Offering Memorandum: Part II of Offering Document (Exhibit A to Form C)

Condition One Nutrition Inc.
69 W Valley Stream Blvd,
Valley Stream, NY 11580
https://www.goconditionone.com/

Up to $123,999.96 in Class A Common Stock at $1.72
Minimum Target Amount: $123,999.96

A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your 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.

In the event that we become a reporting company under the Securities Exchange Act of 1934, we intend to take advantage of the provisions that relate to "Emerging Growth Companies" under the JOBS Act of 2012, including electing to delay compliance with certain new and revised accounting standards under the Sarbanes-Oxley Act of 2002.

Company:

Company: Condition One Nutrition Inc.
Address: 69 W Valley Stream Blvd, , Valley Stream, NY 11580
State of Incorporation: NY
Date Incorporated: September 30, 2014

Terms:

Equity

Offering Minimum: $123,999.96 | 72,093 shares of Class A Common Stock
Offering Maximum: $123,999.96 | 72,093 shares of Class A Common Stock
Type of Security Offered: Class A Common Stock
Purchase Price of Security Offered: $1.72
Minimum Investment Amount (per investor): $299.28

Voting Rights of Securities Sold in this Offering

Voting Proxy. Each Subscriber shall appoint the Chief Executive Officer of the Company (the "CEO"), or his or her successor, as the Subscriber's true and lawful proxy and attorney, with the power to act alone and with full power of substitution, to, consistent with this instrument and on behalf of the Subscriber, (i) vote all Securities, (ii) give and receive notices and communications, (iii) execute any instrument or document that the CEO determines is necessary or appropriate in the exercise of its authority under this instrument, and (iv) take all actions necessary or appropriate in the judgment of the CEO for the accomplishment of the foregoing. The proxy and power granted by the Subscriber pursuant to this Section are coupled with an interest. Such proxy and power will be irrevocable. The proxy and power, so long as the Subscriber is an individual, will survive the death, incompetency and disability of the Subscriber and, so long as the Subscriber is an entity, will survive the merger or reorganization of the Subscriber or any other entity holding the Securities. However, the Proxy will terminate upon the closing of a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933 covering the offer and sale of Common Stock or the effectiveness of a registration statement under the Securities Exchange Act of 1934 covering the Common Stock.

*Maximum number of shares offered subject to adjustment for bonus shares. See Bonus info below.

Investment Incentives & Bonuses*

Loyalty Bonus | 10% Bonus Shares

As a loyal customer of Condition One Nutrition, you are eligible for an additional 10% bonus shares.

Time-Based Perks

Early Bird 1: Invest $500+ within the first 2 weeks | 5% bonus shares

Early Bird 2: Invest $1,000+ within the first 2 weeks | 7% bonus shares

Early Bird 3: Invest $5,000+ within the first 2 weeks | 10% bonus shares

Early Bird 4: Invest $10,000+ within the first 2 weeks | 12% bonus shares

Early Bird 5: Invest $25,000+ within the first 2 weeks | 13% bonus shares

Early Bird 6: Invest $50,000+ within the first 2 weeks | 15% bonus shares

Mid-Campaign Perks (Flash Perks)

Flash Perk 1: Invest $1,000+ between days 35 - 40 and receive 9% bonus shares

Flash Perk 2: Invest $1,000+ between days 60 - 65 and receive 7% bonus shares

Amount-Based Perks

Tier 1 Perk: Invest $300+ | Get a 1-month supply of seasonal flavor protein bars + 10% off all orders for 1 month.

Tier 2 Perk: Invest $1,000+ | Get a 3-month supply of protein bars + Custom-branded shaker + 10% off all orders for 3 months + 3% bonus shares.

Tier 3 Perk: Invest $5,000+ | Get a 6-month supply of protein bars + Private nutritional webinar + 15% off all orders for 6 months + 5% bonus shares.

Tier 4 Perk: Invest $10,000+ | VIP access to product launches, 1-year supply of protein bars, 15% off all orders for 1 year + 7% bonus shares.

Tier 5 Perk: Invest $25,000+ | Invitations to exclusive tasting events, 2-year supply of protein bars, 20% off all orders for 2 years + 15% bonus shares.

Tier 6 Perk: Invest $50,000+ | Lifetime supply of protein bars, VIP event with the founders, 20% off all orders + 20% bonus shares.

*In order to receive perks from an investment, one must submit a single investment in the same offering that meets the minimum perk requirement. Bonus shares from perks will not be granted if an investor submits multiple investments that, when combined, meet the perk requirement. All perks occur when the offering is completed.

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

The 10% StartEngine Venture Club Bonus

Condition One, Inc. will offer 10% additional bonus shares for all investments that are committed by investors who are eligible for the StartEngine Venture Club.

This means eligible StartEngine shareholders will receive a 10% bonus for any shares they purchase in this offering. For example, if you buy 100 shares of Common Stock at $1.72 / share, you will receive 110 shares of Common stock, meaning you'll own 110 shares for $172. Fractional shares will not be distributed and share bonuses will be determined by rounding down to the nearest whole share.

This 10% Bonus is only valid during the investor's eligibility period. Investors eligible for this bonus will also have priority if they are on a waitlist to invest and the company surpasses its maximum funding goal. They will have the first opportunity to invest should room in the offering become available if prior investments are canceled or fail.

Investors will receive the highest single bonus they are eligible for among the bonuses based on the amount invested and the time of offering elapsed (if any). Eligible investors will also receive the Venture Club bonus and the Loyalty Bonus in addition to the aforementioned bonus.

The Company and its Business

Company Overview

Company Overview

Condition One Nutrition Inc. develops and markets premium nutrition products designed to support peak physical and mental performance. The company's product line includes protein bars, supplements, and functional foods targeting health-conscious consumers, athletes, and military personnel. Known for its high-quality, nutrient-dense formulations, Condition One aims to optimize human performance through science-backed nutrition.

Condition One generates revenue through direct-to-consumer e-commerce, retail partnerships, and bulk orders for military and government contracts. The company has successfully scaled its online sales and aims to expand its distribution network, including retail and international markets, to diversify revenue streams.

Intellectual Property

Condition One holds proprietary formulations and manufacturing processes designed to enhance nutrient absorption and bioavailability. The company's premium ingredients and production methods are a key differentiator in the competitive nutrition space.

Competitors and Industry

Competitors

Condition One competes with established brands such as RXBAR, Quest Nutrition, and Clif Bar, as well as emerging startups focused on clean label and high-protein snacks. The competitive landscape is characterized by rapid innovation, shifting consumer preferences, and intense brand loyalty.

Industry Overview

The global nutrition and functional foods market is valued at over $16 billion, with increasing demand driven by health-conscious consumers seeking convenient, high-quality nutrition. This market is expected to grow significantly as more consumers prioritize wellness, active lifestyles, and preventative health.

Current Stage and Roadmap

Current Stage

Condition One is in the growth stage and is revenue-generating, with a focus on scaling its direct-to-consumer business, expanding retail partnerships, and enhancing operational efficiencies to improve profitability.

Future Roadmap

Condition One plans to expand its product line, enter new distribution channels, and increase brand awareness through targeted digital marketing and strategic retail partnerships. The company also aims to improve operational efficiencies and reduce customer acquisition costs to drive sustainable growth.

The Team

Officers and Directors

Name: Matthew DeMaio

Matthew DeMaio's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- Position: Chief Executive Officer, Sole Director, and Principal Accounting Officer
  Dates of Service: September, 2015 - Present
  Responsibilities: Founder and CEO, managing the company. No salary.

Risk Factors

The SEC requires the company to identify risks that are specific to its business and its financial condition. The company is still subject to all the same risks that all companies in its business, and all companies in the economy, are exposed to. These include risks relating to economic downturns, political and economic events and technological developments (such as hacking and the ability to prevent hacking). Additionally, early-stage companies are inherently more risky than more developed companies. You should consider general risks as well as specific risks when deciding whether to invest.

These are the risks that relate to the Company:

Uncertain Risk
An investment in the Company (also referred to as "we", "us", "our", or the "Company") involves a high degree of risk and should only be considered by those who can afford the loss of their entire investment. Furthermore, the purchase of any securities should only be undertaken by persons whose financial resources are sufficient to enable them to indefinitely retain an illiquid investment. Each investor in the Company should research thoroughly any offering before making an investment decision and consider all of the information provided regarding the Company as well as the following risk factors, in addition to the other information in the Company's Form C. The following risk factors are not intended, and shall not be deemed to be, a complete description of the commercial, financial, and other risks inherent in the investment in the Company.

Our business projections are only projections
There can be no assurance that the Company will meet its projections. There can be no assurance that the Company will be able to find sufficient demand for its product or service, that people think it's a better option than a competing product or service, or that we will be able to provide a product or service at a level that allows the Company to generate revenue, make a profit, or grow the business.

Any valuation is difficult to assess
The valuation for the offering was established by the Company. Unlike listed companies that are independently valued through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess, may not be exact, and you may risk overpaying for your investment.

The transferability of the Securities you are buying is limited
You should be prepared to hold this investment for several years or longer. For the 12 months following your investment, there will be restrictions on the securities you purchase. More importantly, there are a limited number of established markets for the resale of these securities. As a result, if you decide to sell these securities in the future, you may not be able to find, or may have difficulty finding, a buyer, and you may have to locate an interested buyer when you do seek to resell your investment. The Company may be acquired by an existing player in the industry. However, that may never happen or it may happen at a price that results in you losing money on this investment.

Your investment could be illiquid for a long time

You should be prepared to hold this investment for several years or longer. For the 12 months following your investment, there will be restrictions on how you can resell the securities you receive. More importantly, there are limited established markets for these securities. As a result, if you decide to sell these securities in the future, you may not be able to find a buyer. The Company may be acquired by an existing player in the same or a similar industry. However, that may never happen or it may happen at a price that results in you losing money on this investment.

The Company may undergo a future change that could affect your investment
The Company may change its business, management or advisory team, IP portfolio, location of its principal place of business or production facilities, or other change which may result in adverse effects on your investment. Additionally, the Company may alter its corporate structure through a merger, acquisition, consolidation, or other restructuring of its current corporate entity structure. Should such a future change occur, it would be based on management's review and determination that it is in the best interests of the Company.

Your information rights are limited with limited post-closing disclosures
The Company is required to disclose certain information about the Company, its business plan, and its anticipated use of proceeds, among other things, in this offering. Early-stage companies may be able to provide only limited information about their business plan and operations because it does not have fully developed operations or a long history to provide more disclosure. The Company is also only obligated to file information annually regarding its business, including financial statements. In contrast to publicly listed companies, investors will be entitled only to that post-offering information that is required to be disclosed to them pursuant to applicable law or regulation, including Regulation CF. Such disclosure generally requires only that the Company issue an annual report via a Form C-AR. Investors are generally not entitled to interim updates or financial information.

Some early-stage companies may lack professional guidance
Some companies attribute their success, in part, to the guidance of professional early-stage advisors, consultants, or investors (e.g., angel investors or venture capital firms). advisors, consultants, or investors may play an important role in a company through their resources, contacts, and experience in assisting early-stage companies in executing their business plans. An early-stage company primarily financed through Regulation Crowdfunding may not have the benefit of such professional investors, which may pose a risk to your investment.

If the Company cannot raise sufficient funds it will not succeed
The Company is offering Class A Common Stock in the amount of up to 500K in this offering, and may close on any investments that are made. Even if the maximum amount is raised, the Company is likely to need additional funds in the future in order to grow, and if it cannot raise those funds for whatever reason, including reasons relating to the Company itself or the broader economy, it may not survive. If the Company manages to raise only the minimum amount of funds sought, it will have to find other sources of funding for some of the plans outlined in "Use of Proceeds."

We may not have enough capital as needed and may be required to raise more capital.
We anticipate needing access to credit in order to support our working capital requirements as we grow. It is a difficult environment for obtaining credit on favorable terms. If we cannot obtain credit when we need it, we could be forced to raise additional equity capital, modify our growth plans, or take some other action. Issuing more equity may require bringing on additional investors. Securing these additional investors could require pricing our equity below its current price. If so, your investment could lose value as a result of this additional dilution. In addition, even if the equity is not priced lower, your ownership percentage would be decreased with the addition of more investors. If we are unable to find additional investors willing to provide capital, then it is possible that we will choose to cease our sales activity. In that case, the only asset remaining to generate a return on your investment could be our intellectual property. Even if we are not forced to cease our sales activity, the unavailability of credit could result in the Company performing below expectations, which could adversely impact the value of your investment.

Terms of subsequent financings may adversely impact your investment
We will likely need to engage in common equity, debt, or preferred stock financings in the future, which may reduce the value of your investment in the Company. Interest on debt securities could increase costs and negatively impact operating results. Preferred stock could be issued in series from time to time with such designation, rights, preferences, and limitations as needed to raise capital. The terms of preferred stock could be more advantageous to those investors than to the holders of common stock or other securities. In addition, if we need to raise more equity capital from the sale of Common Stock, institutional or other investors may negotiate terms that are likely to be more favorable than the terms of your investment, and possibly a lower purchase price per security.

Management's Discretion as to Use of Proceeds
Our success will be substantially dependent upon the discretion and judgment of our management team with respect to the application and allocation of the proceeds of this offering. The Use of Proceeds described below is an estimate based on our current business plan. We, however, may find it necessary or advisable to re-allocate portions of the net proceeds reserved for one category to another, and we will have broad discretion in doing so.

Projections: Forward Looking Information
Any projections or forward-looking statements regarding our anticipated financial or operational performance are hypothetical and are based on management's best estimate of the probable results of our operations and may not have been

reviewed by our independent accountants. These projections are based on assumptions that management believes are reasonable. Some assumptions invariably will not materialize due to unanticipated events and circumstances beyond management's control. Therefore, actual results of operations will vary from such projections, and such variances may be material. Any projected results cannot be guaranteed.

The amount raised in this offering may include investments from company insiders or immediate family members Officers, directors, executives, and existing owners with a controlling stake in the Company (or their immediate family members) may make investments in this offering. Any such investments will be included in the raised amount reflected on the campaign page.

Reliance on a single service or product
All of our current services are variants of one type of service and/or product. Relying heavily on a single service or product can be risky, as changes in market conditions, technological advances, shifts in consumer preferences, or other changes can adversely impact the demand for the product or service, potentially leading to revenue declines or even business failure.

We may never have an operational product or service
It is possible that there may never be an operational our service or that the product may never be used to engage in transactions. It is possible that the failure to release the product or service is the result of a change in business model upon the Company's making a determination that the business model, or some other factor, will not be in the best interest of the Company. In addition, the failure to launch a product or service can result in significant losses of time and resources. Even if a product or service is launched, low adoption rates can result in lackluster revenue and diminished market share.

Some of our products are still in the prototype phase and might never be operational products
Developing new products and technologies can be a complex process that involves significant risks and uncertainties. Technical challenges, design flaws, manufacturing defects, and regulatory hurdles can all impact the success of a product or service. It is possible that there may never be an operational product or that the product may never be used to engage in transactions. It is possible that the failure to release the product is the result of a change in business model upon the Company's making a determination that the business model, or some other factor, will not be in the best interest of the Company and its stockholders.

Developing new products and technologies entails significant risks and uncertainties
Competition can be intense in many markets, and a failure to keep up with competitors or anticipate shifts in market dynamics can lead to revenue declines or market share losses. We are currently in the research and development stage and have only manufactured a prototype for our service. Delays or cost overruns in the development of our service and failure of the product to meet our performance estimates may be caused by, among other things, unanticipated technological hurdles, difficulties in manufacturing, changes to design, and regulatory hurdles. Any of these events could materially and adversely affect our operating performance and results of operations.

Supply Chain and Logistics Risks
The availability of raw materials, transportation costs, and supply chain disruptions can all impact the ability to manufacture and distribute products or services, leading to lost revenue or increased costs. Products and services that are not available when customers need them can lead to lost sales and damage to the brand's reputation.

Quality and Safety of our Product and Service
The quality of a product or service can vary depending on the manufacturer or provider. Poor quality can result in customer dissatisfaction, returns, and lost revenue. Furthermore, products or services that are not safe can cause harm to customers and result in liability for the manufacturer or provider. Safety issues can arise from design flaws, manufacturing defects, or improper use.

Minority Holder; Securities with Voting Rights
The Class A Common Stock that an investor is buying has voting rights attached to them. However, you will be part of the minority shareholders of the Company and have agreed to appoint the Chief Executive Officer of the Company (the "CEO"), or his or her successor, as your voting proxy. You are trusting in management discretion in making good business decisions that will grow your investments. Furthermore, in the event of a liquidation of our Company, you will only be paid out if there is any cash remaining after all of the creditors of our Company have been paid out.

You are trusting that management will make the best decision for the company
You are trusting in management's discretion. You are buying securities as a minority holder, and therefore must trust the management of the Company to make good business decisions that grow your investment.

Insufficient Funds
The Company might not sell enough securities in this offering to meet its operating needs and fulfill its plans, in which case it may cease operating and result in a loss on your investment. Even if we sell all the Class A Common Stock we are offering now, the Company may need to raise more funds in the future, and if unsuccessful in doing so, the Company will fail. Even if we do make a successful offering in the future, the terms of that offering might result in your investment in the Company being worth less, if later investors have better terms than those in this offering.

This offering involves "rolling closings," which may mean that earlier investors may not have the benefit of information that later investors have.
Once we meet our target amount for this offering, we may request that StartEngine instruct the escrow agent to disburse offering funds to us. At that point, investors whose subscription agreements have been accepted will become our investors. All early-stage companies are subject to a number of risks and uncertainties, and it is not uncommon for material changes to be made to the offering terms, or to companies' businesses, plans, or prospects, sometimes with little or no notice. When such changes happen during the course of an offering, we must file an amendment to our Form C with the SEC, and investors whose subscriptions have not yet been accepted will have the right to withdraw their subscriptions and get their money back. Investors whose subscriptions have already been accepted, however, will already be our investors and will have no such right.

Non-accredited investors may not be eligible to participate in a future merger or acquisition of the Company and may lose a portion of their investment
Investors should be aware that under Rule 145 under the Securities Act of 1933 if they invest in a company through Regulation CrowdFunding and that company becomes involved in a merger or acquisition, there may be significant regulatory implications. Under Rule 145, when a company plans to acquire another and offers its shares as part of the deal, the transaction may be deemed an offer of securities to the target company's investors, because investors who can vote (or for whom a proxy is voting on their behalf) are making an investment decision regarding the securities they would receive. All investors, even those with non-voting shares, may have rights with respect to the merger depending on relevant state laws. This means the acquirer's "offer" to the target's investors would require registration or an exemption from registration (such as Reg. D or Reg. CF), the burden of which can be substantial. As a result, non-accredited investors may have their shares repurchased rather than receiving shares in the acquiring company or participating in the acquisition. This may result in investors' shares being repurchased at a value determined by a third party, which may be at a lesser value than the original purchase price. Investors should consider the possibility of a cash buyout in such circumstances, which may not be commensurate with the long-term investment they anticipate.

Our new product could fail to achieve the sales projections we expect
Our growth projections are based on the assumption that with an increased advertising and marketing budget, our products will be able to gain traction in the marketplace at a faster rate than our current products have. It is possible that our new products will fail to gain market acceptance for any number of reasons. If the new products fail to achieve significant sales and acceptance in the marketplace, this could materially and adversely impact the value of your investment.

We face significant market competition
We will compete with larger, established companies that currently have products on the market and/or various respective product development programs. They may have much better financial means and marketing/sales and human resources than us. They may succeed in developing and marketing competing equivalent products earlier than us, or superior products than those developed by us. There can be no assurance that competitors will not render our technology or products obsolete or that the products developed by us will be preferred to any existing or newly developed technologies. It should further be assumed that competition will intensify.

We are an early stage company and have limited revenue and operating history
The Company has a short history, few customers, and effectively no revenue. If you are investing in our company, it's because you think that our service is a good idea, that the team will be able to successfully market, and sell the product or service, that we can price them right and sell them to enough people so that the Company will succeed. Further, we have never turned a profit and there is no assurance that we will ever be profitable.

We are an early stage company operating in a new and highly competitive industry
The Company operates in a relatively new industry with a lot of competition from both startups and established companies. As other companies flood the market and reduce potential market share, Investors may be less willing to invest in a company with a declining market share, which could make it more challenging to fund operations or pursue growth opportunities in the future.

Intense Market Competition
The market in which the company operates may be highly competitive, with established players, emerging startups, and potential future entrants. The presence of competitors can impact the company's ability to attract and retain customers, gain market share, and generate sustainable revenue. Competitors with greater financial resources, brand recognition, or established customer bases may have a competitive advantage, making it challenging for the company to differentiate itself and achieve long-term success.

Vulnerability to Economic Conditions
Economic conditions, both globally and within specific markets, can significantly influence the success of early-stage startups. Downturns or recessions may lead to reduced consumer spending, limited access to capital, and decreased demand for the company's products or services. Additionally, factors such as inflation, interest rates, and exchange rate fluctuations can affect the cost of raw materials, operational expenses, and profitability, potentially impacting the company's ability to operate.

Uncertain Regulatory Landscape

Due to the unestablished nature of the market the business operates within, the potential introduction of new laws or industry-specific standards can impose additional costs and operational burdens on the company. Non-compliance or legal disputes may result in fines, penalties, reputational damage, or even litigation, adversely affecting the company's financial condition and ability to operate effectively.

Our trademarks, copyrights and other intellectual property could be unenforceable or ineffective
Intellectual property is a complex field of law in which few things are certain. It is possible that competitors will be able to design around our intellectual property, find prior art to invalidate it, or render the patents unenforceable through some other mechanism. If competitors are able to bypass our trademark and copyright protection without obtaining a sublicense, it is likely that the Company's value will be materially and adversely impacted. This could also impair the Company's ability to compete in the marketplace. Moreover, if our trademarks and copyrights are deemed unenforceable, the Company will almost certainly lose any potential revenue it might be able to raise by entering into sublicenses. This would cut off a significant potential revenue stream for the Company.

The cost of enforcing our trademarks and copyrights could prevent us from enforcing them
Trademark and copyright litigation has become extremely expensive. Even if we believe that a competitor is infringing on one or more of our trademarks or copyrights, we might choose not to file suit because we lack the cash to successfully prosecute a multi-year litigation with an uncertain outcome; or because we believe that the cost of enforcing our trademark(s) or copyright(s) outweighs the value of winning the suit in light of the risks and consequences of losing it; or for some other reason. Choosing not to enforce our trademark(s) or copyright(s) could have adverse consequences for the Company, including undermining the credibility of our intellectual property, reducing our ability to enter into sublicenses, and weakening our attempts to prevent competitors from entering the market. As a result, if we are unable to enforce our trademark(s) or copyright(s) because of the cost of enforcement, your investment in the Company could be significantly and adversely affected.

The loss of one or more of our key personnel, or our failure to attract and retain other highly qualified personnel in the future, could harm our business
Our business depends on our ability to attract, retain, and develop highly skilled and qualified employees. As we grow, we will need to continue to attract and hire additional employees in various areas, including sales, marketing, design, development, operations, finance, legal, and human resources. However, we may face competition for qualified candidates, and we cannot guarantee that we will be successful in recruiting or retaining suitable employees. Additionally, if we make hiring mistakes or fail to develop and train our employees adequately, it could have a negative impact on our business, financial condition, or operating results. We may also need to compete with other companies in our industry for highly skilled and qualified employees. If we are unable to attract and retain the right talent, it may impact our ability to execute our business plan successfully, which could adversely affect the value of your investment. Furthermore, the economic environment may affect our ability to hire qualified candidates, and we cannot predict whether we will be able to find the right employees when we need them. This would likely adversely impact the value of your investment.

Our ability to sell our product or service is dependent on outside government regulation which can be subject to change at any time
Our ability to sell our products is subject to various government regulations, including but not limited to, regulations related to the manufacturing, labeling, distribution, and sale of our products. Changes in these regulations, or the enactment of new regulations, could impact our ability to sell our products or increase our compliance costs. Furthermore, the regulatory landscape is subject to regular change, and we may face challenges in adapting to such changes, which could adversely affect our business, financial condition, or operating results. In addition to government regulations, we may also be subject to other laws and regulations related to our products, including intellectual property laws, data privacy laws, and consumer protection laws. Non-compliance with these laws and regulations could result in legal and financial liabilities, reputational damage, and regulatory fines and penalties. It is also possible that changes in public perception or cultural norms regarding our products may impact demand for our products, which could adversely affect our business and financial performance, which may adversely affect your investment.

We rely on third parties to provide services essential to the success of our business
Our business relies on a variety of third-party vendors and service providers, including but not limited to manufacturers, shippers, accountants, lawyers, public relations firms, advertisers, retailers, and distributors. Our ability to maintain high-quality operations and services depends on these third-party vendors and service providers, and any failure or delay in their performance could have a material adverse effect on our business, financial condition, and operating results. We may have limited control over the actions of these third-party vendors and service providers, and they may be subject to their own operational, financial, and reputational risks. We may also be subject to contractual or legal limitations in our ability to terminate relationships with these vendors or service providers or seek legal recourse for their actions. Additionally, we may face challenges in finding suitable replacements for these vendors and service providers, which could cause delays or disruptions to our operations. The loss of key or other critical vendors and service providers could materially and adversely affect our business, financial condition, and operating results, and as a result, your investment could be adversely impacted by our reliance on these third-party vendors and service providers.

The Company is vulnerable to hackers and cyber-attacks
As an internet-based business, we may face risks related to cybersecurity and data protection. We rely on technology

systems to operate our business and store and process sensitive data, including the personal information of our investors. Any significant disruption or breach of our technology systems, or those of our third-party service providers, could result in unauthorized access to our systems and data, and compromise the security and privacy of our investors. Moreover, we may be subject to cyber-attacks or other malicious activities, such as hacking, phishing, or malware attacks, that could result in theft, loss, or destruction of our data, disruption of our operations, or damage to our reputation. We may also face legal and regulatory consequences, including fines, penalties, or litigation, in the event of a data breach or cyber-attack. Any significant disruption or downtime of our platform, whether caused by cyber-attacks, system failures, or other factors, could harm our reputation, reduce the attractiveness of our platform, and result in a loss of investors and issuer companies. Moreover, disruptions in the services of our technology provider or other third-party service providers could adversely impact our business operations and financial condition. This would likely adversely impact the value of your investment.

Economic and market conditions
The Company's business may be affected by economic and market conditions, including changes in interest rates, inflation, consumer demand, and competition, which could adversely affect the Company's business, financial condition, and operating results.

Force majeure events
The Company's operations may be affected by force majeure events, such as natural disasters, pandemics, acts of terrorism, war, or other unforeseeable events, which could disrupt the Company's business and operations and adversely affect its financial condition and operating results.

Adverse publicity
The Company's business may be negatively impacted by adverse publicity, negative reviews, or social media campaigns that could harm the Company's reputation, business, financial condition, and operating results.

The Company is subject to a federal tax lien that may impact our financial position or future cash flow.
On August 14, 2024, a federal tax lien in the amount of $48,980 was filed against Condition One Nutrition Inc. by the Internal Revenue Service (IRS) in Kings County, New York. The lien relates to penalties and fees associated with late K-1 filings. We have submitted a formal abatement request to the IRS, and as of the date of this offering, we have not yet received a response. No repayment or installment agreement is currently in place. While we believe this issue will be resolved in our favor and will not materially impact our financial position, there is no guarantee the lien will be abated or that we will not be required to satisfy the full amount. If repayment is required, we may need to allocate company resources to address this obligation, which could affect our operating cash flow or financial flexibility.

Ownership and Capital Structure; Rights of the Securities

Ownership
The following table sets forth information regarding beneficial ownership of the company's holders of 20% or more of any class of voting securities as of the date of this Offering Statement filing.

Stockholder Name	Number of Securities Owned	Type of Security Owned	Percentage
Larry H Dinkin	1,008,243	Class A Common Stock	30.45%
Matthew DeMaio	915,000	Class B Common Stock	27.64%

The Company's Securities

The Company has authorized Class A Common Stock, and Class B Common Stock. As part of the Regulation Crowdfunding raise, the Company will be offering up to 72,093 of Class A Common Stock.

Class A Common Stock

The amount of security authorized is 10,000,000 with a total of 2,517,891 outstanding.

Voting Rights

One vote per share

Material Rights

The total amount outstanding includes 122,023 of shares to be issued pursant to stock options, reserved but unissued.

Class B Common Stock

The amount of security authorized is 10,000,000 with a total of 915,000 outstanding.

Voting Rights

10 votes per share

Material Rights

There are no material rights associated with Class B Common Stock.

What it means to be a minority holder

As a minority holder of Class A Common Stock of this offering, you have granted your votes by proxy to the CEO of the Company. Even if you were to receive control of your voting rights, as a minority holder, you will have limited rights in regards to the corporate actions of the Company, including additional issuances of securities, company repurchases of securities, a sale of the Company or its significant assets, or company transactions with related parties. Further, investors in this offering may have rights less than those of other investors, and will have limited influence on the corporate actions of the Company.

Dilution

Investors should understand the potential for dilution. The investor's stake in a company could be diluted due to the Company issuing additional shares. In other words, when the Company issues more shares, the percentage of the Company that you own will go down, even though the value of the Company may go up. You will own a smaller piece of a larger company. This increase in the number of shares outstanding could result from a stock offering (such as an initial public offering, another crowdfunding round, a venture capital round, or angel investment), employees exercising stock options, or by conversion of certain instruments (e.g. convertible bonds, preferred shares or warrants) into stock. If the Company decides to issue more shares, an investor could experience value dilution, with each share being worth less than before, and control dilution, with the total percentage an investor owns being less than before. There may also be earnings dilution, with a reduction in the amount earned per share (though this typically occurs only if the Company offers dividends, and most early-stage companies are unlikely to offer dividends, preferring to invest any earnings into the Company).

Transferability of securities

For a year, the securities can only be resold:

- In an IPO;
- To the company;

- To an accredited investor; and
- 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.

Recent Offerings of Securities

We have made the following issuances of securities within the last three years:

- Name: Common Stock
  Type of security sold: Equity
  Final amount sold: $300,000.00
  Number of Securities Sold: 169,992
  Use of proceeds: Marketing, working capital
  Date: January 31, 2024
  Offering exemption relied upon: Section 4(a)(2)

- Name: Common Stock
  Type of security sold: Equity
  Final amount sold: $160,000.00
  Number of Securities Sold: 114,286
  Use of proceeds: Marketing, working capital
  Date: February 01, 2023
  Offering exemption relied upon: Section 4(a)(2)

Financial Condition and Results of Operations

Financial Condition

You should read the following discussion and analysis of our financial condition and results of our operations together with our financial statements and related notes appearing at the end of this Offering Memorandum. This discussion contains forward-looking statements reflecting our current expectations that involve risks and uncertainties. Actual results and the timing of events may differ materially from those contained in these forward-looking statements due to a number of factors, including those discussed in the section entitled "Risk Factors" and elsewhere in this Offering Memorandum.

Results of Operations

Circumstances which led to the performance of financial statements:

Revenue

Revenue for fiscal year 2023 was $698,520.16, compared to $1,014,224.73 in fiscal year 2024. This increase was primarily driven by a significant rise in ECOMM Shopify sales, accounting for approximately $315,704 in additional revenue.

Cost of Sales

Cost of Sales for fiscal year 2023 was $112,000, compared to $241,000 in fiscal year 2024. The increase reflects higher production costs and expanded marketing efforts as the company scaled its operations.

Gross Margins

Gross margins for fiscal year 2023 were $209,439.32, compared to $321,114.49 in fiscal year 2024. Despite the increase in gross profit, the gross margin percentage remained consistent at 30%, indicating stable profitability despite higher costs.

Expenses

Expenses for fiscal year 2023 were $306,662.26, compared to $563,667.42 in fiscal year 2024. The significant increase in expenses was primarily due to higher marketing and consulting costs as the company invested in customer acquisition and operational growth.

Historical results and cash flows:

The Company is currently in the growth stage and is revenue-generating. We believe that historical cash flows are not fully indicative of the revenue and cash flows expected in the future, primarily because Condition One has only recently begun to scale its direct-to-consumer operations, expand its product line, and activate new retail and government channels.

Historically, cash flow was primarily generated through organic online sales of a single core product line. However, as the company enters the next phase of growth—including the launch of new SKUs (e.g., low-carb bars), increased subscription adoption, and operational efficiencies from manufacturing improvements—we expect both revenue and profitability to increase significantly.

Our goal is to achieve cash flow positivity and self-funded growth in the near term by leveraging improved gross margins, growing repeat revenue, and maintaining a low customer acquisition cost (CAC). Future cash flow performance is also expected to benefit from increased scale, bundling strategies, and data-driven customer retention initiatives that were not yet mature in historical periods.

In short, while past cash flows reflect strong demand and customer adoption, they do not yet capture the full impact of Condition One's broader growth engine, which is now positioned for more scalable and sustainable growth.

Liquidity and Capital Resources

What capital resources are currently available to the Company? (Cash on hand, existing lines of credit, shareholder loans, etc...)

As of May 21 2025, the Company has capital resources available in the form of a line of credit for $20k Amex Debt in the amount of 58,412 and $44,932.38 cash on hand.

How do the funds of this campaign factor into your financial resources? (Are these funds critical to your company operations? Or do you have other funds or capital resources available?)

We believe the funds from this campaign are critical to our company operations. These funds are required to support our marketing and advertising initiatives, which are essential for accelerating growth and expanding our market reach.

Are the funds from this campaign necessary to the viability of the company? (Of the total funds that your company has, how much of that will be made up of funds raised from the crowdfunding campaign?)

We believe the funds from this campaign are necessary to the viability of the Company. If the maximum funding goal is reached, approximately 80% of the Company's total available funds will be comprised of funds raised through this crowdfunding campaign, significantly supporting the Company's operational and growth objectives.

How long will you be able to operate the company if you raise your minimum? What expenses is this estimate based on?

If the Company raises the minimum funding goal of $124,000, we anticipate being able to operate for approximately 6 months. This estimate is based on a current monthly burn rate of $20,000, primarily covering expenses related to marketing and advertising.

How long will you be able to operate the company if you raise your maximum funding goal?

If the Company raises the maximum funding goal, we anticipate the Company will be able to operate indefinitely, as it will be cash flow positive. This projection is based on a sustainable monthly burn rate, covering expenses related to marketing, advertising, cost of goods sold, and shipping.

Are there any additional future sources of capital available to your company? (Required capital contributions, lines of credit, contemplated future capital raises, etc...)

Currently, the Company has not contemplated additional future sources of capital, including required capital contributions, additional lines of credit, or planned future capital raises.

Indebtedness

The Company does not have any material terms of indebtedness.

Related Party Transactions

The Company has not conducted any related party transactions

Valuation

Pre-Money Valuation: $5,904,572.52

Valuation Details:

This pre-money valuation was calculated internally by the Company without the use of any formal third-party evaluation. The pre-money valuation does not take into account any convertible securities currently outstanding and has been calculated on a fully diluted basis. Please see the Company Securities section for information on how any outstanding options, warrants or shares reserved for issuance under a stock plan may have been taken into account in the fully-diluted share calculation.

Use of Proceeds

If we raise the Target Offering Amount of $123,999.96 we plan to use these proceeds as follows:

- StartEngine Platform Fees
  7.5%

- StartEngine Service Fees
  92.5%
  Fees for certain creative design, legal, marketing, technical, and administrative support services provided by StartEngine, of which the final amount may vary.

If we raise the over allotment amount of $123,999.96, we plan to use these proceeds as follows:

- StartEngine Platform Fees
  7.5%

- Inventory
  10.0%
  We will use 10% of the funds raised to purchase inventory for the Company's product in preparation of expansion and/or launch of the product.

- Company Employment
  78.0%
  We will use 78% of the funds for working capital to cover expenses for the [initial launch, product expansion, etc as well as ongoing day-to-day operations of the Company.

- StartEngine Reg CF Campaign Marketing
  4.5%
  We will use 4.5% for StartEngine Reg CF Campaign Marketing

The Company may change the intended use of proceeds if our officers believe it is in the best interests of the company.

Regulatory Information

Disqualification

No disqualifying event has been recorded in respect to the company or its officers or directors.

Compliance Failure

The company has not previously failed to comply with the requirements of Regulation Crowdfunding.

Ongoing Reporting

The Company will file a report electronically with the SEC annually and post the report on its website no later than April 30 (120 days after Fiscal Year End). Once posted, the annual report may be found on the Company's website at https://www.goconditionone.com/ (goconditionone.com/annualreports).

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

(1) it is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;

(2) it has filed at least one (1) annual report pursuant to Regulation Crowdfunding and has fewer than three hundred (300) holders of record and has total assets that do not exceed $10,000,000;

(3) it has filed at least three (3) annual reports pursuant to Regulation Crowdfunding;

(4) it or another party repurchases all of the securities issued in reliance on Section 4(a)(6) of the Securities Act, including any payment in full of debt securities or any complete redemption of redeemable securities; or

(5) it liquidates or dissolves its business in accordance with state law.

Updates

Updates on the status of this Offering may be found at: www.startengine.com/condition-one-nutrition

Investing Process

See Exhibit E to the Offering Statement of which this Offering Memorandum forms a part.

EXHIBIT B TO FORM C

FINANCIAL STATEMENTS AND INDEPENDENT ACCOUNTANT'S REVIEW OR AUDIT (AS APPLICABLE) FOR Condition One Nutrition Inc.

[See attached]

Condition one Nutrition Inc

I, **Matthew DeMaio**, the CEO of **Condition One Nutrition Inc**., hereby certify that the financial statements of **Condition One Nutrition** Inc. and notes thereto for the periods ending 2022, 2023 and 2024 included in this Form C offering statement are true and complete in all material respects and that the information below reflects accurately the information reported on our federal income tax returns.

IN WITNESS THEREOF, this Principal Executive Officer's Financial Statement Certification has been executed as of the Date 4/14/2025.

_____(Signature)

CEO

CONDITION ONE NUTRITION
Balance Sheet Comparison
As of December 31, 2023

	Total	
	As of Dec 31, 2023	As of Dec 31, 2022 (PP)
ASSETS		
Current Assets		
Bank Accounts		
Condition One Nutrition Bus Che	50,102.48	19,873.19
PayPal Bank	308.40	
Stripe	16,168.50	0.00
Web Hosting	0.00	87.86
Total Bank Accounts	**$ 66,579.38**	**$ 19,961.05**
Accounts Receivable		
Accounts Receivable	0.00	0.00
Total Accounts Receivable	**$ 0.00**	**$ 0.00**
Other Current Assets		
Inventory Assets	2,370.99	
Inventory-finished product	27,812.40	28,406.00
Inventory-supplies on hand	30,251.55	34,366.25
Paypal Hold	665.55	
Uncategorized Asset	0.00	4,459.00
Undeposited Funds	0.00	0.00
Total Other Current Assets	**$ 61,100.49**	**$ 67,231.25**
Total Current Assets	**$ 127,679.87**	**$ 87,192.30**
Fixed Assets		
Accumulated dep -Equipment	-21,313.00	-21,313.00
Equipments	107,664.84	107,664.84
Total Fixed Assets	**$ 86,351.84**	**$ 86,351.84**
TOTAL ASSETS	**$ 214,031.71**	**$ 173,544.14**
LIABILITIES AND EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable		
Accounts Payable	10,625.03	10,625.03
Total Accounts Payable	**$ 10,625.03**	**$ 10,625.03**
Credit Cards		
Credit Card 0986	0.00	868.72
Total Credit Cards	**$ 0.00**	**$ 868.72**
Other Current Liabilities		
H.W. St. John (Loan)	0.00	945.01
LOAN FROM OFFICER	0.00	0.00
NYS SALES TAX Payable	0.00	0.00
Sales Tax Payable	0.00	0.00
Total NYS SALES TAX Payable	**$ 0.00**	**$ 0.00**
NYS Tax Dept	0.00	
Payroll Liabilities	0.00	0.00
Total Other Current Liabilities	**$ 0.00**	**$ 945.01**

Total Current Liabilities	**$ 10,625.03**	**$ 12,438.76**		
Long-Term Liabilities				
LOAN Payable from Shopify	17,893.15	-1,750.64		
Total Long-Term Liabilities	**$ 17,893.15**	**-$ 1,750.64**		
Total Liabilities	**$ 28,518.18**	**$ 10,688.12**		
Equity				
Capital Stock	194,292.72	169,292.72		
Common Stock	1,089,101.59	984,101.59		
Total Capital Stock	**$ 1,283,394.31**	**$ 1,153,394.31**		
Matt DaMaio Contribution	0.00	-19,269.38		
Opening Balance Equity	-32,608.19	-32,788.56		
Retained Earnings	-968,049.65	-938,480.35		
Net Income	-97,222.94			
Total Equity	**$ 185,513.53**	**$ 162,856.02**		
TOTAL LIABILITIES AND EQUITY	**$ 214,031.71**	**$ 173,544.14**		
Saturday, Mar 22, 2025 12:38:26 AM GMT-7 - Accrual Basis				

CONDITION ONE NUTRITION
Profit and Loss Comparison
January - December 2023

	Total	
	Jan - Dec 2023	Jan - Dec 2022 (PP)
Income		
ECOMM Shopify Sales	438,605.02	
ECOMM Stripe Sales	142,497.06	
Sales of Product Income	117,418.08	882,471.77
Sales Tax		0.00
Total Income	**$ 698,520.16**	**$ 882,471.77**
Cost of Goods Sold		
Cost of Goods Sold	87,601.94	217,518.00
Cost of labor - COS	280,416.54	216,537.20
Freight & Delivery	121,062.36	168,212.58
Total Cost of Goods Sold	**$ 489,080.84**	**$ 602,267.78**
Gross Profit	**$ 209,439.32**	**$ 280,203.99**
Expenses		
Advertising	112,474.76	151,846.35
Automobile Expense	885.41	5,282.07
Gas	3,342.14	5,022.93
Parking	130.89	266.48
Total Automobile Expense	**$ 4,358.44**	**$ 10,571.48**
Bank Fees	936.83	36,380.96
CHARITABLE DONATIONS		547.00
Computer Expense	3,424.95	8,678.12
Contractor		4,337.32
Cost of Labor		16,000.00
Entertainment	3,051.19	4,838.65
Insurance	2,915.14	2,366.43
Legal Fees	0.00	11,375.03
Lodging	2,707.68	4,574.63
Meals	15,301.21	13,257.50
Membership	3,196.09	592.27
Merchant Fees	15,204.63	
Miscellaneous	2,570.13	
Office Expense	29,361.85	33,297.69
OTHER GENERAL & ADMINISTRATIVE	1,516.94	332.04
Outside Consultants	70,912.52	75,264.46
Postage	1,200.00	1,000.00
Professional Fees		1,560.00
Purchases	537.38	
Rent	13,900.00	12,950.00
Travel	17,056.54	16,960.69
UBER (deleted)		235.00
Total Travel	**$ 17,056.54**	**$ 17,195.69**
Uber	6,035.98	16,264.50
Uncategorized Expenses		-3,555.39

Total Expenses	**$ 306,662.26**	**$ 419,674.73**		
Net Operating Income	**-$ 97,222.94**	**-$ 139,470.74**		
Net Income	**-$ 97,222.94**	**-$ 139,470.74**		

CONDITION ONE NUTRITION

Profit and Loss

January - December 2024

	TOTAL
Income	
ECOMM PayPal Sales	129,075.86
ECOMM Shopify Sales	805,201.49
ECOMM Stripe Sales	79,947.38
Total Income	**$1,014,224.73**
Cost of Goods Sold	
Cost of Goods Sold	170,056.54
Cost of labor - COS	280,615.08
Freight & Delivery	214,872.27
Supplies	27,566.35
Total Cost of Goods Sold	**$693,110.24**
GROSS PROFIT	**$321,114.49**
Expenses	
Advertising	241,616.09
Automobile Expense	2,296.62
Gas	4,260.52
Parking	351.95
Total Automobile Expense	**6,909.09**
Bank Fees	3,636.65
Computer Expense	1,543.54
Entertainment	5,233.48
Insurance	2,409.00
Interest Expense	872.73
Legal Fees	12,839.97
Lodging	5,813.31
Meals	27,600.18
MEDICAL	465.66
Membership	5,687.76
Merchant Fees	3,465.51
Miscellaneous	3,628.09
Office Expense	51,311.92
OTHER GENERAL & ADMINISTRATIVE	9,834.73
Outside Consultants	150,266.59
Prime Video	961.17
Rent	15,100.00
Software & Apps	3,322.57
Travel	6,326.74
Uber	4,822.64
Uncategorized Expenses	0.00
Total Expenses	**$563,667.42**
NET OPERATING INCOME	**$ -242,552.93**

CONDITION ONE NUTRITION

Profit and Loss

January - December 2024

	TOTAL
Other Expenses	
Other Miscellaneous Expense	1,248.29
Total Other Expenses	**$1,248.29**
NET OTHER INCOME	**$ -1,248.29**
NET INCOME	**$ -243,801.22**

CONDITION ONE NUTRITION

Balance Sheet

As of December 31, 2024

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
Condition One Nutrition Bus Che	29,128.13
PayPal Bank	125.22
Stripe	378.12
Web Hosting	0.00
Total Bank Accounts	**$29,631.47**
Accounts Receivable	
Accounts Receivable	0.00
Total Accounts Receivable	**$0.00**
Other Current Assets	
Inventory Assets	2,370.99
Inventory-finished product	27,812.40
Inventory-supplies on hand	30,251.55
Paypal Hold	665.55
Uncategorized Asset	0.00
Undeposited Funds	0.00
Total Other Current Assets	**$61,100.49**
Total Current Assets	**$90,731.96**
Fixed Assets	
Accumulated dep -Equipment	-21,313.00
Equipments	139,225.04
Total Fixed Assets	**$117,912.04**
TOTAL ASSETS	**$208,644.00**
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	10,625.03
Total Accounts Payable	**$10,625.03**
Credit Cards	
Amex Credit Card-11005	5,231.03
Credit Card 0986	0.00
Total Credit Cards	**$5,231.03**
Other Current Liabilities	**$ -3,600.00**
Total Current Liabilities	**$12,256.06**
Long-Term Liabilities	**$0.00**
Total Liabilities	**$12,256.06**

CONDITION ONE NUTRITION

Balance Sheet

As of December 31, 2024

	TOTAL
Equity	
Capital Stock	459,292.72
Common Stock	1,099,101.59
Total Capital Stock	**1,558,394.31**
Matt DaMaio Contribution	0.00
Opening Balance Equity	-47,945.58
Owner Personal Draws	-4,986.98
Retained Earnings	-1,065,272.59
Net Income	-243,801.22
Total Equity	**$196,387.94**
TOTAL LIABILITIES AND EQUITY	**$208,644.00**

CONDITION ONE NUTRITION

Balance Sheet Comparison

As of December 31, 2023

	Total	
	As of Dec 31, 2023	As of Dec 31, 2022 (PP)
ASSETS		
Current Assets		
Bank Accounts		
Condition One Nutrition Bus Che	50,102.48	19,873.19
PayPal Bank	308.40	
Stripe	16,168.50	0.00
Web Hosting	0.00	87.86
Total Bank Accounts	$ 66,579.38	$ 19,961.05
Accounts Receivable		
Accounts Receivable	0.00	0.00
Total Accounts Receivable	$ 0.00	$ 0.00
Other Current Assets		
Inventory Assets	2,370.99	
Inventory-finished product	27,812.40	28,406.00
Inventory-supplies on hand	30,251.55	34,366.25
Paypal Hold	665.55	
Uncategorized Asset	0.00	4,459.00
Undeposited Funds	0.00	0.00
Total Other Current Assets	$ 61,100.49	$ 67,231.25
Total Current Assets	$ 127,679.87	$ 87,192.30
Fixed Assets		
Accumulated dep -Equipment	-21,313.00	-21,313.00
Equipments	107,664.84	107,664.84
Total Fixed Assets	$ 86,351.84	$ 86,351.84
TOTAL ASSETS	$ 214,031.71	$ 173,544.14
LIABILITIES AND EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable		
Accounts Payable	10,625.03	10,625.03
Total Accounts Payable	$ 10,625.03	$ 10,625.03
Credit Cards		
Credit Card 0986	0.00	868.72
Total Credit Cards	$ 0.00	$ 868.72
Other Current Liabilities		
H.W. St. John (Loan)	0.00	945.01
LOAN FROM OFFICER	0.00	0.00
NYS SALES TAX Payable	0.00	0.00
Sales Tax Payable	0.00	0.00
Total NYS SALES TAX Payable	$ 0.00	$ 0.00
NYS Tax Dept	0.00	
Payroll Liabilities	0.00	0.00
Total Other Current Liabilities	$ 0.00	$ 945.01

Total Current Liabilities	$ 10,625.03	$ 12,438.76		
Long-Term Liabilities				
LOAN Payable from Shopify	17,893.15	-1,750.64		
Total Long-Term Liabilities	$ 17,893.15	-$ 1,750.64		
Total Liabilities	$ 28,518.18	$ 10,688.12		
Equity				
Capital Stock	194,292.72	169,292.72		
Common Stock	1,089,101.59	984,101.59		
Total Capital Stock	$ 1,283,394.31	$ 1,153,394.31		
Matt DaMaio Contribution	0.00	-19,269.38		
Opening Balance Equity	-32,608.19	-32,788.56		
Retained Earnings	-968,049.65	-938,480.35		
Net Income	-97,222.94			
Total Equity	$ 185,513.53	$ 162,856.02		
TOTAL LIABILITIES AND EQUITY	$ 214,031.71	$ 173,544.14		
Saturday, Apr 12, 2025 02:48:26 AM GMT-7 - Accrual Basis				

CONDITION ONE NUTRITION

Statement of Cash Flows

January - December 2024

	TOTAL
OPERATING ACTIVITIES	
Net Income	-243,801.22
Adjustments to reconcile Net Income to Net Cash provided by operations:	
Amex Credit Card-11005	5,231.03
H.W. St. John (Loan)	-3,600.00
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	**1,631.03**
Net cash provided by operating activities	**$ -242,170.19**
INVESTING ACTIVITIES	
Equipments	-31,560.20
Net cash provided by investing activities	**$ -31,560.20**
FINANCING ACTIVITIES	
LOAN Payable from Shopify	-17,893.15
Capital Stock	265,000.00
Capital Stock:Common Stock	10,000.00
Opening Balance Equity	-15,337.39
Owner Personal Draws	-4,986.98
Net cash provided by financing activities	**$236,782.48**
NET CASH INCREASE FOR PERIOD	**$ -36,947.91**
Cash at beginning of period	66,579.38
CASH AT END OF PERIOD	**$29,631.47**

CONDITION ONE NUTRITION

Statement of Cash Flows

January - December 2023

OPERATING ACTIVITIES
Net Income
Adjustments to reconcile Net Income to Net Cash provided by operations:
Inventory Assets
Inventory-finished product
Inventory-supplies on hand
Paypal Hold
Uncategorized Asset
Accounts Payable
Credit Card 0986
H.W. St. John (Loan)
NYS Tax Dept
Total Adjustments to reconcile Net Income to Net Cash provided by operations:
Net cash provided by operating activities
FINANCING ACTIVITIES
LOAN Payable from Shopify
Capital Stock
Capital Stock:Common Stock
Matt DaMaio Contribution
Opening Balance Equity
Retained Earnings
Net cash provided by financing activities
Net cash increase for period
Cash at beginning of period
Cash at end of period

Saturday, Apr 12, 2025 02:52:16 AM GMT-7

Total
-97,222.94
-2,370.99
593.60
4,114.70
-665.55
4,459.00
0.00
-868.72
-945.01
0.00
$ 4,317.03
-$ 92,905.91
19,643.79
25,000.00
105,000.00
19,269.38
180.37
-29,569.30
$ 139,524.24
$ 46,618.33
19,961.05
$ 66,579.38

CONDITION ONE NUTRITION

Statement of Cash Flows

January - December 2022

OPERATING ACTIVITIES
Net Income
Adjustments to reconcile Net Income to Net Cash provided by operations:
Inventory-finished product
Inventory-supplies on hand
Uncategorized Asset
Accounts Payable
Credit Card 0986
Credit Card 3462 (deleted)
H.W. St. John (Loan)
LOAN FROM OFFICER
Total Adjustments to reconcile Net Income to Net Cash provided by operations:
Net cash provided by operating activities
INVESTING ACTIVITIES
Equipments
Net cash provided by investing activities
FINANCING ACTIVITIES
LOAN Payable from Shopify
31400 Shareholder Distributions (deleted)
Capital Stock
Capital Stock:Common Stock
Matt DaMaio Contribution
Opening Balance Equity
Owners Equity Matthew Demaio (deleted)
Retained Earnings
Net cash provided by financing activities
Net cash increase for period
Cash at beginning of period
Cash at end of period

Saturday, Apr 12, 2025 02:51:48 AM GMT-7

Total
-139,470.74
-28,406.00
-34,366.25
-4,323.22
10,625.03
1,668.72
-195.28
-3,933.30
604.21
-$ 58,326.09
-$ 197,796.83
-33,301.80
-$ 33,301.80
-238.72
82.67
-100,000.00
239,101.59
-19,269.38
-32,788.56
-19,186.71
19,269.38
$ 86,970.27
-$ 144,128.36
164,089.41
$ 19,961.05

	Preferred Stock		Common stock		Additional Paid-in Capital	Subscription Receivable	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount				
Inception	-	$ -	-	$ -	$ -	$ -	$ -	$ -
Issuance of founders stock	1,000,000	1,000	1,000,000	1,000	-	-	-	2,000
Shares issued for services	-	-	-	-	-	-	-	-
Contributed capital	-	-	-	-	-	-	-	-
Net income (loss)	-	-	-	-	-	-	(200,000)	(200,000)
December 31, 2013	1,000,000	$ 1,000	1,000,000	$ 1,000	$ -	$ -	$ (200,000)	$ (198,000)
Shares issued for services	-	-	500,000	500	99,500	-	-	100,000
Stock option compensation	-	-	-	-	50,000	-	-	50,000
Net income (loss)	-	-	-	-	-	-	(150,000)	(150,000)
December 31, 2014	1,000,000	$ 1,000	1,500,000	$ 1,500	$ 149,500	$ -	$ (350,000)	$ (198,000)
Shares issued for debt conversion	-	-	100,000	100	99,900	-	-	100,000
Shares issued for cash	-	-	1,000,000	1,000	999,000	-	-	1,000,000
Shares issued for services	-	-	10,000	10	9,990	-	-	10,000
Conversion of preferred stock	(1,000,000)	(1,000)	1,000,000	1,000	-	-	-	-
Discount on convertible debt	-	-	-	-	50,000	-	-	50,000
Stock option compensation	-	-	-	-	40,000	-	-	40,000
Net income (loss)	-	-	-	-	-	-	(50,000)	(50,000)
December 31, 2015	-	$ -	3,610,000	$ 3,610	$ 1,348,390	$ -	$ (400,000)	$ 952,000

Note: the above are just examples. Delete rows and/or columns that are not applicable. For example, if you don't have preferred stock authorized, delete those columns. If you haven't issued shares for services, delete that row. Keeping a line in your statement when you don't' actually have a corresponding transaction could make it misleading to an investor. The below color coated indicates should match other areas of your financial statements.

= amounts that come from P&L

= amounts should tie to the balance sheet. Descriptions in headers should also match balance sheet

NOTE 1 – NATURE OF OPERATIONS

Condition one Nutrition. was formed on October 22, 2014 ("Inception") in the State of **169 Valley Stream Blvd, Valley Stream, NY 11580.** The financial statements of **Condition One Nutrition**. (which may be referred to as the "Company", "we," "us," or "our") are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The Company's headquarters are located in **Valley stream NY 11580**

Condition one Nutrition is dealing with nutrition product, the process of managing and utilizing nutritional supplements, which can include understanding their ingredients, potential benefits and risks, proper dosage, and ensuring they are used safely and effectively alongside a balanced diet, often in consultation with a healthcare professional.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates
The preparation of financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amount of expenses during the reporting periods. Actual results could materially differ from these estimates. It is reasonably possible that changes in estimates will occur in the near term.

Fair Value of Financial Instruments
Fair value is defined 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 as of the measurement date. Applicable accounting guidance provides an established hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the factors that market participants would use in valuing the asset or liability. There are three levels of inputs that may be used to measure fair value:

Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - Include other inputs that are directly or indirectly observable in the marketplace.

Level 3 - Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

Fair-value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of **December 31, 2022 and December 31, 2023**. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values.

Cash and Cash Equivalents
For purpose of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

Revenue Recognition

The Company will recognize revenues from sales of Nutrition Products. Sales of Nutrition products will be sold through Condition One nutrition throughout the USA when (a) persuasive evidence that an agreement exists; (b) the service has been performed; (c) the prices are fixed and determinable and not subject to refund or adjustment; and (d) collection of the amounts due is reasonably assured.

Income Taxes
The Company applies ASC 740 Income Taxes ("ASC 740"). Deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial statement reported amounts at each period end, based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. The provision for income taxes represents the tax expense for the period, if any and the change during the period in deferred tax assets and liabilities.

ASC 740 also provides criteria for the recognition, measurement, presentation and disclosure of uncertain tax positions. A tax benefit from an uncertain position is recognized only if it is "more likely than not" that the position is sustainable upon examination by the relevant taxing authority based on its technical merit.

The Company is subject to tax in the United States ("U.S.") and files tax returns in the U.S. Federal jurisdiction and _**N.Y**_ state jurisdiction. The Company is subject to U.S. Federal, state and local income tax examinations by tax authorities for all periods since Inception. The Company currently is not under examination by any tax authority. ["all periods since inception" should be changed if the company has been in business longer than 3 years. Generally the Company will only be open to examination for tax returns filed in the past 3 years. If the company is under examination/audit, change the last sentence accordingly. Add Notes for inventory, PP&E, Accrued Liabilities, Debt (traditional or convertible) if additional detail is needed. If the Company has debt, you will likely need a note for such and thus the example includes some typical language.

Concentration of Credit Risk
The Company maintains its cash with a major financial institution located in the United States of America which it believes to be creditworthy. Balances are insured by the Federal Deposit Insurance Corporation up to $250,000. At times, the Company may maintain balances in excess of the federally insured limits.

NOTE 3 – DEBT
As of 12/31/2023 the company has $58063.75 inventory, and Current Liabilities is $10625.00 and long-term liability is loan payable from Shopify $17893.15.

NOTE 4 – COMMITMENTS AND CONTINGENCIES

We are currently not involved with or know of any pending or threatening litigation against the Company or any of its officers.

- We have no Capital expenditure commitment contracted but not yet incurred
- We have no non-cancelable operating leases,
- We have no long-term leases (>1 year) of property, land, facilities or equipment,
- We have no Unused letters of credit or obligations to reduce debt]

NOTE 5 – STOCKHOLDERS' EQUITY

Common Stock
We have authorized the issuance of 284,090.shares of our common stock with par value of $1.76 As of

12/31/2024, the company has currently issued 3,361,315 shares of our common stock.
There are no Preferred Shares.

NOTE 6 – RELATED PARTY TRANSACTIONS

[DESCRIBE ANY RELATED PARTY TRANSACTIONS: I.E. ADVANCES/DEBT FROM FOUNDERS OR OFFICERS, SHARES ISSUED TO RELATED PARTIES FOR SERVICES, ETC…NORMAL OPERATING TRANSACTIONS LIKE SALARIES OR HEALTH BENEFITS DO NOT REQUIRE DISCLOSURE----------**I have no information about this**

NOTE 7 – SUBSEQUENT EVENTS

The Company has evaluated subsequent events that occurred after January 1, 2022 through December 31, 2023 and as of February 1, 2025, the issuance date of these financial statements. There have been no other events or transactions during this time which would have a material effect on these financial statements.

EXHIBIT C TO FORM C

PROFILE SCREENSHOTS

[See attached]

Fresh Nutrition, Delivered On-Demand

Snacking Done Right is creating recovery in the billion-dollar snack market, pioneering the first subscription-based nutritional snack service that delivers fresh, high-protein, high-fiber, low-sugar snacks on the doorstep in a sustainable, eco-friendly packaging.

Food & Beverage
Snacks

Founded in 2020 | Based in Los Angeles, CA | 11-50 employees | Visit www.snackingdoneright.com

Minimum investment
$299.28 | $5,000

OVERVIEW | ABOUT | TERMS | DISCUSSION | INVESTING FAQS

REASONS TO INVEST

- Strong Growth in the Nutritional Snack Market: Confirmed Data. Our offers a unique fresh, healthy, nutrient-rich snack subscription box, addressing the growing demand for healthy snacking options. This market presents significant competitive advantages in a growing industry. The data underscores our potential for success, leveraging our strong relationship with consumers, its preservatives, better quality ingredients.
- Real World ROI and Positive Market Fit: Created for a Real Need. The company's ROI is demonstrated by its ability to meet a market's demand with exceptional product quality and fresh ingredients. The team ensures operational excellence and customer satisfaction.
- Strong Market Traction & Revenue Potential. Customer Satisfaction and Repeat Business. The company has achieved a 98% Net Promoter Score and 61.7% retention, indicating high customer satisfaction and loyalty. The business model leverages recurring revenue and SEM to attract revenue and drive customer acquisition, ensuring sustainable growth and maximizing customer engagement and lifetime value.

TEAM

Matthew Stefano - Founder, Chief Executive Officer, Sale Director, and Director of Accounting and Finance
Matthew is a dynamic entrepreneur with a diverse background in sales, finance, and accounting. His sales expertise spans various industries, including real estate, medical devices, and technology. He has successfully managed sales teams and demonstrated his ability to drive revenue growth and manage complex financial operations. Matthew's entrepreneurial spirit is evident in his ventures in the real estate and technology sectors, where he has consistently identified and capitalized on emerging opportunities. His ability to wear multiple hats and adapt to different roles has been crucial in the company's early stages, ensuring the company remains agile and responsive to market demands.

THE PITCH

Snacking Done Right, founded by CJ Rice III and Matthew S. Stefano, is disrupting the $68 billion snack food market with a subscription-based service that delivers fresh, high-protein, high-fiber, low-sugar snacks directly to consumers' doorsteps. Leveraging a strong relationship with consumers and a commitment to quality ingredients and sustainable packaging, Snacking Done Right addresses the growing demand for healthier snacking options. The company's strong ROI and positive market fit, evidenced by its ability to meet a market need with exceptional product quality and fresh ingredients, ensures operational excellence and customer satisfaction. The company's business model leverages recurring revenue and SEM to attract customers and drive customer acquisition, ensuring sustainable growth and maximizing customer engagement and lifetime value.

THE PROBLEM & OUR SOLUTION

The Problem

Americans Are Struggle to Truly Healthy Meal Replacements

Busy individuals and families struggle to find quick, convenient, and nutritious meal options that meet their dietary needs and preferences. Traditional snacks and meal replacements often lack the nutritional value and ingredients that consumers are looking for. This leaves many individuals and families with limited options for quick, nutritious meals that cater to their specific dietary requirements. Consumers also face challenges in finding products that align with their ethical and environmental concerns, such as sustainable packaging and ingredients from ethical sources.

The Solution

Bites Fresh With Organic Ingredients

Snacking Done Right addresses these challenges by offering a subscription-based meal replacement bar through its innovative "Protein Bites" service. The company's bars are made with organic ingredients, free from preservatives and artificial additives, ensuring a healthier and more sustainable option. By focusing on fresh, ready-to-consume ingredients, Snacking Done Right aims to provide a convenient, eco-friendly, and nutrition-conscious alternative to traditional snacks and meal replacements. This solution caters to consumers who prioritize health, convenience, and sustainability.

THE MARKET & OUR TRACTION

The Market

The snack food market has reached sales around $68 billion in 2024 and is projected to grow at a 6.87% compound annual growth rate (CAGR) between 2024 and 2029. This growth is driven by various factors, including wellness trends, and lifestyle changes, contributing to a positive market outlook. The market's dynamic nature, with ongoing innovations and evolving consumer preferences, presents opportunities for companies to capitalize on these trends and cater to the growing demand for healthier snack options.

Our Traction

The company has demonstrated strong traction in its pre-launch phase, generating revenue from customers and achieving a 98% Net Promoter Score, indicating high customer satisfaction and loyalty. With high-quality, ready-to-eat snacks, and a direct-to-consumer approach, the company is well-positioned to capitalize on the growing demand for healthier snack options and convenient, on-the-go nutrition.

Notable Investors:

- Accurate Plant Certified has invested $80,000.
- Red Rocket Capital has invested using Wefunding, Wefunding's private Crowdfunding platform, $50,000.

Notable Partnerships:

- Snacking Done Right is in talks with Wholesome and Kind Pantry, wellness, and wellness communities, providing nutritional snacks to their customers. Notable partners include Pacific Prepare, Wholesome and Kind Pantry.

WHY INVEST

Join the Revolution of Clean, Real Food Bars

Snacking Done Right is disrupting the $68 billion snack food market. Our bars are crafted with organic ingredients, free from preservatives and artificial additives, and packaging that's 100% compostable. We're addressing the growing demand for healthier, more sustainable snacking options. **Join us in shaping the future of snacking with a company that prioritizes health, sustainability, and exceptional customer satisfaction.**

FEATURED COVERAGE

Military.com | CBS NEWS | SOFREP | TACTICAL TALK

ABOUT

Location
4118 W Valley Stream Blvd.
Valley Stream, CA 11581

Website
View Site

TERMS

Offering Type: Revenue Share

Overview

Min Per Investor
$299.28

Max Per Investor
$5,000

Deal Opens
Sep 26, 2025 at 6:59 UPC

Deal Closes
$12,000 / $12,000

Breakdown

Investors
$299.28

Investment Type
Equity

Valuation
$12,000,000

Investment Multiple
Close to Common Stock

Funding Goal
$12,000,000

Current Raised
$12,000,000

Deadline
Rolling

Minimum Number of Investors
10

Maximum Number of Investors
Unlimited

Minimum Raised
$12,000,000

Maximum Raised
$12,000,000

Revenue Share Offer Expiration Date
Rolling

Set Reward Filing

Offering Memorandum

Financials

	Most Recent Fiscal Year-End	Prior Fiscal Year-End
Total Assets	$284,640	$232,000
Cash & Cash Equivalents	$25,400	$44,270
Accounts Receivable	$0	$0
Short Term Debt	$29,600	$28,200
Long Term Debt	$0	$0
Revenue & Sales	$4,204,200	$520,249
Cost of Goods Sold	$470,100	$231,200
Taxes Paid	$0	$0
Net Income	-$243,800	-$68,300

Risks

As a qualifying investment crowfunding issuer, Tap Innovation Inc.wants you to know the offering risks and risk factors that are most material to investors. It is making a concise and plain language disclosure of its material risks and risk factors. Investors should read and consider all of the risks and risk factors in its offering disclosures. These documents have been made mandatorily available to all prospectively qualified investors and potential investors in its offering. Tap Innovation Inc.has prepared its offering disclosures with the assistance of its attorneys and advisors. There are no guarantees that Tap Innovation Inc.will be successful in its business operations. Investing in Tap Innovation Inc.is speculative and involves a high degree of risk. Investors should be aware that the process of complaints/dispute of any offering document or interface. These complaints/disputes will be resolved by arbitration in accordance with the rules of the Wefunding platform. Investors are waiving their rights to file a lawsuit or independent claim against Tap Innovation Inc.in a court of law or equity.

DISCLOSURE STANDARDS AND DISCLAIMERS

Wefunding LLC ("Wefunding") is a funding portal registered with the Securities and Exchange Commission ("SEC") and a member of the Financial Industry Regulatory Authority ("FINRA"). Wefunding does not provide investment advice or recommendations. Wefunding does not solicit securities transactions or purchases. Wefunding does not compensate its employees based on the success of any offering. Wefunding does not hold, manage, possess or handle investor funds or securities. All securities transactions on Wefunding are performed by third-party broker-dealers. Wefunding does not guarantee the accuracy, completeness, timeliness or reliability of any information or data posted on its platform by issuers. Wefunding does not verify the business, financial condition, or any other aspect of any issuer. Wefunding does not guarantee the success of any issuer or any offering. Wefunding does not guarantee any return on investment. Investing in securities offered on Wefunding involves a high degree of risk and may result in the loss of your entire investment. Past performance is not indicative of future results. Securities offered on Wefunding are not insured by the FDIC or any other government agency. Securities offered on Wefunding are not deposits or obligations of, or guaranteed by, any bank or financial institution. Securities offered on Wefunding are not suitable for all investors. Investors should consult their own financial, legal, and tax advisors before making any investment decision. Wefunding does not provide tax, legal, or investment advice. Wefunding does not make any representations or warranties regarding the tax treatment of any investment. Investors should consult their own tax advisors regarding the tax consequences of investing in securities offered on Wefunding.

Tap Innovation Inc.'s Risks and Disclaimers

Investors should read and consider all of the risks and risk factors that are most material to investors in this offering.

Risks Specific to Tap Innovation Inc.

Tap Innovation Inc.is a newly formed entity with no operating history. Tap Innovation Inc.may not achieve its business plan or generate sufficient revenue to operate profitably. Tap Innovation Inc.may not be able to raise sufficient capital to fund its operations and implement its business plan. Tap Innovation Inc.may be unable to attract and retain customers for its products and services. The market for its products and services may not develop as anticipated. Tap Innovation Inc.may face competition from other companies in the snack food industry. The success of Tap Innovation Inc.depends on the performance of its management team and key personnel. Tap Innovation Inc.may be subject to regulatory risks and compliance requirements. Tap Innovation Inc.may be subject to intellectual property risks and disputes. Tap Innovation Inc.may be subject to supply chain risks and disruptions. Tap Innovation Inc.may be subject to cybersecurity risks and data breaches. Tap Innovation Inc.may be subject to risks related to its international operations. Tap Innovation Inc.may be subject to risks related to its use of third-party vendors and service providers. The success of Tap Innovation Inc.depends on its ability to adapt to changing consumer preferences and market trends. Tap Innovation Inc.may be subject to risks related to its use of social media and influencer marketing. The success of Tap Innovation Inc.depends on its ability to maintain its brand reputation and goodwill. Tap Innovation Inc.may be subject to risks related to its use of artificial intelligence and machine learning. The success of Tap Innovation Inc.depends on its ability to manage its growth and scale its operations. Tap Innovation Inc.may be subject to risks related to its use of blockchain technology and digital assets.

Risks Specific to the Offering

The securities being offered on Wefunding are being offered on a "best efforts" basis and there is no assurance that any of the securities will be sold. The securities being offered on Wefunding are subject to restrictions on transfer and may be deemed illiquid. There is no public market for the securities being offered on Wefunding. The securities being offered on Wefunding may not be listed on any exchange or quotation system. The securities being offered on Wefunding may be subject to dilution in the future. The securities being offered on Wefunding may be subject to tax risks. The securities being offered on Wefunding may be subject to regulatory risks. The securities being offered on Wefunding may be subject to litigation risks.

Tap Innovation Inc.'s Disclaimers

Tap Innovation Inc.has not been audited by an independent accounting firm. Tap Innovation Inc.has not been reviewed by an independent accounting firm. Tap Innovation Inc.has not been subject to any regulatory oversight or examination. Tap Innovation Inc.has not been rated by any credit rating agency. Tap Innovation Inc.has not been subject to any bankruptcy or insolvency proceedings. Tap Innovation Inc.has not been subject to any criminal or civil actions. Tap Innovation Inc.has not been subject to any SEC or FINRA enforcement actions. Tap Innovation Inc.has not been subject to any cease and desist orders. Tap Innovation Inc.has not been subject to any bar orders. Tap Innovation Inc.has not been subject to any other disqualifying events.

Tap Innovation Inc.'s Financial Condition and Capital Resources

Tap Innovation Inc.has not been audited by an independent accounting firm. Tap Innovation Inc.has not been reviewed by an independent accounting firm. Tap Innovation Inc.has not been subject to any regulatory oversight or examination. Tap Innovation Inc.has not been rated by any credit rating agency. Tap Innovation Inc.has not been subject to any bankruptcy or insolvency proceedings. Tap Innovation Inc.has not been subject to any criminal or civil actions. Tap Innovation Inc.has not been subject to any SEC or FINRA enforcement actions. Tap Innovation Inc.has not been subject to any cease and desist orders. Tap Innovation Inc.has not been subject to any bar orders. Tap Innovation Inc.has not been subject to any other disqualifying events.

Tap Innovation Inc.'s Intellectual Property

Tap Innovation Inc.has not been subject to any intellectual property disputes. Tap Innovation Inc.has not been subject to any intellectual property lawsuits. Tap Innovation Inc.has not been subject to any intellectual property claims. Tap Innovation Inc.has not been subject to any other intellectual property disqualifying events.

Tap Innovation Inc.'s Other Disqualifying Events

Tap Innovation Inc.has not been subject to any other disqualifying events

EXHIBIT D TO FORM C

VIDEO TRANSCRIPT

No Video Present.

STARTENGINE SUBSCRIPTION PROCESS (Exhibit E)

Platform Compensation

- As compensation for the services provided by StartEngine Capital or StartEngine Primary, as identified in the Offering Statement filed on the SEC EDGAR filing system (the "Intermediary"), the issuer is required to pay to Intermediary a fee consisting of a 5.5-14% (five and one-half to fourteen) commission based on the dollar amount of securities sold in the Offering and paid upon disbursement of funds from escrow at the time of closing. The commission is paid in cash and in securities of the Issuer identical to those offered to the public in the Offering at the sole discretion of the Intermediary. Additionally, the issuer must reimburse certain expenses related to the Offering. The securities issued to the Intermediary, if any, will be of the same class and have the same terms, conditions, and rights as the securities being offered and sold by the issuer on StartEngine's platform.

- As compensation for the services provided by StartEngine, investors are also required to pay the Intermediary a fee consisting of a 0-3.5% (zero to three and a half percent) service fee based on the dollar amount of securities purchased in each investment.

Information Regarding Length of Time of Offering

- Investment Cancellations: Investors will have up to 48 hours prior to the end of the offering period to change their minds and cancel their investment commitments for any reason. Once within 48 hours of ending, investors will not be able to cancel for any reason, even if they make a commitment during this period.

- Material Changes: Material changes to an offering include but are not limited to: A change in minimum offering amount, change in security price, change in management, material change to financial information, etc. If an issuer makes a material change to the offering terms or other information disclosed, including a change to the offering deadline, investors will be given five business days to reconfirm their investment commitment. If investors do not reconfirm, their investment will be canceled and the funds will be returned.

Hitting The Target Goal Early & Oversubscriptions

- The Intermediary will notify investors by email when the target offering amount has hit 25%, 50%, and 100% of the funding goal. If the issuer hits its goal early, the issuer can create a new target deadline at least 5 business days out. Investors will be notified of the new target deadline via email and will then have the opportunity to cancel up to 48 hours before the new deadline.

- Oversubscriptions: We require all issuers to accept oversubscriptions. This may not be possible if: 1) it vaults an issuer into a different category for financial statement requirements (and they do not have the requisite financial statements); or 2) they reach $5M in investments. In the event of an oversubscription, shares will be allocated at the discretion of the issuer, with priority given to StartEngine Venture Club members.

- 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.

- If a StartEngine issuer reaches its target offering amount prior to the deadline, it may conduct an initial closing of the offering early if they provide notice of the new offering deadline at least five business days prior to the new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). StartEngine will notify investors when the issuer meets its target offering amount. Thereafter, the issuer may conduct additional closings until the offering deadline.

Minimum and Maximum Investment Amounts

- In order to invest, commit to an investment or communicate on our platform, users must open an account on StartEngine and provide certain personal and non-personal information including information related to income, net worth, and other investments.

- Investor Limitations: There are no investment limits for investing in crowdfunding offerings for accredited investors. Non-accredited investors are limited in how much they can invest in all crowdfunding offerings during any 12-month period. The limitation on how much they can invest depends on their net worth (excluding the value of their primary residence) and annual income. If either their annual income or net worth is less than $124,000, then during any 12-month period, they can invest either $2,500 or 5% of their annual income or net worth, whichever is greater. If both their annual income and net worth are equal to or more than $124,000, then during any 12-month period, they can invest up to 10% of annual income or net worth, whichever is greater, but their investments cannot exceed $124,000.