the Co-Issuer. Investors will make their investments by investing in interests issued by one or more co-issuers, each of which is a special purpose vehicle ("SPV"). The SPV will invest all amounts it receives from investors in securities issued by the Company. Interests issued to investors by the SPV will be in book entry form. This means that the investor will not receive a certificate representing his or her investment. Each investment will be recorded in the books and records of the SPV. In addition, investors' interests in the investments will be recorded in each investor's "Portfolio" page on the Wefunder platform. All references in this Form C to an Investor's investment in the Company (or similar phrases) should be interpreted to include investments in a SPV.

12. How can an investor cancel an investment commitment?

NOTE: Investors may cancel an investment commitment until 48 hours prior to the deadline identified in these offering materials.

The intermediary 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.

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 canceled and the committed funds will be returned.

An Investor's right to cancel. An Investor may cancel his or her investment commitment at any time until 48 hours prior to the offering deadline.

If there is a material change to the terms of the offering or the information provided to the Investor about the offering and/or the Company, the Investor will be provided notice of the change and must re-confirm his or her investment commitment within five business days of receipt of the notice. If the Investor does not reconfirm, he or she will receive notifications disclosing that the commitment was cancelled, the reason for the cancellation, and the refund amount that the investor is required to receive. If a material change occurs within five business days of the maximum number of days the offering is to remain open, the offering will be extended to allow for a period of five business days for the investor to reconfirm.

If the Investor cancels his or her investment commitment during the period when cancellation is permissible, or does not reconfirm a commitment in the case of a material change to the investment, or the offering does not close, all of the Investor's funds will be returned within five business days.

Within five business days of cancellation of an offering by the Company, the Company will give each investor notification of the cancellation, disclose the reason for the cancellation, identify the refund amount the Investor will receive, and refund the Investor's funds.

The Company's right to cancel. The Investment Agreement you will execute with us provides the Company the right to cancel for any reason before the offering deadline.

If the sum of the investment commitments from all investors does not equal or exceed the target offering amount at the time of the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.

Ownership and Capital Structure

THE OFFERING

13. Describe the terms of the securities being offered.

Priced Round: $44,000,000.00 pre-money valuation

See exact security attached as Appendix B, Investor Contracts

Humidors Club International Corp. is offering up to 823,333 shares of Preferred Stock, at a price per share of $2.00.

Investors in the first $250,000.50 of the offering will receive preferred stock at a price per share of $1.50, and a pre-money valuation of $33,000,000.00 Wefunder VIP investors will be entitled to these terms for the entire duration of the offering, even if the threshold limit noted above is met.

The campaign maximum is $1,235,000.00 and the campaign minimum is $10,000.00.

VIP Bonus

HUMIDORS CLUB INTERNATIONAL CORP will offer a discount to the normal terms listed in this Form C for all investments that are committed by investors who are part of Wefunder, Inc's VIP program. This means eligible Wefunder investors will receive a discount for any securities they purchased in this offering. For more specific details on the company's discount, please review the description of the terms above.

The discount is only valid until the offering closes. Investors eligible for the bonus will also receive priority if they are on a waitlist to invest and the company exceeds its maximum funding goal. They will be given the first opportunity to invest if space in the offering becomes available due to the cancellation or failure of previous investments.

Securities Issued by the SPV

Instead of issuing its securities directly to investors, the Company has decided to issue its securities to the SPV, which will then issue interests in the SPV to investors. The SPV is formed concurrently with the filing of the Form C. Given this, the SPV does not have any financials to report. The SPV is managed by Wefunder Admin, LLC and is a co-issuer with the Company of the securities being offered in this offering. 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. While the Issuer may be required to pay an annual administrative fee for the maintenance of the SPV, investors should note the Company's use of the SPV will not result in any additional fees being charged to investors.

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 of the proceeds from the sale of its securities solely to purchase a single class of securities

securities, will not borrow money and will use all of the proceeds from the sale of its securities solely to purchase a single class of securities of the Company. As a result, an investor investing in the Company through the SPV will have the same relationship to the Company's securities, in terms of number, denomination, type and rights, as if the investor invested directly in the Company.

Voting Rights

If the securities offered by the Company and those offered by the SPV have voting rights, those voting rights may be exercised by the investor or his or her proxy. The applicable proxy is the Lead Investor, if the Proxy (described below) is in effect.

Proxy to the Lead Investor

The SPV securities have voting rights. With respect to those voting rights, the investor and his, her, or its transferees or assignees (collectively, the "Investor"), through a power of attorney granted by Investor in the Investor Agreement, has appointed or will appoint the Lead Investor as the Investor's true and lawful proxy and attorney (the "Proxy") with the power to act alone and with full power of substitution, on behalf of the Investor to: (i) vote all securities related to the Company purchased in an offering hosted by Wefunder Portal, and (ii) execute, in connection with such voting power, any instrument or document that the Lead Investor determines is necessary and appropriate in the exercise of his or her authority. Such Proxy will be irrevocable by the Investor unless and until a successor lead investor ("Replacement Lead Investor") takes the place of the Lead Investor. Upon notice that a Replacement Lead Investor has taken the place of the Lead Investor, the Investor will have five (5) calendar days to revoke the Proxy. If the Proxy is not revoked within the 5-day time period, it shall remain in effect.

Restriction on Transferability

The SPV securities are subject to restrictions on transfer, as set forth in the Subscription Agreement and the Limited Liability Company Agreement of Wefunder SPV, LLC, and may not be transferred without the prior approval of the Company, on behalf of the SPV.

14. Do the securities offered have voting rights?

- ☐ Yes
- ☑ No

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

See the above description of the Proxy to the Lead Investor.

16. How may the terms of the securities being offered be modified?

This Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and may be amended only by a writing executed by all parties.

Pursuant to authorization in the Investor Agreement between each Investor and Wefunder Portal, Wefunder Portal is authorized to take the following actions with respect to the investment contract between the Company and an investor:

A. Wefunder Portal may amend the terms of an investment contract, provided that the amended terms are more favorable to the investor than the original terms; and

B. Wefunder Portal may reduce the amount of an investor's investment if the reason for the reduction is that the Company's offering is oversubscribed.

Restrictions on Transfer of the Securities Being 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:

1. to the issuer;
2. to an accredited investor;
3. as part of an offering registered with the U.S. Securities and Exchange Commission; or
4. 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.

NOTE: 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

17. What other securities or classes of securities of the issuer are outstanding? Describe the material terms of any other outstanding securities or classes of securities of the issuer.

Class of Security	Authorized	Outstanding	Voting rights
Preferred Stock	900,000	0	☐
Common Stock	100000000	22000000	☑

Class of Security	Total Pool
Warrants	None
Options	None

Describe any other rights:

Preferred stock has a 1x liquidation preference over common stock. Common stock has voting rights, while preferred does not.

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

The holders of a majority-in-interest of voting rights in the Company could limit the Investor's rights in a material way. For example, those interest holders could vote to change the terms of the agreements governing the Company's operations or cause the Company to engage in additional offerings (including potentially a public offering).

These changes could result in further limitations on the voting rights the Investor will have as an owner of equity in the Company, for example by diluting those rights or limiting them to certain types of events or consents.

To the extent applicable, in cases where the rights of holders of convertible debt, SAFES, or other outstanding options or warrants are exercised, or if new awards are granted under our equity compensation plans, an Investor's interests in the Company may be diluted. This means that the pro rata portion of the Company represented by the Investor's securities will decrease, which could also diminish the Investor's voting and/or economic rights. In addition, as discussed above, if a majority-in-interest of holders of securities with voting rights cause the Company to issue additional equity, an Investor's interest will typically also be diluted.

Based on the risk that an Investor's rights could be limited, diluted or otherwise qualified, the Investor could lose all or part of his or her investment in the securities in this offering, and may never see positive returns.

Additional risks related to the rights of other security holders are discussed below, in Question 20.

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

No.

20. How could the exercise of rights held by the principal shareholders identified in Question 6 above affect the purchasers of the securities being offered?

As holders of a majority-in-interest of voting rights in the Company, **the shareholders** may make decisions with which the Investor disagrees, or that negatively affect the value of the Investor's securities in the Company, and the Investor will have no recourse to change these decisions. The Investor's interests may conflict with those of other investors, and there is no guarantee that the Company will develop in a way that is optimal for or advantageous to the Investor.

For example, **the shareholders** may change the terms of the Articles of Incorporation for the company, change the terms of securities issued by the Company, change the management of the Company, and even force out minority holders of securities. **The shareholders** may make changes that affect the tax treatment of the Company in ways that are unfavorable to you but favorable to them. They may also vote to engage in new offerings and/or to register certain of the Company's securities in a way that negatively affects the value of the securities the Investor owns. Other holders of securities of the Company may also have access to more information than the Investor, leaving the Investor at a disadvantage with respect to any decisions regarding the securities he or she owns. **The shareholders** have the right to redeem their securities at any time. **Shareholders** could decide to force the Company to redeem their **securities** at a time that is not favorable to the Investor and is damaging to the Company. Investors' exit may affect the value of the Company and/or its viability. In cases where the rights of holders of convertible debt, SAFES, or other outstanding options or warrants are exercised, or if new awards are granted under our equity compensation plans, an Investor's interests in the Company may be diluted. This means that the pro rata portion of the Company represented by the Investor's securities will decrease, which could also diminish the Investor's voting and/or economic rights. In addition, as discussed above, if a majority-in-interest of holders of securities with voting rights cause the Company to issue additional stock, an Investor's interest will typically also be diluted.

Based on the risks described above, the Investor could lose all or part of his or her investment in the securities in this offering, and may never see positive returns.

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

The offering price for the securities offered pursuant to this Form C has been determined arbitrarily by the Company, and does not necessarily bear any relationship to the Company's book value, assets, earnings or other generally accepted valuation criteria. In determining the offering price, the Company did not employ investment banking firms or other outside organizations to make an independent appraisal or evaluation. Accordingly, the offering price should not be considered to be indicative of the actual value of the securities offered hereby.

In the future, we will perform valuations of our common stock that take into account factors such as the following:

- unrelated third party valuations of our common stock;
- the price at which we sell other securities, such as convertible debt or preferred stock, in light of the rights, preferences and privileges of our those securities relative to those of our common stock;
- our results of operations, financial position and capital resources;
- current business conditions and projections;
- the lack of marketability of our common stock;
- the hiring of key personnel and the experience of our management;
- the introduction of new products;
- the risk inherent in the development and expansion of our products;
- our stage of development and material risks related to our business;
- the likelihood of achieving a liquidity event, such as an initial public offering or a sale of our company given the prevailing market conditions and the nature and history of our business;
- industry trends and competitive environment;
- trends in consumer spending, including consumer confidence;
- overall economic indicators, including gross domestic product, employment, inflation and interest rates; and
- the general economic outlook.

We will analyze factors such as those described above using a combination of financial and market-based methodologies to determine our business enterprise value. For example, we may use methodologies that assume that businesses operating in the same industry will share similar characteristics and that the Company's value will correlate to those characteristics, and/or methodologies that compare transactions in similar securities issued by us that were conducted in the market.

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

An Investor in the Company will likely hold a minority position in the Company, and thus be limited as to its ability to control or influence the governance and operations of the Company.

The marketability and value of the Investor's interest in the Company will depend upon many factors outside the control of the Investor. The Company will be managed by its officers and be governed in accordance with the strategic direction and decision-making of its Board Of Directors, and the Investor will have no independent right to name or remove an officer or member of the Board Of Directors of the Company.

Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured.

The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

23. What are the risks to purchasers associated with corporate actions, including additional issuances of securities, issuer repurchases of securities, a sale of the issuer or of assets of the issuer or transactions with related parties?

Additional issuances of securities. Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured. The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

Issuer repurchases of securities. The Company may have authority to repurchase its securities from shareholders, which may serve to decrease any liquidity in the market for such securities, decrease the percentage interests held by other similarly situated investors to the Investor, and create pressure on the Investor to sell its securities to the Company concurrently.

A sale of the issuer or of assets of the issuer. As a minority owner of the Company, the Investor will have limited or no ability to influence a potential sale of the Company or a substantial portion of its assets. Thus, the Investor will rely upon the executive management of the Company and the Board of Directors of the Company to manage the Company so as to maximize value for shareholders. Accordingly, the

success of the Investor's investment in the Company will depend in large part upon the skill and expertise of the executive management of the Company and the Board of Directors of the Company. If the Board Of Directors of the Company authorizes a sale of all or a part of the Company, or a disposition of a substantial portion of the Company's assets, there can be no guarantee that the value received by the Investor, together with the fair market estimate of the value remaining in the Company, will be equal to or exceed the value of the Investor's initial investment in the Company.

Transactions with related parties. The Investor should be aware that there will be occasions when the Company may encounter potential conflicts of interest in its operations. On any issue involving conflicts of interest, the executive management and Board of Directors of the Company will be guided by their good faith judgement as to the Company's best interests. The Company may engage in transactions with affiliates, subsidiaries or other related parties, which may be on terms which are not arm's-length, but will be in all cases consistent with the duties of the management of the Company to its shareholders. By acquiring an interest in the Company, the Investor will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

24. Describe the material terms of any indebtedness of the issuer:

None.

INSTRUCTION TO QUESTION 24: name the creditor, amount owed, interest rate, maturity date, and any other material terms.

25. What other exempt offerings has the issuer conducted within the past three years?

Offering date	Exemption	Security type	Amount sold	Use of proceeds
No exempt offerings.				

26. 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;
4. or any immediate family member of any of the foregoing persons.

☐ Yes
☑ No

For each transaction specify the person, relationship to issuer, nature of interest in transaction, and amount of interest.

During the period from October 27, 2026 (inception) through November 9, 2026, the Company received an initial cash deposit of $20 from its founder for the purpose of establishing activity in connection with the Company's shell review. The deposit was not made in exchange for common stock or any other equity interest in the Company. Accordingly, the Company recorded the $20 as a related-party payable as of November 9, 2026.

FINANCIAL CONDITION OF THE ISSUER

27. Does the issuer have an operating history?

Yes

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

Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview of the Business and Financial Condition

Development, marketing, importation, and distribution of premium handmade cigars, whole-leaf tobacco products, and related accessories under brands Cubanacan, Mederos, and Tabacalera Serrano. Family-owned with Cuban tobacco heritage.

We are an early-stage company and are currently operating at approximately break-even, with no material positive or negative cash flows from operations in recent periods. There can be no assurance that this break-even performance will continue in future periods.

As of October 31, 2026, we had cash and cash equivalents of approximately $10,000.

Our ability to continue operations is dependent on managing our expenses and, if necessary, obtaining additional financing.

This discussion should be read in conjunction with the financial statements and related notes included in this offering statement.

Business and Operating Uncertainty

Our business operates in an environment subject to various risks, uncertainties, and changing conditions, which makes it difficult to evaluate our business, financial condition, and prospects and may limit the comparability of our results of operations from period to period.

Financial Condition

As of November 9, 2026, our total assets were $20 and our current and non-current liabilities, as reflected in available financial statement fields, were $20.

Our financial statements reflect an early-stage company with limited operating history. Investors should not place undue reliance on historical financial information given the company's limited operating history and the likelihood that future results will differ from historical results.

Liquidity and Capital Resources

As of November 9, 2026, we had cash and cash equivalents of approximately $20.

Based on our current operations, we are operating at approximately break-even, with monthly net cash flow of approximately $0.

Our monthly net cash burn or profit may vary significantly from month to month due to the timing of receipts and expenditures and other short-term factors. As a result, period-to-period comparisons may not be meaningful.

Based on our current plan, we expect to have sufficient cash to fund operations for at least the next 12 months.

To date, our operations have been funded through minimal cash resources and have not included any external financing.

Liquidity Assumptions

Our assessment of our liquidity and ability to fund operations is not a projection and is based on current assumptions regarding operating expenses, cash requirements, and capital needs. These assumptions may change, and actual results may differ materially due to changes in operating conditions, timing of receipts and payments, and other factors.

Dependence on Additional Financing

There can be no assurance that additional financing will be available on acceptable terms, or at all. If we are unable to raise additional capital when needed, we may be required to materially reduce or suspend operations.

Indebtedness and Capital Structure

As of the date of this offering statement, we did not have any outstanding indebtedness.

(For the avoidance of doubt, SAFEs are not treated as indebtedness.)

We have not conducted any exempt offerings or raised capital in the past three years.

Known Trends, Events, and Uncertainties

Management is not currently aware of any known trends, events, or uncertainties that are reasonably likely to have a material adverse effect on our financial condition or results of operations over the next 12 months.

The absence of a discussion of any particular trend, event, or uncertainty should not be interpreted to mean that such matters do not exist; rather, it reflects management's judgment based on information currently available.

Changes Since the Date of the Financial Statements

There have been no material changes in our operations or financial condition since the date of the financial statements included in this offering.

Impact of This Offering

The proceeds from this offering are expected to be used for raise operations, working capital, accounting, corporate/securities legal fees, Nasdaq listing preparation, and Wefunder fees. The timing and extent of our use of proceeds will depend on the amount of proceeds raised and future operating conditions. Additional detail regarding our planned use of proceeds is provided in Item 10 of this Form C.

There can be no assurance that the proceeds of this offering will be sufficient to fund our operations or achieve our business objectives.

Certain information relevant to understanding our financial condition and liquidity is presented elsewhere in this offering statement, including in the financial statements, related notes, and the sections describing indebtedness and prior financings.

Forward-Looking Statements

This discussion contains forward-looking statements that are based on management's current expectations and assumptions. Actual results may differ materially from those expressed or implied by these statements.

FINANCIAL INFORMATION

29. Include financial statements covering the two most recently completed fiscal years or the period(s) since inception, if shorter:

Refer to Appendix C, Financial Statements.

I, Alexandra Mederos, certify that:

(1) the financial statements of Humidors Club International Corp. included in this Form are true and complete in all material respects; and

(2) the tax return information of Humidors Club International Corp. included in this Form reflects accurately the information reported on the tax return for Humidors Club International Corp. filed for the most recently completed fiscal year.

Alexandra Mederos

Alexandra Mederos
CEO

STAKEHOLDER ELIGIBILITY

30. 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, 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:

i. in connection with the purchase or sale of any security? ☐ Yes ☑ No
ii. involving the making of any false filing with the Commission? ☐ Yes ☑ No
iii. arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities? ☐ Yes ☑ No

(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:

i. in connection with the purchase or sale of any security? ☐ Yes ☑ No
ii. involving the making of any false filing with the Commission? ☐ Yes ☑ No
iii. arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities? ☐ Yes ☑ No

(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:

i. at the time of the filing of this offering statement bars the person from:
   A. association with an entity regulated by such commission, authority, agency or officer? ☐ Yes ☑ No
   B. engaging in the business of securities, insurance or banking? ☐ Yes ☑ No
   C. engaging in savings association or credit union activities? ☐ Yes ☑ No
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? ☐ Yes ☑ No

(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:

i. suspends or revokes such person's registration as a broker, dealer, municipal securities dealer, investment adviser or funding portal? ☐ Yes ☑ No

ii. places limitations on the activities, functions or operations of such person? ☐ Yes ☑ No

iii. bars such person from being associated with any entity or from participating in the offering of any penny stock? ☐ Yes ☑ No

(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:

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 Advisers Act of 1940 or any other rule or regulation thereunder? ☐ Yes ☑ No

ii. Section 5 of the Securities Act? ☐ Yes ☑ No

(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? ☐ Yes ☑ 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? ☐ Yes ☑ 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? ☐ Yes ☑ No

If you would have answered "Yes" to any of these questions had the conviction, order, judgment, decree, suspension, expulsion or bar occurred or been issued after May 16, 2016, then you are NOT eligible to rely on this exemption under Section 4(a)(6) of the Securities Act.

OTHER MATERIAL INFORMATION

31. In addition to the information expressly required to be included in this Form, include:

- (1) any other material information presented to investors; and

- (2) such further material information, if any, as may be necessary to make the required statements, in light of the circumstances under which they are made, not misleading.

The Lead Investor. As described above, each Investor that has entered into the Investor Agreement will grant a power of attorney to make voting decisions on behalf of that Investor to the Lead Investor (the "Proxy"). The Proxy is irrevocable unless and until a Successor Lead Investor takes the place of the Lead Investor, in which case, the Investor has a five (5) calendar day period to revoke the Proxy. Pursuant to the Proxy, the Lead Investor or his or her successor will make voting decisions and take any other actions in connection with the voting on Investors' behalf.

The Lead Investor is an individual that is chosen to act in the role of Lead Investor on behalf of Investors that have a Proxy in effect. The Lead Investor will be chosen by the Company and approved by Wefunder Inc. and the identity of the initial Lead Investor will be disclosed to Investors before Investors make a final investment decision to purchase the securities related to the Company.

The Lead Investor can quit at any time or can be removed by Wefunder Inc. for cause or pursuant to a vote of investors as detailed in the Lead Investor Agreement. In the event the Lead Investor quits or is removed, the Company will choose a Successor Lead Investor who must be approved by Wefunder Inc. The identity of the Successor Lead Investor will be disclosed to Investors, and those that have a Proxy in effect can choose to either leave such Proxy in place or revoke such Proxy during a 5-day period beginning with notice of the replacement of the Lead Investor.

The Lead Investor will not receive any compensation for his or her services to the SPV. The Lead Investor may receive compensation if, in the future, Wefunder Advisors LLC forms a fund ("Fund") for accredited investors for the purpose of investing in a non-Regulation Crowdfunding offering of the Company. In such circumstances, the Lead Investor may act as a portfolio manager for that Fund (and as a supervised person of Wefunder Advisors) and may be compensated through that role.

Although the Lead Investor may act in multiple roles with respect to the Company's offerings and may potentially be compensated for some of its services, the Lead Investor's goal is to maximize the value of the Company and therefore maximize the value of securities issued by or related to the Company. As a result, the Lead Investor's interests should always be aligned with those of Investors. It is, however, possible that in some limited circumstances the Lead Investor's interests could diverge from the interests of Investors, as discussed in section 8 above.

Investors that wish to purchase securities related to the Company through Wefunder Portal must agree to give the Proxy described above to the Lead Investor, provided that if the Lead Investor is replaced, the Investor will have a 5-day period during which he or she may revoke the Proxy. If the Proxy is not revoked during this 5-day period, it will remain in effect.

Tax Filings. In order to complete necessary tax filings, the SPV is required to include information about each investor who holds an interest in the SPV, including each investor's taxpayer identification number ("TIN") (e.g., social security number or employer identification number). To the extent they have not already done so, each investor will be required to provide their TIN within the earlier of (i) two (2) years of making their investment or (ii) twenty (20) days prior to the date of any distribution from the SPV. If an investor does not provide their TIN within this time, the SPV reserves the right to withhold from any proceeds otherwise payable to the Investor an amount necessary for the SPV to satisfy its tax withholding obligations as well as the SPV's reasonable estimation of any penalties that may be charged by the IRS or other relevant authority as a result of the investor's failure to provide their TIN. If applicable, the Company may also be required to pay Wefunder certain fees for the preparation of tax filings. Such fees and the Company's obligation to deliver required tax documents are further specified in the related Tax Services Agreement ("TSA").

Investors should carefully review the terms of the SPV Subscription Agreement for additional information about tax filings.

Potential Dissolution of the SPV. The Company has agreed that it will pay an administrative fee and / or certain tax fees to Wefunder, in addition to delivering required tax information in the manner prescribed by the TSA, where applicable. Failure to pay such fees or provide Wefunder with required tax information could result in the dissolution of the SPV (an "SPV Dissolution Event"). Subsequent to an SPV Dissolution Event, the securities held by the SPV would be distributed directly and proportionally to the individual investors. This could create administrative complexities, as investors would need to manage the securities themselves rather than having them held and administered by the SPV. Additionally, the unplanned distribution of securities may not align with investors' intended investment strategy or asset allocation.

Upon an SPV Dissolution Event, the Investor hereby consents to and agrees to accept direct assignment of the SPV's rights and obligations under any investment agreements between the SPV and the Company that is located in the Form C or C/A offering materials. The Investor acknowledges they will be bound by all terms and conditions of such agreements as if they were an original party thereto.

ONGOING REPORTING

32. The issuer will file a report electronically with the Securities & Exchange Commission annually and post the report on its website, no later than:

120 days after the end of each fiscal year covered by the report.

33. Once posted, the annual report may be found on the issuer's website at:

https://www.humidorsclub.com/invest

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

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

APPENDICES

Appendix A: Business Description & Plan

Appendix B: Investor Contracts

- Humidors Club Preferred Stock Agreement 11.19.26
- Early Bird Humidors Club Preferred Stock Agreement 11.19.26
- SPV Subscription Agreement
- SPV Subscription Agreement - Early Bird

Appendix C: Financial Statements

- Financials 1

Appendix D: Director & Officer Work History

- Alexandra Mederos

Appendix E: Supporting Documents

- Series Appendix — Humidors Club International Corp I
- Series Appendix — Humidors Club International Corp I (Early Bird)
- Wefunder SPV, LLC Agreement

Signatures

Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

The issuer certifies that it has established means to keep accurate records of the holders of the securities it would offer and sell through the intermediary's platform.

The following documents will be filed with the SEC:

Cover Page XML
Offering Statement (this page)
Appendix A: Business Description & Plan
Appendix B: Investor Contracts
- Humidors Club Preferred Stock Agreement 11.19.26
- Early Bird Humidors Club Preferred Stock Agreement 11.19.26
- SPV Subscription Agreement
- SPV Subscription Agreement - Early Bird

Appendix C: Financial Statements
- Financials 1

Appendix D: Director & Officer Work History
- Alexandra Mederos

Appendix E: Supporting Documents
- Series Appendix — Humidors Club International Corp I
- Series Appendix — Humidors Club International Corp I (Early Bird)
- Wefunder SPV, LLC Agreement

Wefunder Portal will review the information you provide before we agree to submit a Form C to the SEC. Our review is designed to assess whether the information you have provided is complete and not inaccurate, misleading or otherwise fraudulent. Despite our review, the company submitting this Form C may be held responsible for all information provided through it, and for ensuring that the information it submits is not false or misleading in any material way and does not omit any information that would cause the information included to be false or misleading. By submitting your Form C to us, you acknowledge this. You also agree to provide any additional information or clarification we may request from you so that the Form C we submit on your behalf, in our reasonable, good faith review, does not contain incorrect information. Wefunder Portal will not submit a Form C that we believe, in our sole discretion, omits material information or contains false or misleading information. As a result, there is no guarantee that we will submit a Form C on your behalf.

Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

The issuer certifies that it has established means to keep accurate records of the holders of the securities it would offer and sell through the Form C.

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

I authorize Wefunder Portal to submit a Form C to the SEC based on the information I provided through this online form and my company's Wefunder profile.

As an authorized representative of the company, I appoint Wefunder Portal as the company's true and lawful representative and attorney-in-fact, in the company's name, place and stead to make, execute, sign, acknowledge, swear to and file a Form C, any future non-material Form C-A, any future Form C-U, and any future Form C-W on the company's behalf. This power of attorney is coupled with an interest and is irrevocable. The company hereby waives any and all defenses that may be available to contest, negate or disaffirm the actions of Wefunder Portal taken in good faith under or in reliance upon this power of attorney.

Before you click on the button below, please review the information you have provided carefully.

We strongly recommend you have your company's lawyer review the information as well. The company submitting this Form C is responsible for all information provided through it, and for ensuring that the information it submits is not false or misleading in any material way and does not omit any information that would cause the information included to be false or misleading.

☑ I verify the Form C is 100% accurate

☑ I agree to the Wefunder Listing Agreement

☑ I agree to the Investor Representative Proxy Agreement

☑ I agree to the Rule 3a-9 Undertakings Agreement

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

Humidors Club International Corp.

By

ALEXANDRA MEDEROS

Chief Executive Officer

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), this Form C and Transfer Agent Agreement has been signed by the following persons in the capacities and on the dates indicated.

ALEXANDRA MEDEROS

Chief Executive Officer

11/19/2026

The Form C must be signed by the issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least a majority of the board of directors or persons performing similar functions.