

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

Your Best Days, Inc.  
1680 URBAN ST  
LAKEWOOD, CO 80215-2574  
<http://www.onusiv.com>

Up to \$124,000.00 in Class B Non-Voting at \$1.00  
Minimum Target Amount: \$124,000.00

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: Your Best Days, Inc.  
Address: 1680 URBAN ST, LAKEWOOD, CO 80215-2574  
State of Incorporation: CO  
Date Incorporated: October 15, 2024

## Terms:

### Equity

Offering Minimum: \$124,000.00 | 124,000 shares of Class B Non-Voting  
Offering Maximum: \$124,000.00 | 124,000 shares of Class B Non-Voting  
Type of Security Offered: Class B Non-Voting  
Purchase Price of Security Offered: \$1.00  
Minimum Investment Amount (per investor): \$300.00

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

### Investment Incentives and Bonuses\*

#### Loyalty Bonus

If you are a predesignated community member of Onus iV, you are eligible for additional bonus shares (25%)

#### Time-Based Perks

Early Bird 1: Invest \$1,000+ within the first 2 weeks | 10% bonus shares

Early Bird 2: Invest \$5,000+ within the first 2 weeks | 15% bonus shares

Early Bird 3: Invest \$10,000+ within the first 2 weeks | 20% bonus shares

Early Bird 4: Invest \$20,000+ within the first 2 weeks | 25% bonus shares

Early Bird 5: Invest \$50,000+ within the first 2 weeks | 30% bonus shares

#### Mid-Campaign Perks (Flash Perks)

Flash Perk 1: Invest \$5,000+ between day 35 - 40 and receive 10% bonus shares

Flash Perk 2: Invest \$5,000+ between day 60 - 65 and receive 10% bonus shares

#### Amount-Based Perks

Tier 1 Perk: Invest \$1,000+ and receive a free IV therapy session at any Onus iV clinic.

Tier 2 Perk: Invest \$5,000+ and receive a 6-month membership for IV therapy + 5% bonus shares.

Tier 3 Perk: Invest \$10,000+ and receive a 1-year membership with personalized wellness sessions + 10% bonus shares.

Tier 4 Perk: Invest \$20,000+ and receive all prior perks + a VIP experience, including access to exclusive wellness treatments + 15% bonus shares.

Tier 5 Perk: Invest \$50,000+ and receive all prior perks + receive lifetime membership to Onus iV services + 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

Your Best Days, Inc. will offer 10% additional bonus shares for all investments that are committed by investors that 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 Class B Non-Voting Common Stock at \$1.00/ share, you will receive 110 shares of Class B Non-Voting Common Stock, meaning you'll own 110 shares for \$100. 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, and the Audience Bonus in addition to the aforementioned bonus.

## The Company and its Business

### Company Overview

#### Overview

Onus IV Hydration is a growing IV therapy and wellness franchise with a unique focus on fitness recovery and proactive health. Offering IV Hydration Vitamin Therapy under the guidance of an ER physician, Onus helps individuals recover faster and maintain their wellness. The company's approach combines medical-grade hydration treatments with a mission of personal responsibility and self-care, encouraging clients to make positive, healthy choices. In 2023, Onus launched its franchise platform, and with partnerships like Fransmart, the company aims to expand rapidly beyond Colorado. Currently operating six stores, Onus expects to grow to 100 franchises by the end of the year.

#### Corporate History

For updated Organization Structure: There are currently two separate CO LLC entities - Onus IV Hydration LLC which is the original entity that founded and runs the Onus IV Locations and businesses and then there is Sherpa Wellness Ventures LLC which was recently created to be the Franchisor. Of note, (1) the ownership structure between the two LLC business is identical and (2) all "Onus" IP is held and owned by Onus IV Hydration LLC and we already have a License Agreement in place for that IP to be licensed to Sherpa Wellness Ventures LLC for franchisor to franchisee license uses.

Your Best Days, Inc fully owns the two existing LLCs as subsidiaries. To start, the ownership of the Holding Corporation will match that currently in both LLC entities (making the transition of ownership easy). Then, obviously, with Start Engine led investment into the holding corporation, that ownership structure will be updated to reflect that. The plan is for investment into CO Holding Corporation to be able to be applied to either subsidiary LLC, with returns up to the Holding Corp.

### Competitors and Industry

#### Competitors

Onus IV competes with national IV therapy brands such as DRiP Bar, Hydrate iV Bar, and Prime IV. Onus differentiates itself by focusing on a broader mission of wellness and health, supported by a brand identity that emphasizes nature and relaxation. Its lounges, for example, are styled as comfortable mountain retreats, offering a distinct ambiance compared to the more clinical feel of many competitors.

#### Industry

The IV therapy market is expanding as more people seek convenient wellness solutions. This growing market targets individuals who prioritize proactive health choices, from fitness enthusiasts to those recovering from illness. As the demand for wellness services rises, Onus is positioned to capture a significant share through its innovative franchise model and partnerships, such as its recent collaboration with Fransmart. This industry, valued in the billions, also includes emerging sectors like Bioidentical Hormone Replacement Therapy (BHRT), which Onus is set to offer.

### Current Stage and Roadmap

#### Current Stage

Onus IV is currently in the growth stage, with six operational stores and plans to expand its footprint through franchising. The company has already partnered with Fransmart to help scale the franchise model nationally. In addition to IV hydration therapy, Onus is set to introduce Bioidentical Hormone Replacement Therapy (BHRT), reflecting its focus on longevity and anti-aging health services.

#### Future Roadmap

Over the next few years, Onus plans to rapidly expand its franchise operations, with the goal of reaching several stores within the next year. The company will continue to diversify its offerings, including launching new flavors of its proprietary

electrolyte product, SNOW, and rolling out its BHRT service. Onus is optimistic about extending its reach beyond Colorado, leveraging its partnership with Fransmart to fuel this ambitious growth trajectory.

## The Team

### Officers and Directors

Name: Kristy Anne Anderson

Kristy Anne Anderson's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- Position: CEO & Co-founder  
Dates of Service: December, 2014 - Present  
Responsibilities: I do business strategy, human resources and make operational decisions.

Other business experience in the past three years:

- Employer: Takeda Pharmaceuticals  
Title: Oncology Territory Manager  
Dates of Service: April, 2024 - Present  
Responsibilities: I am an oncology pharmaceutical sales representative

Other business experience in the past three years:

- Employer: Bristol Myers Squibb  
Title: Community Product Specialist  
Dates of Service: October, 2018 - January, 2023  
Responsibilities: I was an oncology sales representative.

Name: Charles Alexander Faulhaber

Charles Alexander Faulhaber's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- Position: Chief Marketing Officer  
Dates of Service: December, 2014 - Present  
Responsibilities: As chief marketing officer, I will oversee messaging, branding and all marketing related duties.

Other business experience in the past three years:

- Employer: Big Kitty Creative  
Title: Founder  
Dates of Service: April, 2021 - Present  
Responsibilities: Big Kitty is a side project for Chaz to keep his creativity fluid & alive. Chaz will occasionally design logos, shoot videos and use drone photography for friends & local businesses in need of help with their marketing efforts. It is not my main source of income and often works on trade.

Name: Benjamin Wilks MD

Benjamin Wilks MD's current primary role is with Sycamore Physicians . Benjamin Wilks MD currently services 5 hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

- Position: Medical Director  
Dates of Service: September, 2014 - Present  
Responsibilities: Oversee all aspects medical, safety, liability, ordering, treatment menus and protocols

Other business experience in the past three years:

- Employer: Sycamore Physicians

Title: MD

Dates of Service: January, 2021 - Present

Responsibilities: Emergency Physician at multiple ERs around the US

## 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 Common Stock in the amount of up to 1.235M 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.

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 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 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 competing against other recreational activities

Although we are a unique company that caters to a select market, we do compete against other recreational activities. Our business growth depends on the market interest in the Company over other activities.

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.

## 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 |
|-----------------------|----------------------------|------------------------|------------|
| Onus IV Hydration LLC | 8,000,000                  | Class A Voting Shares  | 100.0%     |

### The Company's Securities

The Company has authorized Class A Voting Shares, and Class B Non-Voting. As part of the Regulation Crowdfunding raise, the Company will be offering up to 124,000 of Class B Non-Voting.

#### Class A Voting Shares

The amount of security authorized is 8,000,000 with a total of 8,000,000 outstanding.

#### Voting Rights

one vote per share

#### Material Rights

There are no material rights associated with Class A Voting Shares.

#### Class B Non-Voting

The amount of security authorized is 2,000,000 with a total of 0 outstanding.

#### Voting Rights

There are no voting rights associated with Class B Non-Voting.

#### Material Rights

There are no material rights associated with Class B Non-Voting.

### What it means to be a minority holder

As a minority holder of 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:

We have NOT made any issuances of securities within the last three years.

## 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 2022 was \$2,730,702 compared to \$2,840,002 in fiscal year 2023. This slight increase reflects our steady growth in our services and product offerings, but the increase was marginal due to economic factors and shifts in market demand over the two years.

#### Cost of Sales

Cost of Sales for fiscal year 2022 was \$719,573 compared to \$624,722 in fiscal year 2023. This decrease was primarily due to improved operational efficiencies and supply chain management, which allowed for better cost control during 2023.

#### Gross Margins

Gross margins for fiscal year 2022 were \$2,011,129 compared to \$2,215,280 in fiscal year 2023. The increase in gross margins is the result of better management of costs of goods sold and increased revenue, even though operating expenses rose in other areas.

#### Expenses

Expenses for fiscal year 2022 were \$1,929,226 compared to \$2,588,132 in fiscal year 2023. This increase in expenses is attributed to our higher operating costs, including investments in new store locations, staff hiring, and product development, which impacted the company's overall profitability for the year.

#### Historical results and cash flows:

We are currently in the growth stage and are a revenue-generating company. We are of the opinion that historical cash flows will not be indicative of the revenue and cash flows expected for the future because of our focus on expansion and new service offerings. Past cash was primarily generated through sales of IV therapy services and franchise fees. Our goal is to drive increased cash flow by expanding our franchise model and introducing new health and wellness products. We believe that the company's historical cash flows do not fully represent the future potential, as ongoing expansions and market penetration strategies are expected to lead to higher revenues and profitability in the coming years.

## 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 December 2023, the Company has capital resources available in the form of \$101,774.00 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 of this campaign are critical to our company operations. These funds are required to support our

expansion of franchise locations and the launch of new wellness services such as BHRT (Bioidentical Hormone Replacement Therapy), which are essential to scaling our business and increasing market share.

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. Of the total funds that our Company has, approximately 50% will be made up of funds raised from the crowdfunding campaign, if it raises its maximum funding goal.

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 offering amount, we anticipate the Company will be able to operate for 6 months. This is based on a current monthly burn rate of \$80,000 for expenses related to salaries, franchise development, and R&D for new wellness services.

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

If the Company raises the maximum offering amount, we anticipate the Company will be able to operate for 18 months. This is based on a projected monthly burn rate of \$80,000 for expenses related to salaries, inventory, franchise support, and further R&D.

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 contemplated additional future sources of capital, including further franchise investments, a planned Series A raise in late 2025, and potential partnerships with wellness product manufacturers to diversify revenue streams.

## Indebtedness

- Creditor: Rhonda Zimmerman  
Amount Owed: \$285,000.00  
Interest Rate: 4.3%
- Creditor: SBA Loan  
Amount Owed: \$150,000.00  
Interest Rate: 3.75%  
Maturity Date: July 15, 2050
- Creditor: Toyota Rav4  
Amount Owed: \$29,000.00  
Interest Rate: 0.0%  
Maturity Date: December 13, 2027

## Related Party Transactions

- Name of Person: Rhonda Zimmerman  
Relationship to Company: Shareholder/Investor  
Nature / amount of interest in the transaction: Rhonda Zimmerman, a member, loaned the Company \$285,000 in 2023  
Material Terms: The loan has a 4.3% interest rate

## Valuation

Pre-Money Valuation: \$8,000,000.00

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 has been calculated on a fully diluted basis. In making this calculation, we have assumed: (i) all preferred stock is converted to common stock; (ii) all outstanding options, warrants, and other securities with a right to acquire shares are exercised; and (iii) any shares reserved for issuance under a stock plan are issued.

## Use of Proceeds

If we raise the Target Offering Amount of \$124,000.00 we plan to use these proceeds as follows:

- StartEngine Platform Fees  
5.5%
- StartEngine Service Fee  
12.0%  
Fees for certain creative design, legal, marketing, technical, and administrative support services provided by StartEngine, of which the final amount may vary.
- Research & Development  
5.0%  
We will use 5% of the funds raised for market and customer research, new product development, and market testing, particularly focused on expanding our service offerings and further enhancing our proprietary product, SNOW.
- Inventory  
15.0%  
We will use 15% of the funds raised to purchase inventory for the Company's IV therapy products and BHRT materials in preparation for the expansion and launch of additional franchises.
- Company Employment  
30.0%  
We will allocate 30% of the funds to hire key personnel for daily operations, including roles in office administration, sales and marketing, franchise management, customer service, and medical staff. Wages will be commensurate with training, experience, and position, ensuring we attract top talent to manage our growth.<sup>35</sup>
- Franchise  
18.0%  
20% of the funds will be used to support our franchise expansion efforts, including franchise development, marketing campaigns, and onboarding new franchisees to support our goal of reaching 100 franchises within the next year.
- Working Capital  
14.5%  
14.5% of the funds will be used for working capital to cover day-to-day operational expenses, including rent, utilities, and administrative costs, as well as to ensure smooth business operations during our expansion phase.

If we raise the over allotment amount of \$124,000.00, we plan to use these proceeds as follows:

- StartEngine Platform Fees  
5.5%
- Inventory  
15.0%  
We will use 15% of the funds raised to purchase inventory for the Company's IV therapy products and BHRT materials in preparation for the expansion and launch of additional franchises.
- Company Employment  
30.0%  
We will allocate 30% of the funds to hire key personnel for daily operations, including roles in office administration, sales and marketing, franchise management, customer service, and medical staff. Wages will be commensurate with training, experience, and position, ensuring we attract top talent to manage our growth.<sup>35</sup>
- Franchise  
18.0%  
18% of the funds will be used to support our franchise expansion efforts, including franchise development, marketing campaigns, and onboarding new franchisees to support our goal of reaching 100 franchises within the next year.
- Working Capital  
14.5%  
14.5% of the funds will be used for working capital to cover day-to-day operational expenses, including rent, utilities, and administrative costs, as well as to ensure smooth business operations during our expansion phase.

- **StartEngine Service Fees**  
12.0%  
Fees for certain creative design, legal, marketing, technical, and administrative support services provided by StartEngine, of which the final amount may vary.
- **Research & Development**  
5.0%  
We will use 5% of the funds raised for market and customer research, new product development, and market testing, particularly focused on expanding our service offerings and further enhancing our proprietary product, SNOW.

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 <http://www.onusiv.com> (<http://www.onusiv.com/annual-reports>).

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/onus-iv](http://www.startengine.com/onus-iv)

### 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 Your Best Days, Inc.

[See attached]



**Onus IV Hydration LLC**  
(the "Company")  
a Colorado Company

Financial Statements (unaudited) and Independent Accountant's Review Report

Years ended December 31, 2023 & 2022

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Certified Public Accountants, Cyber Security, and Governance, Risk & Compliance Professionals

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## INDEPENDENT ACCOUNTANT'S REVIEW REPORT

To: Onus IV Hydration LLC Management

We have reviewed the accompanying financial statements of Onus IV Hydration LLC (the Company) which comprise the statements of financial position as of December 31, 2023 & 2022 and the related statements of operations, statements of changes in members' equity, and statements of cash flows for the years then ended, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of Company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

### Management's Responsibility for the Financial Statements:

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

### Accountant's Responsibility:

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

### Accountant's Conclusion:

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

### Substantial Doubt About the Entity's Ability to Continue as a Going Concern:

As discussed in Note 1, specific circumstances raise substantial doubt about the Company's ability to continue as a going concern in the foreseeable future. The provided financial statements have not been adjusted for potential requirements in case the Company cannot continue its operations. Management's plans in regard to these matters are also described in Note 1.

### Emphasis of Matter on a Successor Entity:

As described in Note 7- Subsequent Events, the Company became a wholly owned subsidiary of Your Best Days, Inc, a newly formed entity in Colorado in October 15, 2024.

A handwritten signature in black ink, appearing to read 'Rashellee Herrera', is written over a horizontal line.

Rashellee Herrera | CPA,CISA,CIA,CFE,CCAE | #AC59042  
On behalf of RNB Capital LLC  
Sunrise, FL  
October 23, 2024

**ONUS IV HYDRATION LLC**  
**STATEMENTS OF FINANCIAL POSITION**

See Accompanying Notes to these Unaudited Financial Statements

|  | As of December 31, |                  |
|--|--------------------|------------------|
|  | 2023               | 2022             |
| <b>ASSETS</b>                                |                    |                  |
| <b>Current Assets:</b>                       |                    |                  |
| Cash and Cash Equivalents                    | 101,774            | 233,397          |
| Inventory                                    | 14,301             | -                |
| <b>Total Current Assets</b>                  | <b>116,075</b>     | <b>233,397</b>   |
| <b>Non-Current Assets:</b>                   |                    |                  |
| Intangible Assets - net                      | 13,767             | 33,118           |
| Fixed Assets - net                           | 422,847            | 257,255          |
| Right-of-Use Assets                          | 738,319            | 782,752          |
| Security Deposits                            | 53,371             | 35,289           |
| <b>Total Non-Current Assets</b>              | <b>1,228,304</b>   | <b>1,108,414</b> |
| <b>TOTAL ASSETS</b>                          | <b>1,344,379</b>   | <b>1,341,811</b> |
|  |                    |                  |
| <b>LIABILITIES AND MEMBERS' EQUITY</b>       |                    |                  |
| <b>Current Liabilities:</b>                  |                    |                  |
| Accounts Payable and Accruals                | 113,828            | 40,552           |
| Member Loan- Current                         | 24,000             | -                |
| Notes Payable - Current                      | 7,658              | 7,658            |
| Payroll Tax Payable                          | 12,453             | 5,334            |
| Short Term Lease Liability                   | 320,334            | 255,717          |
| Other Current Liabilities                    | 20,791             | -                |
| <b>Total Current Liabilities</b>             | <b>499,064</b>     | <b>309,261</b>   |
| <b>Non-Current Liabilities:</b>              |                    |                  |
| Member Loan- Non current                     | 261,000            | -                |
| Notes Payable - Non Current                  | 167,717            | 174,098          |
| Long Term Lease Liability                    | 449,598            | 555,807          |
| Deferred Revenue                             | 40,000             | -                |
| <b>Total Non-Current Liabilities</b>         | <b>918,315</b>     | <b>729,905</b>   |
| <b>TOTAL LIABILITIES</b>                     | <b>1,417,379</b>   | <b>1,039,166</b> |
| <b>MEMBERS' EQUITY</b>                       |                    |                  |
| Members' Capital                             | -                  | 290,459          |
| Accumulated Deficit                          | (73,001)           | 12,186           |
| <b>TOTAL MEMBERS' EQUITY</b>                 | <b>(73,001)</b>    | <b>302,645</b>   |
| <b>TOTAL LIABILITIES AND MEMBERS' EQUITY</b> | <b>1,344,379</b>   | <b>1,341,811</b> |

**ONUS IV HYDRATION LLC**  
**STATEMENTS OF OPERATIONS**

See Accompanying Notes to these Unaudited Financial Statements

|  | Year Ended December 31, |                  |
|--|-------------------------|------------------|
|  | 2023                    | 2022             |
| Revenue                                      | 2,840,002               | 2,730,702        |
| Cost of Goods Sold                           | 624,722                 | 719,573          |
| <b>Gross Profit</b>                          | <b>2,215,280</b>        | <b>2,011,129</b> |
| <b>Operating Expenses</b>                    |                         |                  |
| Advertising and Marketing                    | 223,240                 | 192,293          |
| Vehicle Expenses                             | 18,466                  | 9,434            |
| Payroll Expenses                             | 1,492,551               | 1,105,205        |
| Professional Fees                            | 93,689                  | 107,414          |
| Operating Lease Expense                      | 350,614                 | 313,571          |
| Repair and Maintenance                       | 8,740                   | 17,335           |
| Insurance Expenses                           | 7,422                   | -                |
| General and Administrative                   | 295,236                 | 187,525          |
| <b>Total Operating Expenses</b>              | <b>2,489,958</b>        | <b>1,932,777</b> |
| <b>Total Income (Loss) from Operations</b>   | <b>(274,678)</b>        | <b>78,352</b>    |
| <b>Other Expenses (Income)</b>               |                         |                  |
| Amortization Expense                         | 19,351                  | 19,351           |
| Depreciation Expense                         | 65,977                  | 60,451           |
| Interest Expense                             | 11,237                  | 1,361            |
| Other Expense                                | 1,620                   | 18,226           |
| Other Income                                 | (11)                    | (102,940)        |
| <b>Total Other (Income) Expense</b>          | <b>98,174</b>           | <b>(3,551)</b>   |
| <b>Earnings (Losses) Before Income Taxes</b> | <b>(372,852)</b>        | <b>81,903</b>    |
| Tax Expense                                  | -                       | -                |
| <b>Net Income (Loss)</b>                     | <b>(372,852)</b>        | <b>81,903</b>    |

**ONUS IV HYDRATION LLC**  
**STATEMENTS OF CHANGES IN MEMBERS' EQUITY**

See Accompanying Notes to these Unaudited Financial Statements

|                                    | Members' Capital |           | Accumulated<br>Deficit | Total Members' Equity |
|------------------------------------|------------------|-----------|------------------------|-----------------------|
|                                    | Units            | \$ Amount |                        |                       |
| <b>Beginning balance at 1/1/22</b> | -                | 379,725   | (99,263)               | 280,462               |
| Contribution                       | -                | -         | -                      | -                     |
| Distribution                       | -                | (89,266)  | -                      | (89,266)              |
| Prior Period Adjustment            | -                | -         | 29,546                 | 29,546                |
| Net income                         | -                | -         | 81,903                 | 81,903                |
| <b>Ending balance at 12/31/22</b>  | -                | 290,459   | 12,186                 | 302,645               |
| Contribution                       | -                | -         | -                      | -                     |
| Distribution                       | -                | (290,459) | -                      | (290,459)             |
| Prior Period Adjustment            | -                | -         | 287,665                | 287,665               |
| Net loss                           | -                | -         | (372,852)              | (372,852)             |
| <b>Ending balance at 12/31/23</b>  | -                | -         | (73,001)               | (73,001)              |

**ONUS IV HYDRATION LLC**  
**STATEMENTS OF CASH FLOWS**

See Accompanying Notes to these Unaudited Financial Statements

|  | Year Ended December 31, |                  |
|--|-------------------------|------------------|
|  | 2023                    | 2022             |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                    |                         |                  |
| Net Income (Loss)  | (372,852)               | 81,903           |
| Adjustments to reconcile net income (loss) to net cash provided by operations: |                         |                  |
| Amortization Expense   | 19,351                  | 19,351           |
| Depreciation Expense   | 65,977                  | 60,451           |
| Prior Period Adjustments   | 287,665                 | 29,546           |
| Decrease (Increase) in:  |                         |                  |
| Inventory  | (14,301)                | -                |
| Security Deposits  | (18,082)                | -                |
| Increase (Decrease) in:  |                         |                  |
| Accounts Payable and Accruals  | 73,276                  | (4,365)          |
| Payroll Tax Payable  | 7,119                   | 945              |
| Other Current Liabilities  | 20,791                  | -                |
| Deferred Revenue   | 40,000                  | -                |
| Total Adjustments to reconcile Net Income to Net Cash provided by operations   | 481,796                 | 105,928          |
| <b>Net Cash provided by (used in) Operating Activities</b>                     | <b>108,944</b>          | <b>187,831</b>   |
| <b>CASH FLOWS FROM INVESTING ACTIVITY</b>                                      |                         |                  |
| Purchase of Fixed Assets   | (231,568)               | (129,029)        |
| Right-of-Use Assets  | 44,433                  | (782,752)        |
| Lease Liability  | (41,592)                | 811,524          |
| <b>Net Cash used in Investing Activity</b>                                     | <b>(228,727)</b>        | <b>(100,257)</b> |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                    |                         |                  |
| Proceeds from Loans  | 285,000                 | 31,856           |
| Payments of Loans  | (6,381)                 | (90,000)         |
| Distribution to members  | (290,459)               | (89,266)         |
| <b>Net Cash provided by (used in) Financing Activities</b>                     | <b>(11,840)</b>         | <b>(147,410)</b> |
| Cash at the beginning of the period  | 233,397                 | 293,233          |
| Net cash decrease for the period   | (131,623)               | (59,836)         |
| <b>Cash at end of period</b>   | <b>101,774</b>          | <b>233,397</b>   |

**ONUS IV HYDRATION LLC**  
Notes to the Unaudited Financial Statements  
December 31st, 2023  
\$USD

**NOTE 1 – DESCRIPTION OF ORGANIZATION AND BUSINESS OPERATIONS**

Onus IV Hydration LLC ("the Company") was formed in Denver, Colorado on December 30, 2014. The Company takes a proactive approach to health and wellness by offering vitamin infusions and IV fluids to help their clients stay on top of their health and eliminate the need for a trip to an urgent care. The Company's headquarters is in Denver, Colorado and the Company's customers will be located in the United States.

The Company will conduct a crowdfunding campaign under regulation CF in 2024.

Concentrations of Credit Risks

The Company's financial instruments that are exposed to concentrations of credit risk primarily consist of its cash and cash equivalents. The Company places its cash and cash equivalents with financial institutions of high credit worthiness. The Company's management plans to assess the financial strength and credit worthiness of any parties to which it extends funds, and as such, it believes that any associated credit risk exposures are limited.

Substantial Doubt About the Entity's Ability to Continue as a Going Concern:

The accompanying balance sheet has been prepared on a going concern basis, which means that the entity expects to continue its operations and meet its obligations in the normal course of business during the next twelve months. The Company's management has evaluated this condition and plans to generate revenues and raise capital as needed to meet its capital requirements. However, there is no guarantee of success in these efforts. Considering these factors, there is substantial doubt about the company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Presentation

The Company's financial statements are prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). The Company's fiscal year ends on December 31. The Company has no interest in variable interest entities and no predecessor entities.

Use of Estimates and Assumptions

In preparing these unaudited financial statements in conformity with U.S. GAAP, the Company's management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of

contingent assets and liabilities at the date of the financial statements and the reported expenses during the reporting period.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the financial statements, which management considered in formulating its estimate, could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ significantly from those estimates.

#### Fair Value of Financial Instruments

FASB Accounting Standards Codification (ASC) 820 "*Fair Value Measurements and Disclosures*" establishes a three-tier fair value hierarchy, which prioritizes the inputs in measuring fair value. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

These tiers include:

Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3: Unobservable inputs in which little or no market data exists, therefore developed using estimates and assumptions developed by us, which reflect those that a market participant would use.

There were no material items that were measured at fair value as of December 31, 2023 and 2022.

#### Cash and Cash Equivalents

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had \$101,774 and \$233,397 in cash as of December 31, 2023 and 2022, respectively. There are no cash equivalents in both years.

#### Inventory

Inventory consisted primarily of finished goods. Inventories are stated at the lower of cost or net realizable value utilizing the first-in, first-out method. Inventory at December 31, 2023 and 2022 consisted of finished goods of \$14,301 and nil, respectively.

#### Property and Equipment

Property and equipment are recorded at cost. Expenditures for renewals and improvements that significantly add to the productive capacity or extend the useful life of an asset are capitalized. Expenditures for maintenance and repairs are charged to expense. When equipment is retired or sold, the cost and related accumulated depreciation are eliminated from the accounts and the resultant gain or loss is reflected in income. Depreciation is provided using the straight-line method, based on useful lives of the assets.

A summary of the Company's property and equipment is below.

| Property Type            | Useful Life in Years | 2023           | 2022           |
|--------------------------|----------------------|----------------|----------------|
| Vehicles                 | 5                    | 36,756         | 36,756         |
| Furniture and Fixtures   | 7                    | 52,537         | 47,565         |
| Leasehold Improvements   | 15                   | 766,812        | 540,215        |
| Accumulated Depreciation |                      | (433,259)      | (367,281)      |
| <b>Net Fixed Assets</b>  |                      | <b>278,939</b> | <b>257,255</b> |

#### Intangible Asset

The Company capitalizes startup/organizational and website costs. As of December 31, 2023, startup/organization costs were fully amortized, therefore, not resulting in material adjustments that would have otherwise been required to expense the costs in the actual years incurred. With regard to its capitalized website development costs, the company amortizes the costs over a three year period.

|                              | Useful Life in Years | 2023          | 2022          |
|------------------------------|----------------------|---------------|---------------|
| Intangible Assets            | 3                    | 66,467        | 66,467        |
| Accumulated Amortization     |                      | (52,700)      | (33,349)      |
| <b>Net Intangible Assets</b> |                      | <b>13,767</b> | <b>33,118</b> |

#### Fixed Assets and Intangible Carrying Values

The Company reviews the carrying value of property and equipment and intangibles for impairment whenever events and circumstances indicate that the carrying value of an asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. In cases where undiscounted expected future cash flows are less than the carrying value, an impairment loss is recognized equal to an amount by which the carrying value exceeds the fair value of assets. The factors considered by management in performing this assessment include current operating results, trends and prospects, the manner in which the property is used, and the effects of obsolescence, demand, competition, and other economic factors. Based on this assessment there was no impairment for December 31, 2023.

#### Revenue Recognition

The Company recognizes revenue from the sale of products and services in accordance with ASC 606, "Revenue Recognition" following the five steps procedure:

- Step 1: Identify the contract(s) with customers
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to performance obligations
- Step 5: Recognize revenue when or as performance obligations are satisfied

The Company generates revenues by selling vitamins and providing nutrient therapy services to clients for proactive wellness. The Company's payments are generally collected at time of sale or initiation of services. The Company's primary performance obligation is to deliver the products to customers and provide the service for members over the subscription period and recognize revenue as performance obligations are satisfied. The company deferred revenue of \$40,000 and \$nil for the years ended 2023 and 2022 respectively for membership sales with remaining performance obligations. The membership sales income stream was only introduced in 2023 hence resulting in nil deferred revenue in 2022.

#### Advertising and Marketing

Advertising costs associated with marketing the Company's products and services are expensed as costs are incurred.

#### General and Administrative

General and administrative expenses consist of utilities, office expenses, insurance and other miscellaneous expenses necessary in running the business and are expensed as costs are incurred.

#### Payroll Expenses

Payroll expenses consist of payroll wages and holiday pay, taxes, company contribution, contract labor and other payroll expenses and are expensed as costs are incurred.

#### Recent Accounting Pronouncements

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

### **NOTE 3 – RELATED PARTY TRANSACTIONS**

The Company follows ASC 850, "Related Party Disclosures," for the identification of related parties and disclosure of related party transactions. Rhonda Zimmerman, a member, loaned the Company \$285,000 in 2023. See Note 5 for additional information.

### **NOTE 4 – COMMITMENTS, CONTINGENCIES, COMPLIANCE WITH LAWS AND REGULATIONS**

The Company is not currently involved with or knows of any pending or threatening litigation against it or any of its officers. Further, the Company is currently complying with all relevant laws and regulations. The Company does not have any long-term commitments or guarantees except for leases as mentioned below:

| Lessor                      | Start Date | End Date   | Term | Discount % | Classification  |
|-----------------------------|------------|------------|------|------------|-----------------|
| Radiant                     | 01/01/2022 | 08/31/2025 | 44   | 1.63%      | Operating Lease |
| University Park Shopping    | 02/06/2023 | 01/31/2028 | 60   | 3.63%      | Operating Lease |
| Landmark SPE                | 01/01/2022 | 06/30/2027 | 66   | 3.63%      | Operating Lease |
| CAL Tejon LLC               | 01/01/2022 | 09/30/2025 | 45   | 1.63%      | Operating Lease |
| Eastberry Avenue Associates | 01/01/2022 | 04/30/2025 | 40   | 1.63%      | Operating Lease |
| Limelight Castle Rock       | 01/01/2022 | 10/31/2026 | 58   | 1.63%      | Operating Lease |
| Traegar Enterprise LLC      | 01/01/2022 | 02/28/2025 | 38   | 1.63%      | Operating Lease |

The discount rate used in determining the right of use asset and lease liability was in reference from the U.S Department of Treasury Daily Treasury Par Yield Curve rate.

| Maturity Analysis              | Finance     | Operating      |
|--------------------------------|-------------|----------------|
| 2024-12                        | 0.00        | 336,607        |
| 2025-12                        | 0.00        | 238,656        |
| 2026-12                        | 0.00        | 137,701        |
| 2027-12                        | 0.00        | 84,435         |
| 2028-12                        | 0.00        | 4,918          |
| Thereafter                     | 0.00        | 0              |
| Total undiscounted cash flows  | 0.00        | 802,317        |
| Less: present value discount   | 0.00        | (32,385)       |
| <b>Total lease liabilities</b> | <b>0.00</b> | <b>769,932</b> |

## NOTE 5 – LIABILITIES AND DEBT

As of December 31, 2023 and 2022, the Company had outstanding loans totaling \$460,375 and \$181,756, respectively. Details of the loans are as follows:

### Debt Schedule as of December 31, 2023

| Debt Instrument         | Loan Amount | Maturity Date | Interest % | Current       | Non-Current    |
|-------------------------|-------------|---------------|------------|---------------|----------------|
| N/P - Rhonda Zimmerman* | 285,000     | -             | 4.3%       | 24,000        | 261,000        |
| SBA Loan                | 150,000     | 07/15/2050    | 3.75%      | -             | 150,000        |
| N/P - Toyota Rav4       | 29,000      | 12/13/2027    | -          | 7,657         | 17,717         |
| <b>Total</b>            |             |               |            | <b>31,658</b> | <b>428,717</b> |

\*Related Party- See Note 3.

## NOTE 6 – EQUITY

The Company has net members' equity of nil and \$290,459 as of December 31, 2023 and 2022, respectively. It is owned by multiple members and has the following voting percentage.

| Member            | Type    | Percentage |
|-------------------|---------|------------|
| Kristy Anderson   | Class A | 25.90%     |
| Charles Faulhaber | Class A | 25.90%     |
| Benjamin Wilks    | Class A | 26.45%     |
| Rhonda Zimmerman  | Class A | 19.75%     |
| Meghan Price      | Class B | 1.00%      |
| Kelly Eberly      | Class B | 1.00%      |

## NOTE 7 – SUBSEQUENT EVENTS

The Company has evaluated events subsequent to December 31, 2023 to assess the need for potential recognition or disclosure in this report. Such events were evaluated through October 23, 2024, the date these financial statements were available to be issued.

On July 17 ,2024, the Company entered into a franchise partnership agreement with Fransmart, LLC. Whereas Fransmart LLC will provide certain of its manuals, systems and similar items to Onus IV Hydration LLC with the goal of opening more franchise stores within the next few years .

On October 15, 2024, Your Best Days, Inc. was formed in the state of Colorado as a holding corporation. The corporation is authorized to issue 10 million shares. Of that amount 8 million shares will be Class A with voting rights and 2 million will be Class B with no voting rights. The Class A shares valued at \$1 per share were issued to the owners of the Company (Onus IV Hydration LLC) and Fransmart LLC in exchange for their equity in the business. As a result the Company and Fransmart LLC shall become a wholly owned subsidiary of Your Best Days, Inc.

Your Best Days, Inc.  
(the "Company")  
a Colorado Corporation

Financial Statements (unaudited) and Independent Accountant's Review Report

Inception - October 15, 2024

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Certified Public Accountants, Cyber Security, and Governance, Risk & Compliance Professionals

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## INDEPENDENT ACCOUNTANT'S REVIEW REPORT

To: Your Best View, Inc. Management

We have reviewed the accompanying financial statements of Your Best View, Inc. (the Company) which comprise the statement of financial position as of inception- October 15, 2024 and the related statements of operations, statement of changes in shareholders' equity, and statement of cash flows for the period then ended, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of Company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

### **Management's Responsibility for the Financial Statements:**

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

### **Accountant's Responsibility:**

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

### **Accountant's Conclusion:**

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

### **Emphasis of Matter on a Predecessor Entity:**

As described in Note 7- Subsequent Events, the Company's predecessor, Onus IV Hydration LLC and Fransmart LLC became wholly owned subsidiaries in October 2024.

A handwritten signature in black ink, appearing to read 'Rashellee Herrera'.

Rashellee Herrera | CPA,CISA,CIA,CFE,CCAE | #AC59042

On behalf of RNB Capital LLC

Sunrise, FL

October 23, 2024

**YOUR BEST DAYS, INC.**  
**STATEMENT OF FINANCIAL POSITION**

See Accompanying Notes to these Unaudited Financial Statements

|                                      | Inception -<br>October 15, 2024 |
|--------------------------------------|---------------------------------|
| <b>ASSETS</b>                        |                                 |
| <i>Current Assets:</i>               |                                 |
| <i>Total Current Assets</i>          | -                               |
| <i>Non-Current Assets:</i>           |                                 |
| <i>Total Non-Current Assets</i>      | -                               |
| <b>TOTAL ASSETS</b>                  | -                               |
| <b>LIABILITIES AND EQUITY</b>        |                                 |
| <i>Current Liabilities:</i>          |                                 |
| Accrued Expenses                     | 4,000                           |
| <i>Total Current Liabilities</i>     | 4,000                           |
| <i>Non-Current Liabilities:</i>      |                                 |
| <i>Total Non-Current Liabilities</i> | -                               |
| <b>TOTAL LIABILITIES</b>             | 4,000                           |
| <b>EQUITY</b>                        |                                 |
| Accumulated Deficit                  | (4,000)                         |
| <b>TOTAL EQUITY</b>                  | (4,000)                         |
| <b>TOTAL LIABILITIES AND EQUITY</b>  | -                               |

**YOUR BEST DAYS, INC.**  
**STATEMENT OF OPERATIONS**

See Accompanying Notes to these Unaudited Financial Statements

|                                     | Inception to<br>October 15,, 2024 |
|-------------------------------------|-----------------------------------|
|                                     |                                   |
| Operating Expenses                  |                                   |
| General and Administrative Expenses | 4,000                             |
| <i>Total Operating Expenses</i>     | 4,000                             |
| <i>Total Loss from Operations</i>   | (4,000)                           |
| <i>Net Income (Loss)</i>            | (4,000)                           |
|                                     |                                   |

**YOUR BEST DAYS, INC.**  
**STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**

See Accompanying Notes to these Unaudited Financial Statements

|                            | Common Stock |           | APIC | Retained earnings<br>(Deficit) | Total Shareholder's<br>Equity |
|----------------------------|--------------|-----------|------|--------------------------------|-------------------------------|
|                            | # of Shares  | \$ Amount |      |                                |                               |
| Inception                  | -            | -         | -    | -                              | -                             |
| Issuance of Common Stock   | -            | -         | -    | -                              | -                             |
| Additional Paid in Capital | -            | -         | -    | -                              | -                             |
| Net income (loss)          | -            | -         | -    | (4,000)                        | (4,000)                       |
| As of October 15, 2024     | -            | -         | -    | (4,000)                        | (4,000)                       |

**YOUR BEST DAYS, INC.**  
**STATEMENT OF CASH FLOWS**

See Accompanying Notes to these Unaudited Financial Statements

|  | Inception -<br>October 15, 2024 |
|--|---------------------------------|
| <b>OPERATING ACTIVITIES</b>  |                                 |
| Net Income (Loss)  | (4,000)                         |
| Adjustments to reconcile Net Income to Net Cash provided by operations:              |                                 |
| Accrued Expenses   | 4,000                           |
| <i>Total Adjustments to reconcile Net Income to Net Cash provided by operations:</i> | <i>4,000</i>                    |
| <i>Net Cash provided by (used in) Operating Activities</i>                           | <i>-</i>                        |
| <b>INVESTING ACTIVITIES</b>  |                                 |
| <i>Net Cash provided by (used in) Investing Activities</i>                           | <i>-</i>                        |
| <b>FINANCING ACTIVITIES</b>  |                                 |
| <i>Net Cash provided by (used in) Financing Activities</i>                           | <i>-</i>                        |
| Cash at the beginning of period  | -                               |
| Net Cash increase (decrease) for period  | -                               |
| Cash at end of period  | -                               |

**YOUR BEST DAYS, INC.**  
Notes to the Unaudited Financial Statements  
Inception - October 15, 2024  
\$USD

**NOTE 1 – DESCRIPTION OF ORGANIZATION AND BUSINESS OPERATIONS**

Your Best Days,, Inc ("the Company") was formed in Colorado on October 15, 2024, and serves as a holding company for its predecessor Onus IV Hydration LLC, a Colorado corporation.

The Company takes a proactive approach to health and wellness by offering vitamin infusions and IV fluids to help their clients stay on top of their health and eliminate the need for a trip to an urgent care. The Company's headquarters is in Denver, Colorado and the Company's customers will be located in the United States.

The Company generates revenues by selling vitamins and providing nutrient therapy services to clients for proactive wellness. The Company's payments are generally collected at time of sale or initiation of services. The Company's primary performance obligation is to deliver the products to customers and provide the service for members over the subscription period and recognize revenue as performance obligations are satisfied. The company deferred revenue of \$40,000 and \$nil for the years ended 2023 and 2022 respectively for membership sales with remaining performance obligations. The membership sales income stream was only introduced in 2023 hence resulting in nil deferred revenue in 2022.

The Company plans to launch a crowdfunding campaign under Regulation CF to raise operational capital.

Concentrations of Credit Risks

The Company's financial instruments that are exposed to concentrations of credit risk primarily consist of its cash and cash equivalents. The Company places its cash and cash equivalents with financial institutions of high credit worthiness. The Company's management plans to assess the financial strength and credit worthiness of any parties to which it extends funds, and as such, it believes that any associated credit risk exposures are limited.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Presentation

The Company's financial statements are prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). The Company's fiscal year ends on December 31.

Use of Estimates and Assumptions

In preparing these unaudited financial statements in conformity with U.S. GAAP, the Company's management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported expenses during the reporting period.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the financial statements, which management considered in formulating its estimate, could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ significantly from those estimates.

#### Fair Value of Financial Instruments

FASB Accounting Standards Codification (ASC) 820 "*Fair Value Measurements and Disclosures*" establishes a three-tier fair value hierarchy, which prioritizes the inputs in measuring fair value. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

These tiers include:

Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3: Unobservable inputs in which little or no market data exists, therefore developed using estimates and assumptions developed by us, which reflect those that a market participant would use.

There were no material items that were measured at fair value as of July 16, 2024.

#### Cash and Cash Equivalents

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had no cash as of July 16, 2024.

#### General and Administrative

General and administrative expenses consist of formation costs.

#### Recent Accounting Pronouncements

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

### **NOTE 3 – RELATED PARTY TRANSACTIONS**

The Company follows ASC 850, "Related Party Disclosures," for the identification of related parties and disclosure of related party transactions. No transactions require disclosure.

#### **NOTE 4 – COMMITMENTS, CONTINGENCIES, COMPLIANCE WITH LAWS AND REGULATIONS**

The Company is not currently involved with or knows of any pending or threatening litigation against it or any of its officers. Further, the Company is currently complying with all relevant laws and regulations. The Company does not have any long-term commitments or guarantees.

#### **NOTE 5 – LIABILITIES AND DEBT**

The Company has no debt or long-term obligations.

#### **NOTE 6 – EQUITY**

The Company has authorized 10,000,000 shares, of that amount 8 million will be a Class A with voting rights and 2 million with no voting rights. No shares were issued and outstanding as of October 17, 2024.

Voting: Common stockholders are entitled to one vote per share.

Dividends: The holders of shares are entitled to receive dividends when and if declared by the Board of Directors.

#### **NOTE 7 – SUBSEQUENT EVENTS**

The Company has evaluated events subsequent to October 15, 2024 to assess the need for potential recognition or disclosure in this report. Such events were evaluated through October 23, 2024, the date these financial statements were available to be issued.

On October 16, 2024 the Company authorized to exchange its Class A shares valued at \$1 per share to the equity of Onus IV Hydration LLC and Fransmart LLC. As a result the two LLC's will be wholly owned by the Company.

EXHIBIT C TO FORM C

PROFILE SCREENSHOTS

[See attached]

GET A PIECE OF ONUS IV BY YOUR BEST DAYS, INC.

## Onus iV Therapy + Longevity

Onus IV Hydration Bar is a wellness company with 6 locations across Colorado, set to launch its first franchise in early 2025– backed by a partnership with Fransmart (the team behind Five Guys and Qdoba).

[Show less](#)

Get Equity

This Reg CF offering is made available through StartEngine Primary, LLC. This investment is speculative, illiquid, and involves a high degree of risk, including the possible loss of your entire investment.

OVERVIEW

ABOUT

TERMS

DISCUSSION

INVESTING FAQs

## REASONS TO INVEST



**A UNIQUE WELLNESS SOLUTION:** Onus IV offers medically supervised IV vitamin and NAD therapy, hormone optimization, & longevity products, empowering customers to proactively improve their health with ER-standard care.



**PROVEN TRACTION:** Recognized by Outside Magazine and Runner's World, we were named one of the "Fastest Growing Companies" in the Rocky Mountain Region by Inc. Magazine in 2024.



\$0 Raised

Get Equity

\$1.00 Per Share

RAISED ⓘ

\$0

INVESTORS

---

MIN INVEST ⓘ

\$300

VALUATION

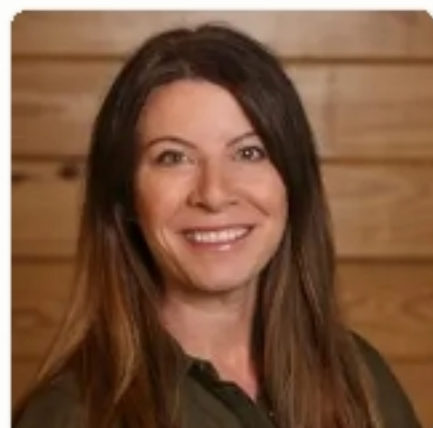
\$8M



**FRANCHISE EXPANSION:** In partnership with Fransmart, we intend to expand nationwide, with a goal of opening up to 100 stores over the next decade, beginning with our first franchise in Fort Collins, anticipated for 2025.\*

\*These expansion goals are based on current partnerships and market assumptions and are not guaranteed outcomes.

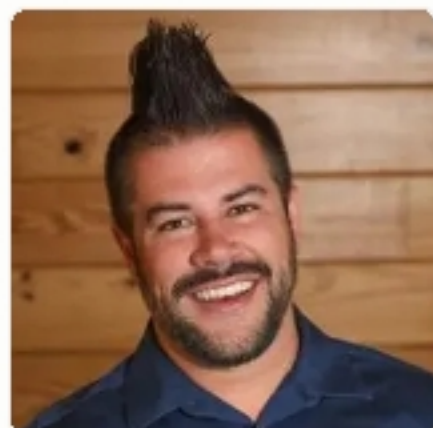
## TEAM



**Kristy Anderson • CEO & Cofounder**

Medical Sales Professional, Gettysburg College, University of Maryland School of Medicine.

[Read Less](#)



**Chaz Faulhaber • Co-Founder, Chief Marketing Officer**

Miami Ad School, University of Oregon.

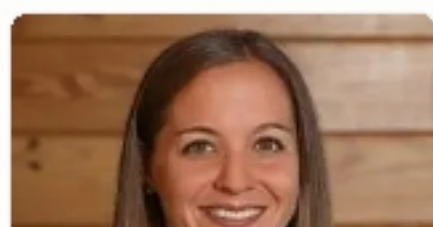
[Read Less](#)



**Benjamin Wilks, MD • Co-Founder, Medical Director**

Wayne State Masters in Medical Science, Michigan State Med School, Baystate / Tufts Residency.

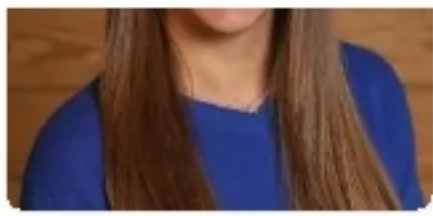
[Read Less](#)



**Kelly Eberly, RN • Co-Owner, Lead Trainer**

Bachelor's of Nursing, Saginaw Valley State University.

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**Meghan Tallent, NP • Co-Owner, Head of HR**

Walden University, Nurse Practitioner Program.

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**Rhonda Zimmerman • Co-Owner, Angel Investor, Advisor**

John Templeton Foundation Board Member.

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## THE PITCH

# Onus iV Therapy + Longevity: One Healthy Choice For a Better You

Onus iV Therapy seeks to be at the forefront of the rapidly growing \$30.8 billion IV therapy industry, revolutionizing wellness through medically supervised IV therapy, hormonal optimization, electrolytes, supplements, and other proactive wellness services. Founded with the mission to meet the increasing demand for proactive health solutions, Onus offers treatments administered by ER-trained professionals that deliver essential nutrients directly at the cellular level, supporting recovery, wellness, and longevity.

# ONE HEALTHY CHOICE FOR A BETTER YOU

**O·NUS**  
['ōNəs] NOUN

Personal responsibility;  
duty to one's self

Our goal is to inspire all to make  
one healthy choice— with Onus.



The name "Onus," meaning "Personal Responsibility," embodies our commitment to inspiring clients to take charge of their health by making one healthy choice at a time. Similar to how Subway positioned itself as a healthy alternative to fast food, Onus aims to trigger a positive chain reaction of health decisions, leading to a more active and healthier lifestyle. With six stores in Colorado and ambitious plans to expand nationwide through franchising, we believe Onus iV Therapy + Longevity is poised to be a leading force in the wellness industry.

## THE OPPORTUNITY

### Proactive Health Starts Here

In a world where health and wellness are increasingly prioritized, people are seeking proactive ways to improve their health and well-being. Onus meets this need with medical-grade IV hydration therapy and

other proactive wellness and longevity services—an efficient, medically supervised treatment that helps clients recover from dehydration, fatigue, altitude sickness, and more. Administered by ER nurses following strict protocols with oversight by a team of nurse practitioners and a board certified ER physician, our services provide fast, effective relief at the cellular level, offering clients a healthier foundation for daily life.

# ***LIVE YOUR BEST DAYS***

Medically-Supervised Wellness Solutions for  
Today's Health-Conscious Consumers



## ***IV DRIPS***

ACTIVE

WELLNESS

RECOVERY



## ***SUPPLEMENTS & ELECTROLYTES***

EVGREEN  
SUPPLEMENT

SNOW (PROPRIETARY  
KETO ELECTROLYTES)



## ***IM SHOTS***

ENERGY

IMMUNITY

CELLULAR  
HEALTH

Unlike competitors who primarily focus on reactive marketing toward hangover and anti-aging, Onus iV Therapy + Longevity embraces a holistic approach, encouraging clients to take proactive steps toward better health. Our mission is to empower individuals to take responsibility for their well-being by incorporating IV hydration and other services into a broader wellness strategy. Beyond IV therapy, we

offer Bioidentical Hormone Replacement Therapy (BHRT), proprietary electrolytes, and supplements and injections, expanding our impact on overall wellness. By promoting proactive care and comprehensive health solutions, we not only differentiate ourselves in a growing market but also foster lasting relationships with our customers.

**"THIS PLACE WAS AWESOME!"**

"This place was awesome! I was feeling weak and dehydrated, and they got me in right away. The nurse was friendly and very professional. They go above and beyond to make you feel comfortable. I was able to relax on a recliner with blankets and watch Netflix while I waited. The time went by so fast. I started feeling better almost immediately. Highly recommend!"

**MELISSA BURROWS**

Google, Castle Rock 2022



*\*The above testimonial may not be representative of the opinions or experiences of other Onus IV customers and is not a guarantee of future performance or success.*

## THE MARKET & OUR TRACTION

# From Regional Success to National Franchise Expansion

The IV therapy market is projected to reach \$30.8 billion by 2030, driven by consumers increasingly seeking wellness solutions that support active, healthy lifestyles.<sup>1</sup> Onus iV Therapy + Longevity has tapped into this growing demand, establishing six locations in Colorado and gaining recognition from prominent publications like *Outside Magazine*, *Runner's World*, and *US Weekly*.



## ***A GROWING WELLNESS BRAND***

### ***MARKET GROWTH***

The IV therapy market is expected to reach \$30.8 billion by 2030.

### ***PARTNERSHIPS***

Partnered with Fransmart for national expansion.

### ***COMPANY EXPANSION***

Six locations in Colorado and is expanding nationally through franchise opportunities.

### ***BRAND POSITIONING***

Unique brand identity, trusted leadership, and strong growth trajectory.

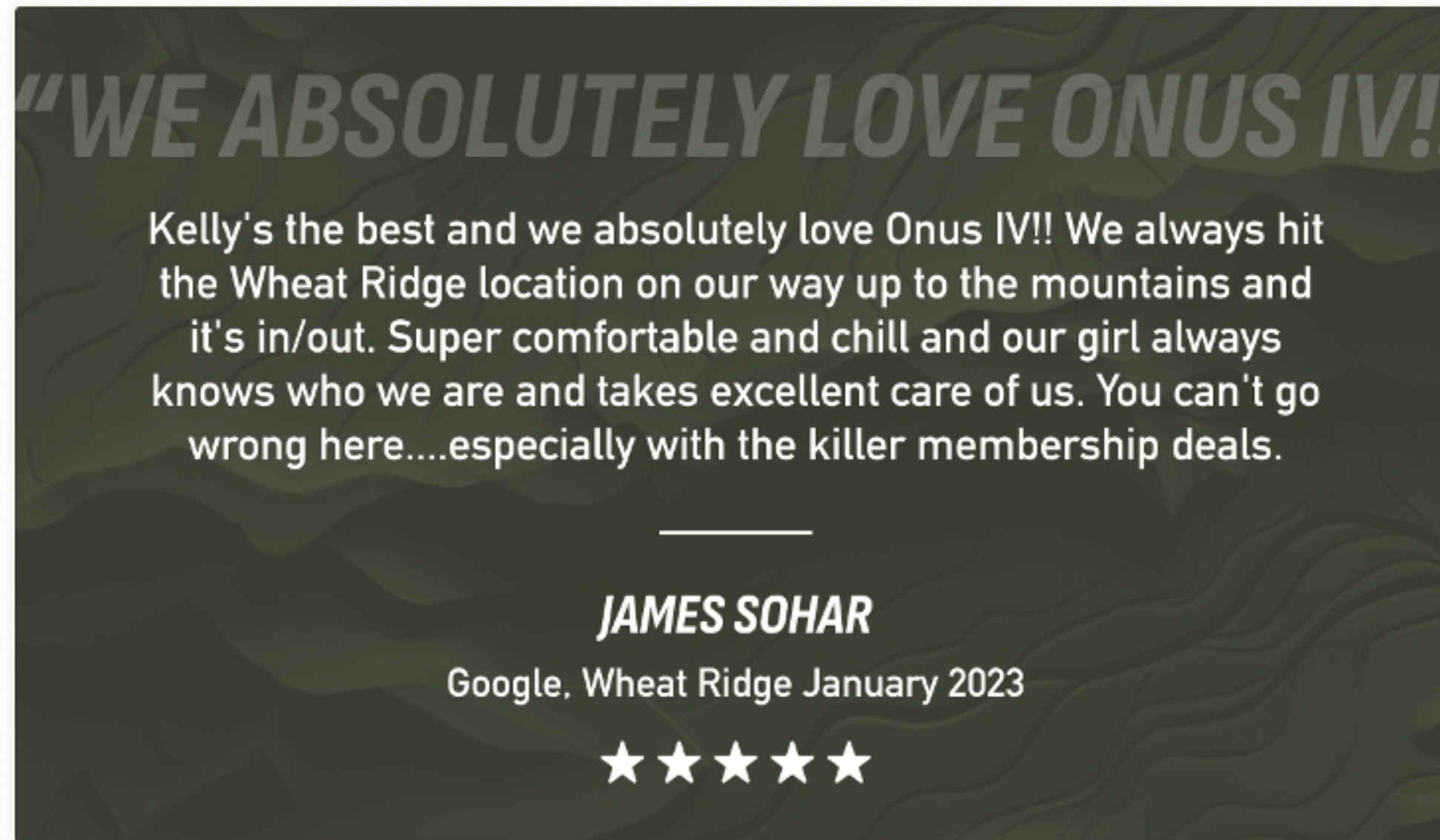
### ***RECOGNITION AND AWARDS***

Recognized by Outside Magazine, Runner's World, and US Weekly.

Listed among the "Fastest Growing Companies" in the Rocky Mountain Region by Inc. Magazine in 2024.

In 2024, we were honored as one of the "Fastest Growing Companies" in the Rocky Mountain Region by *Inc. Magazine* and the *Denver Business Journal*. Our partnership with Fransmart supports our national expansion efforts, with franchise opportunities anticipated to launch in late 2024. With a distinctive brand identity, a trusted leadership team, and a strong growth trajectory, we believe Onus iV Therapy + Longevity is well-positioned to make a lasting impact in the wellness industry in North America and beyond.

The losses we reported in 2023 stem from funding the construction of a new store and the development of our franchise platform.



*\*The above testimonial may not be representative of the opinions or experiences of other Onus IV customers and is not a guarantee of future performance or success.*

why invest

## Join Onus: The Future of Health

# INVEST IN ONUS TODAY

Become a part of Onus IV's journey  
in sharing the future of health.



Investing in Onus IV means becoming part of a brand that aims to revolutionize wellness and expand through franchising. With a vision focused on proactive health, we're positioned to expand our national presence with the support of Fransmart, while also introducing innovative treatments like BHRT and expanding our proprietary SNOW electrolyte product line. Partner with us to open new franchises, broaden our service offerings, grow our corporate infrastructure, and inspire healthier lifestyles across the country.

As Onus expands, we recognize the need to build a strong corporate infrastructure to support our franchisees and ensure long-term success for both them and us. This funding will help us:

- Strengthen operations by hiring a financial director of operations.
- Improve financial planning with a fractional CFO.
- Invest in advanced technology for seamless franchise management.
- Enhance training and support with a dedicated field trainer for ongoing franchisee development.
- Expand marketing efforts to boost brand awareness and customer growth.

By securing this capital, we’re positioning Onus iV Therapy + Longevity for efficient growth while maintaining our high standards of care and customer experience. With the right infrastructure, we’ll empower our franchisees and work toward establishing a strong presence in IV therapy and longevity services.

Be a part of Onus IV’s journey in shaping the future of health. Invest in Onus today and join us in advancing the wellness movement.

# ABOUT

HEADQUARTERS  
**1680 URBAN ST  
LAKEWOOD, CO 80215-2574**

WEBSITE  
**View Site** 

Onus IV Hydration Bar is a wellness company with 6 locations across Colorado, set to launch its first franchise in early 2025– backed by a partnership with Fransmart (the team behind Five Guys and Qdoba).

# TERMS

Onus IV by Your Best Days, Inc.

## Overview

PRICE PER SHARE  
**\$1**

VALUATION  
**\$8M**

DEADLINE ⓘ  
**Feb. 11, 2025 at 7:59 AM UTC**

FUNDING GOAL ⓘ  
**\$124k - \$124k**

## Breakdown

MIN INVESTMENT ⓘ  
**\$300**

OFFERING TYPE  
**Equity**

MAX INVESTMENT ⓘ  
**\$124,000**

SHARES OFFERED  
**Class B Non-Voting**

MIN NUMBER OF SHARES OFFERED

124,000

MAX NUMBER OF SHARES OFFERED

124,000

Maximum Number of Shares Offered subject to adjustment for bonus shares

|                         |                             |                       |
|-------------------------|-----------------------------|-----------------------|
| SEC Recent Filing       | →                           |                       |
| Offering Memorandum     | →                           |                       |
| Financials              | ^                           |                       |
|                         | Most Recent Fiscal Year-End | Prior Fiscal Year-End |
| Total Assets            | \$1,344,379                 | \$1,341,811           |
| Cash & Cash Equivalents | \$101,774                   | \$233,397             |
| Accounts Receivable     | \$0                         | \$0                   |
| Short-Term Debt         | \$0                         | \$0                   |
| Long-Term Debt          | \$499,064                   | \$309,261             |
| Revenue & Sales         | \$2,840,002                 | \$2,730,702           |
| Costs of Goods Sold     | \$624,722                   | \$719,573             |
| Taxes Paid              | \$0                         | \$0                   |
| Net Income              | -\$372,852                  | \$81,903              |

## Risks



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.

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

### **Investment Incentives and Bonuses\***

#### **Loyalty Bonus**

If you are a predesignated community member of Onus iV, you are eligible for additional bonus shares (25%)

#### **Time-Based Perks**

Early Bird 1: Invest \$1,000+ within the first 2 weeks | 10% bonus shares

Early Bird 2: Invest \$5,000+ within the first 2 weeks | 15% bonus shares

Early Bird 3: Invest \$10,000+ within the first 2 weeks | 20% bonus shares

Early Bird 4: Invest \$20,000+ within the first 2 weeks | 25% bonus shares

Early Bird 5: Invest \$50,000+ within the first 2 weeks | 30% bonus shares

#### **Mid-Campaign Perks (Flash Perks)**

Flash Perk 1: Invest \$5,000+ between day 35 - 40 and receive 10% bonus shares

Flash Perk 2: Invest \$5,000+ between day 60 - 65 and receive 10% bonus shares

#### **Amount-Based Perks**

Tier 1 Perk: Invest \$1,000+ and receive a free IV therapy session at any Onus iV clinic.

Tier 2 Perk: Invest \$5,000+ and receive a 6-month membership for IV therapy + 5% bonus shares.

Tier 3 Perk: Invest \$10,000+ and receive a 1-year membership with personalized wellness sessions + 10% bonus shares.

Tier 4 Perk: Invest \$20,000+ and receive all prior perks + a VIP experience, including access to exclusive wellness treatments + 15% bonus shares.

Tier 5 Perk: Invest \$50,000+ and receive all prior perks + receive lifetime membership to Onus iV services + 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

Your Best Days, Inc. will offer 10% additional bonus shares for all investments that are committed by investors that 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 Class B Non-Voting Common Stock at \$1.00/ share, you will receive 110 shares of Class B Non-Voting Common Stock, meaning you'll own 110 shares for \$100. 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, and the Audience Bonus in addition to the aforementioned bonus.

#### *Irregular Use of Proceeds*

*The Company might incur Irregular Use of Proceeds that may include but are not limited to the following over \$10,000: Vendor payments.*

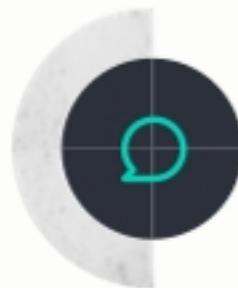
## JOIN THE DISCUSSION



What's on your mind?

0/2500

Post



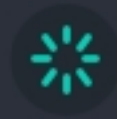
**Ice breaker! What brought you  
to this investment?**

# HOW INVESTING WORKS

*Cancel anytime before 48 hours before a rolling close or the offering end date.*



## WHY STARTENGINE?



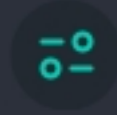
### REWARDS

We want you to succeed and get the most out of your money by offering rewards and memberships!



### SECURE

Your info is your info. We take pride in keeping it that way!



### DIVERSE INVESTMENTS

Invest in over 200 start-ups and collectibles!

## FAQS

How much can I invest?



With Regulation A+, a non-accredited investor can only invest a maximum of 10% of their annual income or 10% of their net worth per year, whichever is greater. There are no restrictions for accredited investors.

With Regulation Crowdfunding, non-accredited investors with an annual income or net worth less than \$124,000, are limited to invest a maximum of 5% of the greater of those two amounts. For those with an annual income and net worth greater than \$124,000, he/she is limited to investing 10% of the greater of the two amounts.

### When will I receive my shares?



At the close of an offering, all investors whose funds have “cleared” by this time will be included in the disbursement. At this time, each investor will receive an email from StartEngine with their Countersigned Subscription Agreement, which will serve as their proof of purchase moving forward.

Please keep in mind that a company can conduct a series of “closes” or withdrawals of funds throughout the duration of the campaign. If you are included in that withdrawal period, you will be emailed your countersigned subscription agreement and proof of purchase immediately following that withdrawal.

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### What will the return on my investment be?



StartEngine assists companies in raising capital, and once the offering is closed, we are no longer involved with whether the company chooses to list shares on a secondary market, or what occurs thereafter. Therefore, StartEngine has no control or insight into your investment after the close of the live offering. In addition, we are not permitted to provide financial advice. You may want to contact a financial professional to discuss possible investment outcomes.

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### Can I cancel my investment?



For Regulation Crowdfunding, investors are able to cancel their investment at any point throughout the campaign up until 48 hours before the closing of the offering. Note: If the company does a rolling close, they will post an update to their current investors, giving them the opportunity to cancel during this timeframe. If you do not cancel within this 5-day timeframe, your funds will be invested in the company, and you will no longer be able to cancel the investment. If your funds show as ‘Invested’ on your account dashboard, your investment can no longer be canceled.

For Regulation A+, StartEngine allows for a four-hour cancellation period. Once the four-hour window has passed, it is up to each company to set their own cancellation policy. You may find the company’s cancellation policy in the company’s offering circular.

Once your investment is canceled, there is a 10-day clearing period (from the date your investment was submitted). After your funds have cleared the bank, you will receive your refund within 10 business days.

Refunds that are made through ACH payments can take up to 10 business days to clear. Unfortunately, we are at the mercy of the bank, but we will do everything we can to get you your refund as soon as possible. However, every investment needs to go through the clearing process in order to get sent back to the account associated with the investment.

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What is the difference between Regulation Crowdfunding and Regulation A+?



Both Title III (Regulation Crowdfunding) and Title IV (Reg A+) help entrepreneurs crowdfund capital investments from unaccredited and accredited investors. The differences between these regulations are related to the investor limitations, the differing amounts of money companies are permitted to raise, and differing disclosure and filing requirements. To learn more about Regulation Crowdfunding, [click here](#), and for Regulation A+, [click here](#).

More FAQs



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### Important Message

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. INVESTMENTS ON STARTENGINE ARE SPECULATIVE, ILLIQUID, AND INVOLVE A HIGH DEGREE OF RISK, INCLUDING THE POSSIBLE LOSS OF YOUR ENTIRE INVESTMENT.

[www.StartEngine.com](http://www.StartEngine.com) is a website owned and operated by StartEngine Crowdfunding, Inc. ("StartEngine"), which is neither a registered broker-dealer, investment advisor nor funding portal.

Unless indicated otherwise with respect to a particular issuer, all securities-related activity is conducted by regulated affiliates of StartEngine: StartEngine Capital LLC, a funding portal registered [here](#) with the US Securities and Exchange Commission (SEC) and [here](#) as a member of the Financial Industry Regulatory Authority (FINRA), or StartEngine Primary LLC ("SE Primary"), a broker-dealer registered with the SEC and [FINRA](#) / [SIPC](#). You can review the background of our broker-dealer and our investment professionals on FINRA's BrokerCheck [here](#). StartEngine Secondary is an alternative trading system (ATS) regulated by the SEC and operated by SE Primary. SE Primary is a member of SIPC and explanatory brochures are available upon request by contacting SIPC at (202) 371-8300.

StartEngine facilitates three types of primary offerings:

1) Regulation A offerings (JOBS Act Title IV; known as Regulation A+), which are offered to non-accredited and accredited investors alike. These offerings are made through StartEngine Primary, LLC (unless otherwise indicated). 2) Regulation D offerings (Rule 506(c)), which are offered only to accredited investors. These offerings are made through StartEngine Primary, LLC. 3) Regulation Crowdfunding offerings (JOBS Act Title III), which are offered to non-accredited and accredited investors alike. These offerings are made through StartEngine Capital, LLC. Some of these offerings are open to the general public, however there are important differences and risks.

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Investing in private company securities is not suitable for all investors. An investment in private company securities is highly speculative and involves a high degree of risk. It should only be considered a long-term investment. You must be prepared to withstand a total loss of your investment. Private company securities are also highly illiquid, and there is no guarantee that a market will develop for such securities. Each investment also carries its own specific risks, and you should complete your own independent due diligence regarding the investment. This includes obtaining additional information about the company, opinions, financial projections, and legal or other investment advice. Accordingly, investing in private company securities is appropriate only for those investors who can tolerate a high degree of risk and do not require a liquid investment. See additional general disclosures [here](#).

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#### Canadian Investors

Investment opportunities posted and accessible through the site will not be offered to Canadian resident investors. Potential investors are strongly advised to consult their legal, tax and financial advisors before investing. The securities offered on this site are not offered in jurisdictions where public solicitation for offerings is not permitted; it is solely your responsibility to comply with the laws and regulations of your country of residence.

California Investors Only – [Do Not Sell My Personal Information](#) (800-317-2200). StartEngine does not sell personal information. For all customer inquiries, please write to [contact@startengine.com](mailto:contact@startengine.com).

## StartEngine Marketplace

**StartEngine Marketplace** (“SE Marketplace”) is a website operated by StartEngine Primary, LLC (“SE Primary”), a broker-dealer that is registered with the SEC and a member of FINRA and the SIPC.

StartEngine Secondary (“SE Secondary”) is our investor trading platform. SE Secondary is an SEC-registered Alternative Trading System (“ATS”) operated by SE Primary that matches orders for buyers and sellers of securities. It allows investors to trade shares purchased through Regulation A+, Regulation Crowdfunding, or Regulation D for companies who have engaged StartEngine Secure LLC as their transfer agent. The term “Rapid,” when used in relation to transactions on SE Marketplace, specifically refers to transactions that are facilitated on SE Secondary. This is because, unlike with trades on the StartEngine Bulletin Board (“SE BB”), trades on SE Secondary are executed the moment that they are matched.

StartEngine Bulletin Board (“SE BB”) is a bulletin board platform on which users can indicate to each other their interest to buy or sell shares of private companies that previously executed Reg CF or Reg A offerings not necessarily through SE Primary. As a bulletin board platform, SE BB provides a venue for investors to access information about such private company offerings and connect with potential sellers. All investment opportunities on SE BB are based on indicated interest from sellers and will need to be confirmed. Even if parties express mutual interest to enter into a trade on SE BB, a trade will not immediately result because execution is subject to additional contingencies, including among others, effecting of the transfer of the shares from the potential seller to the potential buyer by the issuer and/or transfer agent. SE BB is distinct and separate from SE Secondary. SE Secondary facilitates the trading of securities by matching orders between buyers and sellers and facilitating executions of trades on the platform. By contrast, under SE BB, SE Primary assists with the facilitation of a potential resulting trade off platform including, by among other things, approaching the issuer and other necessary parties in relation to the potential transaction. The term “Extended”, when used in relation to transactions on SE Marketplace denotes that these transactions are conducted via SE BB, and that these transactions may involve longer processing times compared to SE Secondary for the above-stated reasons.

Even if a security is qualified to be displayed on SE Marketplace, there is no guarantee an active trading market for the securities will ever develop, or if developed, be maintained. You should assume that you may not be able to liquidate your investment for some time or be able to pledge these shares as collateral.

The availability of company information does not indicate that the company has endorsed, supports, or otherwise participates with StartEngine. It also does not constitute an endorsement, solicitation or recommendation by StartEngine. StartEngine does not (1) make any recommendations or otherwise advise on the merits or advisability of a particular investment or transaction, (2) assist in the determination of the fair value of any security or investment, or (3) provide legal, tax, or transactional advisory services.

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, the issuer is required to pay to StartEngine Capital a fee consisting of a 5.5-13% (five and one-half to thirteen) 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 StartEngine Capital. Additionally, the issuer must reimburse certain expenses related to the Offering. The securities issued to StartEngine Capital, 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 Capital's website.
- As compensation for the services provided by StartEngine Capital, investors are also required to pay StartEngine Capital 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

- StartEngine Capital 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 Owners Bonus 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 Capital 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.