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DELTA REPORT

10-K

COLOMBIER ACQUISITION COR

10-K - DECEMBER 31, 2023 COMPARED TO 10-K - DECEMBER 31, 2022

The following comparison report has been automatically generated

TOTAL DELTAS	7472
CHANGES	39
DELETIONS	2865
ADDITIONS	4568

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, Washington, D.C. 20549

FORM 10-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2022December 31, 2023

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: File Number: 001-40457

Colombier Acquisition Corp.

(Exact name of registrant as specified in its charter)

PSQ Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**86-2062844**
(State or other jurisdiction of incorporation or organization)	(IRS Employer (I.R.S. Employer Identification Number) No.)
214 Brazilian 250 S. Australian Avenue, Suite 200-A	
1300 West Palm Beach, FL Florida	**3348033401**
(Address of principal executive offices)	(Zip Code)

(877) 776-2402

(Registrant's telephone number, including area code: **(561) 805-3588**code)

Not applicable

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbols Symbol(s)**	**Name of each exchange on which registered**
Units, Class A common stock, par value $0.0001 per share	PSQH	New York Stock Exchange
Redeemable warrants, each consisting of whole warrant exercisable for one share of Class A common stock $0.0001 par value, and one-third at an exercise price of one warrant $11.50 per share	PSQH.WS CLBR.U	New York Stock Exchange
Shares of Class A common stock	CLBR	New York Stock Exchange
Warrants included as part of the units	CLBR.WS	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: NoneNone.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant (1) has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files) . Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.Act:

Large accelerated filer☐	☐	Accelerated filer☐	☐
Non-accelerated filer☒	☒	Smaller Reporting Company ☒reporting company	☒
		Emerging Growth Company ☒growth company	☒

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☒ No ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

The Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of June 30, 2023, the last business day of the registrant's last completed second quarter, the aggregate market value of the Registrant's shares of Class A common stock outstanding, other than shares held by persons who may be deemed affiliates non-affiliates of the Registrant, computed by reference to registrant was approximately $267.5 million based on the closing price for per share of the registrant's Class A common stock, on June 30, 2022 June 30, 2023, as reported on by the New York Stock Exchange, was $168,187,500. Exchange. For the purposes of this disclosure, shares of common stock held by each executive officer, director and affiliate based on public filings and other information known to the registrant have been excluded since such persons may be deemed affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of March 23, 2023 March 12, 2024, there were 17,250,000 25,073,575 shares of the registrant's Class A common stock, $0.0001 par value $0.0001 per share, issued and 4,312,500 outstanding and 3,213,678 shares of the registrant's Class B C common stock, $0.0001 par value $0.0001 per share, issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None.Specified portions of the registrant's proxy statement with respect to the registrant's 2024 Annual Meeting of Stockholders, which is to be filed pursuant to Regulation 14A within 120 days after the end of the registrant's fiscal year ended December 31, 2023, are incorporated by reference into Part III of this Annual Report on Form 10-K.

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CAUTIONARY**SPECIAL** NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Various statements in this Annual Report on Form 10-K (the "Annual Report") includes, and oral statements made from time to time by representatives of Colombier Acquisition Corp. (the "Company") may include, PSQ Holdings, Inc. are "forward-looking statements" for purposes within the meaning of the federal securities laws. Our forward-looking Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements regarding our or our management team's expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. We have based these forward-looking statements on our current expectations involve substantial risks and projections about future events. However, these forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "intends," "may," "might," "plan," "possible," "potential," "predict," "project," "should," "would," and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Such statements include, but are not limited to, possible business combinations and the financing thereof, and related matters, as well as all other uncertainties. All statements, other than statements of historical fact facts, included in this Annual Report. Factors that might cause or contribute report, including statements regarding our strategy, future operations, future financial position, future revenues, projected costs, prospects, plans and objectives of management are forward-looking statements. These statements are subject to such a discrepancy include, but are not limited to, those described in our other U.S. Securities risks and Exchange Commission ("SEC") filings. Forward-looking statements in this report may include, for example, statements about:

- our ability to select an appropriate target business or businesses;
- our ability to complete our initial business combination;
- our expectations around the performance of a prospective target business or businesses;
- our success in retaining or recruiting, or changes required in, our officers, key employees or directors following our initial business combination;
- our officers and directors allocating their time to other businesses and potentially having conflicts of interest with our business or in approving our initial business combination;
- actual and potential conflicts of interest relating to the Sponsor (as defined below) and our directors, officers and other affiliates;
- our ability to draw from the support and expertise of our directors, officers and other affiliates;
- our potential ability to obtain additional financing to complete our initial business combination;
- our pool of prospective target businesses, including the location and industry of such target businesses;
- the ability of our officers and directors to generate a number of potential business combination opportunities;
- our public securities' potential liquidity and trading;
- the lack of a market for our securities;
- the use of proceeds not held in the Trust Account (as defined below), or the availability to us of funds from interest income on the Trust Account balance;
- the Trust Account not being subject to claims of third parties; or
- our financial performance.

The forward-looking statements contained in this Annual Report are based on our current expectations and beliefs concerning future developments and their potential effects on us. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) and are based on information currently available to our management. Words such as "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "contemplates," "predict," "project," "target," "likely," "potential," "continue," "ongoing," "will," "would," "should," "could," or other assumptions the negative of these terms and similar expressions or words, identify forward-looking statements. The events and circumstances reflected in our forward-looking statements may not occur and actual results could differ materially from those projected in our forward-looking statements. Such forward-looking statements are based on current expectations and involve inherent risks and uncertainties, including risks and uncertainties that may could delay, divert or change these expectations, and could cause actual results or performance to be differ materially different from those expressed or implied by projected in these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described under the heading "Item 1A. Risk Part I, Item 1A: "Risk Factors." Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements.

This report contains market data and industry forecasts that were obtained from industry publications. These data involve a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. We have not independently verified any third-party information. While we

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believe the market position, market opportunity and market size information included in this report is generally reliable, such information is inherently imprecise and subject to change.

All written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We caution investors not to rely on the forward-looking statements we make or that are made on our behalf as predictions of future events. We undertake no obligation and specifically decline any obligation to update or revise any forward-looking forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

We encourage you to read the management's discussion and analysis of our financial condition and results of operations and our consolidated financial statements contained in this Annual Report on Form 10-K. There can be no assurance that we will in fact achieve the actual results or developments we anticipate or, even if we do substantially realize them, that they will have the expected consequences to, or effects on, us. Therefore, we can give no assurances that we will achieve the outcomes stated in those forward-looking statements, projections and estimates.

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PART I

References in this Annual Report to "we," "us," or the "Company" refer to Colombier Acquisition Corp. References to our "management" or our "management team" refer to our officers and directors, and references to the "Sponsor" refer to Colombier Sponsor LLC. The following discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the financial statements and the notes thereto contained elsewhere in this Annual Report on Form 10-K. Certain information contained in the discussion and analysis set forth below includes forward-looking statements that involve risks and uncertainties.

Item 1. Business

We are a blank check company incorporated in Delaware on February 12, 2021. We were formed for Unless the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or other similar business combination with one or more businesses, which we refer to context otherwise requires, throughout this Annual Report as our "initial business combination." We have reviewed a number of opportunities to enter into an initial business combination; however, we have neither engaged in any operations nor have we generated any revenue to date. Based on our business activities, we are a "shell company," as defined under the Securities Exchange Act of 1934, as amended (the "Exchange Act") because we have no operations and nominal assets consisting almost entirely of cash. Further, we are an early stage and emerging growth company and, as such, we are subject to all of the risks associated with early stage and emerging growth companies. For more information, please see "Item 1A. Risk Factors - *We are an emerging growth company within the meaning of the Securities Act, and if we take advantage of certain exemptions from disclosure requirements available to emerging growth companies, this could make our securities less attractive to investors and may make it more difficult to compare our performance with other public companies*."

Our executive offices are located at 214 Brazilian Avenue, Suite 200-A, Palm Beach, Florida, 33480, and our telephone number is (561) 805-3588. Our corporate website address is *www.colombierspac.com*. Our website and the information contained thereon or that can be accessed through the website is not deemed to be incorporated by reference in, and is not considered part of, this Annual Report on Form 10-K. You should not rely on any such information in making a decision whether 10-K, the words "PSQ," "PSQH," "we," "us," "PublicSquare" the "registrant" or the "Company" refer to invest in our securities.

Company History

*Initial Public Offering*PSQ Holdings, Inc. and its subsidiaries (as applicable).

On March 19, 2021 February 23, 2023, we filed PSQ completed a Form S-1 with stock-for-stock transaction to purchase 100% of the SEC indicating our intent to offer three classes outstanding shares of securities: (1) units, each consisting EveryLife, Inc. ("EveryLife"), a Delaware corporation, in exchange for 1,071,229 shares of one share of Class A common stock, par value $0.0001, and one-third $0.001 per share, of one redeemable warrant (the "Units"); (2) shares of Class A common stock included as part of the Units (the "Public Shares"); and (3) redeemable warrants included as part of the Units (the "Warrants"). Following a series of correspondence and amendments filed with the SEC on May 7, 2021 and June 3, 2021, the registration statement (as amended) for this initial public offering was declared effective on June 8, 2021 (the "Initial Public Offering" Private PSQ ("Private PSQ Common Stock").

On June 11, 2021 July 19, 2023 (the "Closing Date"), we consummated the Initial Public Offering transactions contemplated by that Agreement and Plan of 15,000,000 Units, generating gross proceeds Merger, dated as of $150,000,000. Simultaneously February 27, 2023 (the "Merger Agreement"), each by and among PublicSq. Inc. (f/k/a PSQ Holdings, Inc.), a Delaware corporation ("Private PSQ"), Colombier Acquisition Corp., a Delaware corporation ("Colombier"), Colombier-Liberty Acquisition, Inc., a Delaware corporation and a wholly-owned subsidiary of Colombier ("Merger Sub"), and Colombier Sponsor, LLC (the "Colombier Sponsor"), a Delaware limited liability company, in its capacity as purchaser representative, for the purposes set forth in the Merger Agreement, which, among other things, provided for the merger of Private PSQ into Merger Sub with Private PSQ surviving the merger as a wholly owned subsidiary of Colombier (the "Business Combination"). At the closing of the Initial Public Offering, we consummated the sale of 5,250,000 Warrants at a price of $1.00 per Warrant in a private placement Business Combination (the "Closing"), Colombier changed its name to our sponsor, Colombier Sponsor LLC (the "Sponsor"), generating gross proceeds of $5,250,000 (the "Private Placement Warrants") "PSQ Holdings, Inc.".

At the closing of the Initial Public Offering on June 11, 2021, due to a clerical error, the Trust Account (as defined below) was overfunded by $1,240,000. The overfunded amount was transferred to our operating account on June 14, 2021.**Our Business**

On July 1, 2021, We are a values-aligned platform where users with traditional American values can connect with and patronize business members whose values aligned with their own. Users are able to search for and shop businesses offering products and services both locally and online. The PSQ platform is accessible through the underwriters exercised web and mobile devices. Since our nationwide launch in July 2022, we have become the largest values-aligned platform of pro-America businesses and consumers.

Our Values

We are passionate about our mission and that passion guides everything we do. We believe that the Platform is the leading widely accessible repository dedicated to empowering like-minded, patriotic Americans to discover and support companies that share their over-allotment option related values. As a company, we strive to connect consumer members with a wide selection of values-aligned and patriotic business members from a wide variety of industries. In order for a new business to join the Initial Public Offering in full, resulting in Platform, a representative of that business must agree that the issuance business will respect the following five core values (the "**five core values**") that we strive to uphold and promote within our community:

- We are united in our commitment to freedom and truth — that's what makes us Americans.

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- We will always protect the family unit and celebrate the sanctity of every life.
- We believe small business members and the communities who support them are the backbone of our economy.
- We believe in the greatness of this Nation and will always fight to defend it.
- Our constitution is non-negotiable — government isn't the source of our rights, so it can't take them away.

These five core values are the foundation of an additional 2,250,000 Units for an aggregate amount of $22,500,000. In connection our Company's vision, which connects the consumer members and business members who use the Platform to promote their voice through their purchasing power, or 'vote with the underwriters' exercise of their over-allotment option, we also consummated the sale of an additional 450,000 Warrants at $1.00 per Warrant, generating total proceeds of $450,000. A total of $22,500,000 was deposited into a trust account (the "Trust Account"), bringing the aggregate proceeds held in the Trust Account to $172,500,000. wallet'.

The Platform

Total costs associated We are free-to-use for users, who can use the Platform to search for and shop from values-aligned business members both locally and nationally. The types of business members found on the Platform currently include, among others, retailers and other merchants, restaurants, banks and other service providers.

The PSQ platform (the "Platform") can be accessed through two primary means:

- *Mobile application* — Our mobile app is available for both iOS and Android-based devices.
- *Web* — Users can access the Platform at PublicSquare.com.

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Business owners from a wide array of industries, offering a myriad of products and services, can host their business listing on the Platform directory at no cost. Users using the Platform can then identify and patronize these business members. Users are able to review our five core values on the Platform. By accepting the terms and conditions of our application, business members confirm that they have reviewed our five core values and affirm that they will respect these values. We believe that having our business members confirm that they respect our five core values, helps ensure platform mutual trust in order to drive consumer and business satisfaction and retention. We ensure that our business members respect our five core values by having our team routinely review business member profiles and other advertising materials and content on the Platform to ensure that they do not upload any content that we believe does not respect our five core values. Users are encouraged to send reviews and report to our support team if they come across businesses who should be considered noncompliant in relation to our values. When we find noncompliant business members who do not support our five core values, we confirm the validity of the feedback and determine the best course of action with the Initial Public Offering accruing business member, which may include contacting the business member directly, or removing the business member from the Platform. When joining the Platform, business members upload their respective profiles to be included in the fiscal year ended December 31, 2021 amounted Platform directory at no cost. In addition, they can advertise their services on the application platform, which increases their exposure to $10,277,418, the consumer members in our network, for a monthly fee. They can also sync their products in order for users to purchase their product on the app.

For users, our user-friendly app provides different tabs where they can find both local and online business members. The Platform categorizes products and services into industries including but not limited to: coffee & tea, clothing, outdoor recreation, shooting, and vitamins and supplements. Each business profile provides information about the business, such as its location, a description of services and/or products provided by such business, and, in many cases, contact information and a PSQ-specific discount code, if applicable. Users are able to purchase products, bookmark favorite businesses, and share business profiles. A link to each business' website, when available, is also provided to facilitate ease of shopping by interested consumer members if the business is not set up for e-commerce capabilities.

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Our Business Model

Digital Advertising — We currently generate revenue from digital advertising fees from both local and national advertisers. Business members advertising on the Platform pay monthly or purchase certain items a la carte to advertise, with a tiered pricing system. By advertising their services on PSQ, business members can increase their exposure to users on the Platform. All advertisers we conduct business with are listed on the Platform and are required to affirm that they respect our five core values.

Business to Business ("B2B") Revenue —

Through a B2B initiative that we are in the process of further developing, we currently collaborate with multiple business members on the Platform that primarily serve other business members through revenue sharing arrangements pursuant to which we receive referral fees in the form of commissions based on the dollar amounts of transactions between the business members we connect through our B2B referral initiative. The business members with which we have such relationships currently include, but are not limited to telecommunications, recruiting services, and business and marketing services. We vet these members for quality and values-alignment by researching the business members through publicly available data to assess their public reputation. We then refer them to our business network and either receive fees representing a percentage of the revenue earned by our business members through the relationships that we facilitate or place their advertising in an email distributed to PSQ business members.

E-Commerce Transactional Revenue — We launched e-commerce capabilities on the Platform in November 2023, which provide in-app shopping capabilities with discounts for the PSQ community. The Platform allows consumer members to purchase products and services provided by business members directly on our app and further facilitate and ease their experience, from which we realize transaction-based revenue fees.

Direct to Consumer ("D2C") — We are also in the process of developing networks and relationships to facilitate future direct-to-consumer sales of products which we expect to offer to consumer members through the Platform under our own brands (including our EveryLife brand name). We believe that the level of consumer member demand observed based on utilization of the Platform to date suggests that there is untapped potential to create and sell our own branded products to our customer base, and the success of EveryLife is proof. We believe that our existing (and growing) consumer member base represents an opportunity for us to reach and sell branded products with minimal marketing spend due to our established primary customer acquisition channel on the Platform directory. We launched our first D2C product, disposable diapers and wipes, in July 2023 under our pro-family "EveryLife™" brand.

Our Constituents and Engagement

Consumer members/users

Our consumer members are like-minded Americans who desire to discover and support business members that share their values. As of December 31, 2023, on the Platform we have more than 1.6 million active consumer members (defined as unique consumer membership accounts for which we have received all required contact information and which have not been deactivated or deleted since our reception) and more than 75,000 business members from a wide variety of industries.

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Business members

The business members that choose to participate on the Platform are required to affirm that they agree to respect our five core values. As of December 31, 2023, over 75,000 business members have joined the Platform and our MoM business growth rate (as measured the number of business members that have joined the Platform as of the last day of each month) was 13% for the period from July 1, 2022, through December 31, 2023. Business members listed on the Platform directory come from a diverse group of industries, including but not limited to retailers and other merchants, restaurants, banks and service providers.

Advertisers

While it is free for a business to sign up for the Platform, during the signup process, business owners are asked if they would like to increase their exposure throughout the Platform by purchasing paid advertising. Our monthly advertising packages are offered at different price points depending on the selected features including but not limited to: category promotion, promoted products, ad placements on the “Shop” tab, push notifications, and email advertising to our consumer members.

Brand Customers

EveryLife’s key demographic comprises mothers in their early thirties, navigating parenthood with multiple children. These moms are fervent about supporting companies that mirror their values, placing a strong emphasis on family priorities. In response to a growing discontent with baby brands supporting abortion and progressive causes, EveryLife emerges as a solution, filling a significant market gap.

D2C Brand

Overview

EveryLife is a direct-to-consumer baby care company founded in 2023 with a mission to provide premium products to every miraculous life. Every baby is considered a gift from God and deserves love, protection, and celebration. EveryLife is committed to its core values, ensuring product quality, and demonstrating generosity by donating diapers and wipes to moms in need. This commitment has quickly set EveryLife apart, elevating both its brand and products. Since its launch in July 2023, EveryLife has been delivering high-performing and price-accessible products that align with the values of our consumers.

Our Products and Services

- Diapers: EveryLife’s diapers use high-performance flow channel technology for faster absorption and 12-hour leak protection. EveryLife diapers are carefully made to limit and eliminate harsh chemicals to help protect baby’s developing brain and body. EveryLife’s diapers are made without fragrances, dyes, lotions, latex, parabens, phthalates, or elemental chlorine.
- Wipes: EveryLife’s baby wipes are made with 99% purified water and with only five, clean ingredients. EveryLife baby wipes are made without harsh chemicals, alcohol, fragrance, parabens, dyes, lotions, PEG ingredients, or plastics.
- With EveryLife’s auto-renew service, parents can have their premium products delivered to their doorstep every month. With a simple text, parents can edit, pause, or cancel their orders at any time, providing the ultimate experience of convenience.

Customers and Markets

EveryLife’s key demographic comprises mothers in their early thirties, navigating parenthood with multiple children. These moms are fervent about supporting companies that mirror their values, placing a strong emphasis on family priorities. In response to a growing discontent with baby brands supporting abortion and progressive causes, EveryLife emerges as a solution, filling a significant market gap.

EveryLife caters to mothers seeking more than just baby care products – they are actively seeking brands that share their values. Positioned as a choice for those making conscious decisions in favor of life-affirming principles, EveryLife contributes to the development of a parallel economy. This concept involves consumers actively supporting businesses that align with their values, and EveryLife, in conjunction with its parent company PSQH, plays a vital role in shaping this distinctive marketplace. By doing so, EveryLife becomes more than just a provider of baby care items; it becomes a symbol of choice for a community of like-minded mothers actively shaping a marketplace aligned with their shared values.

Competition

EveryLife faces competition from a diverse range of players, including both direct-to-consumer companies and retail-exclusive brands. While the quality of EveryLife’s products aligns with that of other well-established diaper brands in households, what sets EveryLife apart is its unique emphasis on pro-life values. Unlike many competitors, EveryLife is singularly dedicated to leading with these values, making it a distinctive choice for consumers who prioritize such principles in their purchasing decisions.

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While competitors often extend their offerings beyond diapers and wipes, EveryLife recognizes the importance of catering to a broader spectrum of baby essentials. In response to this, EveryLife is committed to consistently introducing new products, ensuring that parents who share their values can find a comprehensive range of baby essentials under the EveryLife brand. This strategic expansion aims not only to satisfy consumer needs but also to position EveryLife as more than just a diaper company – it aspires to become a trusted brand synonymous with comprehensive baby care.

By evolving into a one-stop-shop for various baby care products, EveryLife seeks to redefine its identity from a mere diaper company to a holistic baby brand. This strategic shift not only aligns with the diverse needs of parents but also strengthens EveryLife's competitive standing within the dynamic landscape of the baby care industry. As a result, the brand aims to resonate more profoundly with consumers who seek not only quality products but also a shared set of values when it comes to caring for their little ones.

Marketing Strategy

EveryLife's marketing strategy centers around values-aligned messaging and user acquisition, communicating the mission to protect and celebrate life while providing premium products for every baby. This message is disseminated through various channels, including social media, the PublicSquare app and email list, field marketing, influencer marketing, and digital advertising.

The grassroots Ambassador Program has successfully enlisted nearly 700 moms across the United States who are dedicated to spreading EveryLife's mission in their communities, local churches, and pregnancy centers.

Manufacturers/Supply Chain & Operations/Third Party Logistics

EveryLife manages a North American-based supply chain of highly qualified, third-party manufacturing and logistics partners to produce and distribute EveryLife products. EveryLife partners with manufacturing partners who are committed to quality, Current Good Manufacturing Practices ("cGMPs"), sustainability, and innovation. EveryLife conducts quality audits of third-party manufacturing partners and requires that they follow EveryLife's quality standards of controlled documentation, cleaning and safety protocols, and laboratory controls. EveryLife's third-party manufacturing and fulfillment partners are located in various locations including the United States and Mexico. EveryLife's Operations team manages these third-party relationships and processes.

EveryLife's distribution network includes multiple warehouses in the United States with direct-to-consumer ("D2C") fulfillment capabilities and value-added services. The fulfillment centers are operated by third party logistics ("3PL") service providers. EveryLife manages inventory by forecasting demand, analyzing product sell-through, and analyzing supply chain with manufacturers to ensure sufficient capacity to support demand.

Product Development

EveryLife is embarking on an exciting expansion beyond diapers and wipes to broaden its product offerings. The first addition to our range will include scented and unscented soaps and lotions, meticulously crafted to be gentle, clean, and proudly made in the USA. This extension aims to enhance the overall baby care experience, catering to the diverse needs and preferences of our discerning customers.

In our continuous commitment to providing premium products, EveryLife is set to introduce training pants as the next expansion. This strategic move allows us to further extend our reach and cater to the evolving needs of families. By diversifying our product line, we position ourselves as more than just a diaper company; we are becoming a comprehensive baby brand, dedicated to offering high-quality essentials that parents can trust.

This expansion is not a one-time endeavor but part of a larger strategy to establish EveryLife as a dynamic and growing player in the baby care industry. Our commitment to meeting the needs of our customers drives us to continuously launch new baby essentials. As we identify opportunities and trends in the market, EveryLife is poised to introduce innovative products that align with our values and resonate with the evolving needs of families.

Team

EveryLife is a vibrant team consisting of (1) $3,450,000 three co-founders and a dedicated staff of underwriting fees payable on ten individuals. These team members expertly handle key roles across diverse departments, including finance, operations, marketing, creative, customer support, and strategic partnerships. Each department plays a pivotal role in ensuring the date seamless operation and growth of the Initial Public Offering, (2) $6,037,500 of deferred underwriting fees payable from the proceeds in the Trust Account solely in the event we effectuate an initial business combination, (3) $329,619 of costs associated with the derivative warrant liabilities, and (4) $460,299 of other offering costs. EveryLife, working cohesively to bring our mission to fruition.

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As a wholly owned subsidiary of December 31, 2022, we had not yet commenced any operations. All activity for PSQH, EveryLife operates within a synergistic relationship, strategically collaborating to advance the period beginning on February 12, 2021 (inception) through December 31, 2022 relates concept of the parallel economy. This partnership allows us to leverage the strengths and resources of PublicSquare, enhancing our formation, Initial Public Offering, and, subsequent ability to create a meaningful impact within the Initial Public Offering, identifying a target company for a business combination. We will not generate any operating revenues until after the completion of a business combination, at the earliest. We generate non-operating income in the form of interest income from the proceeds derived from the Initial Public Offering. We have elected December 31 as our fiscal year end. market.

Our Units, Public Shares co-founders and employees collectively share a passion for EveryLife's mission, working tirelessly to provide premium products that align with our values. This collaborative effort not only solidifies our position as a dynamic player in the baby care industry but also underscores our commitment to contributing to the development of a parallel economy alongside our parent company, PSQH. Together, we are focused on building a brand that resonates with consumers who prioritize values-driven choices in their purchasing decisions.

Our Competitive Strengths

We believe that the collective expertise of our team, our vision and the Warrants strength of the platform we are listed building, taken together with the following competitive strengths, will allow us to successfully build our business and capitalize on our large market opportunity. We believe we are the only patriotic marketplace that is operating at scale and launching wholly owned subsidiaries that fill the gaps for our users and business members.

- *First Mover Advantage:*
  - We view PSQ as the first business, at scale, to address the concerns and needs of our target consumer and business members through an online platform oriented towards patriotic Americans inspired to build a parallel economy. We have observed that many consumers are increasingly disenchanted with large corporations that have embraced non-traditional, progressive ideas and policies and would prefer to re-allocate more of their dollars to business members who do not stand in opposition to their views and values. At the same time, businesses that also share these traditional American values are seeking to attract new customers; our values-aligned platform allows these business members to get exposure to our consumer member base. We are unique in that it is a leading mission-driven platform focused on connecting patriotic Americans with like-minded business members. We believe our differentiated platform allows consumer members to feel confident when shopping on the Platform that they are directing their dollars to business members that share similar values to theirs. We further believe that the growth in the number of business members and consumer members using the Platform that we have experienced since our nationwide launch in July 2022 demonstrates that there is significant demand for a values-aligned platform like us. We "sing a different tune" than many other major e-commerce platforms and businesses in the United States and we believe this differentiation will work to our advantage.
- *Value Proposition for Users:*
  - We provide users using the Platform the ability to search for and shop with business members that share their traditional American values. We aim to serve this large unaddressed market with our high-quality Platform of values-aligned products and business members, along with our wholly owned subsidiaries such as EveryLife.
- *Value Proposition for Business Members:*
  - By connecting business members with like-minded consumer members, we are able to fill a gap in the market that we believe has been purposefully ignored by our larger competitors. We are uniquely situated to provide this connection and bond that can help support small and medium sized American business members sharing traditional values.
- *Mutually Reinforcing Business Model:*
  - The Platform serves as an ecosystem designed to connect patriotic consumer members with values-aligned business members to create trust-driven transactions between consumer members and business members. We, in turn, utilize data from the Platform to identify the needs of our users and businesses which we can fill through launching or acquiring wholly owned subsidiaries that provide solutions. The more we are able to provide high quality products to our users and business members, the more the reach of the Platform can grow.

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Our Growth Strategy

We are currently focusing on the New York Stock Exchange ("NYSE") following areas to drive our growth:

- *Continue to Innovate and Improve the Platform Offering* — We are continuously looking to improve the Platform functionality and user experience, and to add new features and technologies to improve the Platform and value proposition. In February 2023, we introduced an improved user interface and user experience that we expect will continue to serve our existing app users, attract new app users to the Platform and grow application engagement with the availability of the e-commerce interface. In November 2023, we rolled out an enhanced e-commerce platform, where our consumer members are able to purchase products from our business members directly through our app and through which we realize transaction-based revenue fees through purchases being made using the Platform.
- *Expand Our Outreach Program* — Growth in our consumer member base is an important driver for our business' growth, and we believe that there is a significant opportunity to expand the number of consumer members and business members using the Platform. Through the PSQ Outreach Program, we are collaborating with over 1,200 highly influential individuals, as of February 29, 2024, who serve as our ambassadors and influencers to raise awareness about and advocate for the Platform and our five core values. We believe that our Outreach Program is key to growing our awareness and presence in the digital world. Participating influencers share their positive interactions with the Platform and the various experiences connecting with patriotic business members that use the Platform. Through media outreach, our ambassadors are able to actively onboard new business and consumer members on the Platform. We actively seek to continue growing this program.
- *Expand Our Branded D2C Product Offerings* — We introduced our first branded D2C products, disposable diapers and wipes offered under our pro-family "EveryLife™" brand in July 2023 and expect to expand and diversify our branded D2C offerings in areas where we believe there is significant existing market need or opportunity going forward. We believe these brands will enable us to fill gaps within consumer spending through our established primary customer acquisition channel.
- *Increase Monetization on the Platform* — We are still in the early stages of monetization on the Platform and believe there are many avenues for sustained revenue growth that may be available to us in the future through the Platform and the network of connections that it allows us to establish and grow. We are currently focused on near-term goals in two main areas — scaling our digital advertising business and developing new revenue streams, such as our e-commerce integration and the development and launch of B2B products and the expansion of our D2C product offerings.
- *Pursue Value-Enhancing Acquisitions* — In order to fully capitalize on opportunities within our addressable market, as well as to further expand the Platform and offerings, we intend, over time, to pursue value-enhancing acquisitions as they become available in the future. In so doing, we intend to focus on like-minded business members that respect our five core values, complement our values-aligned platform, and fulfill demand from our consumer members and business partners.

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We also expect to further scale the symbols “CLBR.U,” “CLBR,” scope and “CLBR.WS,” respectively. Our Units began trading form of our advertising and marketing efforts, as briefly described below. One path we are pursuing to further scale our advertising business involves further improving advertising products and tools, organizing and growing our sales force, and investing in media agency and channel partner relationships. We are continuing to invest in our self-serve advertising platform, which will provide the ability for business owners to purchase an advertising package directly from our website and manage their own advertising content. We believe these additions will improve ad relevance and effectiveness. Business owners will have greater control of their own experience, as well as further success measurement. We intend to gain efficiencies in scaling and will be able to focus our salesforce on June 11, 2021, attracting and retaining larger enterprise partners, with opportunities to upsell and partner with them in more meaningful ways.

We expect that our Public Shares ongoing product investments will allow us to enable and Warrants began separate trading on the NYSE on July 6, 2021. capture potential new revenue in small business and e-commerce offering for goods and services.

- *Other growth strategies:*
  - Increase our marketing, sales, and business development initiatives to attract new customers and create financial partnerships.
  - Continue to hire highly competent, hardworking, ethical executives and personnel based on merit.
  - Exploit our proprietary data and utilize to provide high-quality services to our consumer base.
  - Lower operating costs. We are focused on developing and implementing efficiencies to decrease the acquisition cost of consumer members and business members. Additionally, we expect that, as we scale operations, our staff will become more efficient in various aspects of operations and maintenance such that we can reduce operating costs.

Acquisition of Credova

Use of Proceeds of the Initial Public Offering

Following the closing of the Initial Public Offering on June 11, 2021, an amount of $150,000,000 ($10.00 per Unit) representing the net proceeds from the sale of the Units in the Initial Public Offering and the sale of the Warrants in the private placement to the Sponsor was placed in the Trust Account, which is and will be invested in either (1) U.S. government securities within the meaning set forth in Section 2(a)(16) of the Investment Company Act of 1940, as amended (the “Investment Company Act”), with a maturity of 180 days or less, or (2) in any open-ended investment company that holds itself out as a money market fund meeting the conditions of Rule 2a-7 of the Investment Company Act, as determined by us, until the earlier of: (i) the completion of an initial business combination or (ii) the distribution of the funds in the Trust Account to our shareholders, as described below. Our management has broad discretion with respect to the specific application of the net proceeds of the Initial Public Offering and the sale of the Warrants, although substantially all of the net proceeds are intended to be applied generally toward completing a business combination. We must complete one or more initial business combinations with one or more operating businesses or assets with a fair market value equal to at least 80% of the net assets held in the Trust Account (net of amounts disbursed to management for working capital purposes, if applicable, and excluding the amount of any deferred underwriting discount) at the time of the signing a definitive agreement to enter a business combination. We will only complete a business combination if the post-business combination company owns or acquires 50% or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act. There is no assurance that we will be able to successfully effect a business combination.

Founder Shares *Credova Merger Agreement*

On February 15, 2021 March 13, 2024, we entered into an agreement and plan of merger (the “Credova Merger Agreement”) with Cello Merger Sub, Inc., a Delaware corporation and our wholly-owned subsidiary (“Merger Sub” and, together with PSQ, the “Buyer Parties”), Credova Holdings, Inc., a Delaware corporation (“Credova”), and Samuel L. Paul, in the capacity as the Seller Representative in accordance with the terms of the Credova Merger Agreement.

Structure of the Transaction

Pursuant to the Credova Merger Agreement, on March 13, 2024, the Sponsor purchased 4,312,500 transactions which are the subject of the Credova Merger Agreement were consummated (the “Closing”) and Merger Sub merged with and into Credova (the “Merger”), with Credova surviving as a wholly-owned subsidiary of PSQ. In connection with the Merger, each share of Credova was converted into the right to receive newly-issued shares of our Class B A common stock (the “Founder Shares” (“Class A Common Stock”) for an aggregate price of $25,000. At the time of the purchase, the Founder Shares included an aggregate of up to 562,500 shares subject to forfeiture by the Sponsor, delivered to the extent that Credova stockholders at the underwriter’s over-allotment option was not exercised in full or in part, so that the Sponsor would collectively own, on an as-converted basis, 20% of our issued and outstanding shares after the Initial Public Offering (assuming the Sponsor did not purchase any Public Shares in the Initial Public Offering) Closing (“Credova Stockholders”). As a result of the underwriters’ election to fully exercise their over-allotment option on July 1, 2021, 562,500 Founder Shares are no longer subject to forfeiture.

The Sponsor has agreed,*Merger Consideration*

As consideration for the Merger, Credova stockholders received 2,920,993 newly-issued shares of Class A Common Stock (the “Consideration Shares”). A number of Consideration Shares equal to ten percent (10%) of the Consideration Shares (the “Escrow Shares”) was placed in an escrow account for indemnity claims made under the Credova Merger Agreement. Assuming they are not subject to certain limited exceptions, not to transfer, assign or sell any indemnity claims, the Escrow Shares remaining in escrow upon the 12-month anniversary of the Founder Shares (or shares Closing will be released and distributed pro rata to the former stockholders of common stock issuable upon conversion thereof) until the earlier of: (1) one year after the completion of our initial business combination or (2) subsequent to an initial business combination, (x) if the last reported sale price of the Class A common stock equals or exceeds $12.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after a business combination, or (y) the date on which we complete a

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liquidation, merger, capital stock exchange or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property. Credova.

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Initial Business Combination

Note Exchange

NYSE rules Prior to the execution of the Credova Merger Agreement, Credova, PSQ and certain holders of outstanding subordinated notes ("Subdebt Notes") issued by Credova (the "Participating Noteholders") entered into a Note Exchange Agreement (the "Note Exchange Agreement") pursuant to which, immediately prior to the Closing, the Participating Noteholders delivered their subdebt notes of Credova for cancellation,, in exchange for newly-issued replacement notes issued by PSQ, convertible into shares of Class A Common Stock (the "Replacement Notes"). The Replacement Notes have 9.75% simple interest per annum and ten-year maturity dates.

Pursuant to the terms of the Replacement Notes, at any time after the Closing, Participating Noteholders may elect to convert their Replacement Notes into a number of shares of Class A Common Stock equal to the quotient obtained by dividing (x) the outstanding principal amount of the Replacement Note to be converted plus accrued and unpaid interest by (y) 4.63641, subject to adjustment for stock splits and other similar transactions (the "Conversion Price"). At any time, the Company may call the Replacement Notes for a cash amount equal to accrued interest plus (i) between the Closing and the first anniversary of the Closing, 120% of the then outstanding principal amount, (ii) between the first anniversary and the second anniversary of the Closing, 105% of the then outstanding principal amount and (iii) after the second anniversary of the Closing, the then outstanding principal amount of the Replacement Note. Further, the Replacement Notes permit the Company, in its discretion, to require conversion of the Replacement Notes into shares of Class A Common Stock if the daily volume-weighted average trading price of the Company Class A Common Stock exceeds 140% of the Conversion Price on each of at least ten consecutive trading days during the twenty trading day period prior to notice of such required conversion.

Credova Subdebt Notes not exchanged for Replacement Notes at Closing were cancelled following payment in full in cash.

Lock-Up Agreement

Concurrently with the execution of the Credova Merger Agreement, Credova Stockholders and recipients Replacement Notes entered into lock-up agreements pursuant to which they will be subject to trading restrictions and restrictions against selling short or hedging PSQ securities for a period of 12 months after the Closing.

Employment Agreements

As a condition to the Closing, certain key employees of Credova entered into and delivered employment agreements to become employees of the Company or subsidiaries thereof from and after the Closing.

Non-Competition and Non-Solicitation Agreement

Concurrently with the execution of the Credova Merger Agreement, Credova stockholders and certain key employees of Credova entered into a non-competition and non-solicitation agreement with the Company and Credova (the "Non-Competition and Non-Solicitation Agreements"), pursuant to which they will agree not to compete with Credova during the two-year period following the Closing and not to solicit employees or customers of Credova.

Registration Rights Agreement

Concurrently with the execution of the Credova Merger Agreement, PSQ, Credova Stockholders and recipients of Replacement Notes entered into a registration rights agreement (the "Registration Rights Agreement"), pursuant to which, among other things, the Company will be obligated to file a registration statement to register the resale of the Consideration Shares and the shares issuable upon conversion of the Replacement Notes within a certain period after the Closing, upon demand by holders of a majority of the registrable securities. The Registration Rights Agreement also provides for certain additional demand registration and "piggy-back" registration rights, subject to certain requirements and conditions.

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Description of Credova's Business

Overview

Credova assists consumers, lenders, and retailers in offering point-of-sale financing products. Credova has developed and maintains an internet-based proprietary retail finance platform and related application programming interfaces ("APIs") through which Credova, certain FDIC and NCUA insured financial institutions, and other financial institutions authorized by Credova (each a "Financing Partner"), and merchants can dynamically offer certain financing products (collectively, the "Services").

Credova's offerings fall into four main categories: (i) Merchant-originated products; (ii) Bank Partner-originated closed-end installment loans; (iii) Credova-originated loan products; (iv) Zero-interest installment product ("Pay-in-4").

The Services and products offered by Credova promote convenience in the borrowing community by providing interest bearing and non-interest bearing financial products that cover the majority of the credit spectrum. Credova's proprietary software and application offers consumers a near frictionless application process with high-quality security to protect the consumer's information. Financing products are facilitated and signed through Credova's internet-based platform and closed and funded by Credova or a Financing Partner. Credova relies on a third-party servicer to service its financing products. Credova intends to comply with all applicable state and federal statutes and regulations. Credova has adopted rigorous compliance policies and procedures, engages in regular internal and external audits of its practices, and has implemented a schedule of continuous learning and training for its employees.

Market

Credova's Services allow merchants to offer point of sale financing options for the purchase of consumer goods online and in store. The intended market includes consumers making purchases from retailers with a focus on those in the outdoor recreation industry and others. The creditworthiness of consumers is largely determined based on credit scores provided by national credit reporting agencies and other proprietary underwriting criteria.

Marketing

Credova operates Credova.com, which provides information to potential retailer partners about the benefits of partnering with Credova. In addition, Credova looks for retail partners by utilizing an initial in-house sales team, referrals, and online marketing. Credova provides merchants with compliant advertising and other marketing content that will advertise the retailer's products and the financing solutions facilitated by Credova. These campaigns include email, web banners, and display ads.

Corporate Information

Credova is a Delaware limited liability company organized in 2018 with its principal office location in Bozeman, Montana.

Our Technology

Our investments in technology are currently focused on the following areas: business solutions, cloud infrastructure and development principles.

- *Business Solutions* — Our proprietary Content Management System ("**CMS**") is the core our business toolset, powering our advertising products, content technology stack and reporting capabilities. Built with flexibility in mind, our CMS consists of content targeting and delivery engines. These capabilities serve all of our paying business members.
- *Cloud Infrastructure* — We continually invest in the underlying technology platform that powers all of the Platform and services. From its inception, our infrastructure was built to be cloud-native, applying well-tested design patterns with distributed systems that are linearly scalable and highly flexible. We currently utilize a large third-party cloud service provider to support the Platform needs.

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- *Development Principles* — Execution, quality, velocity and autonomy are core pillars of our engineering culture. We employ agile development processes and techniques combined with continuous integration ("**CI**") and continuous deployment ("**CD**") to empower our teams to rapidly improve our products and the platforms that power them. Leveraging data generated by the usage of our products is a priority in how we develop, test and iterate to continually improve the user experience and build our future product roadmap. Moreover, we build our products to be accessible and functional in both web and mobile app environments.

Intellectual Property

Our intellectual property includes trademarks, copyrights and trade secrets. In addition, the Platform is powered by proprietary technology and certain open-source software. We rely on, and expect to continue to rely on, a combination must of development, assignment, and confidentiality agreements with our employees, consultants, and third parties with whom we have relationships, as well as trademark, trade dress, domain name, copyright, and trade secret laws, to protect our brands, proprietary technology, and other intellectual property rights.

Marketing and Advertising

To date, a majority of our marketing and advertising activity has been conducted by our management team and employees, through our Outreach Program, earned media exposure, social media exposure, word of mouth growth, and guerrilla marketing (creating viral videos to capitalize on current events, engaging with content creators through superchats, press campaigns to support local business members, and culturally relevant merch drops). To a lesser extent, we also have prioritized digital advertising on platforms such as Rumble and Meta, and podcast advertising on shows such as Allie Stuckey's "Relatable", The "Charlie Kirk Show", Steve Bannon's "War Room", and others.

Business to Business ("B2B") Partnerships

As discussed above, we currently operate in partnership with multiple business members on the Platform that primarily serve other business members. These include, but are not limited to, telecommunications, recruiting services, and business and marketing services.

Product Development

Since our inception, we have focused on continuous improvement of the Platform and user experience, with our product and engineering teams working in an environment focused on efficiency and speed combined with end-user value. As we continue to grow, we believe it will be important to maintain and enhance this culture and scale our business as we look to bring new innovations to consumer members and business members.

Our product organization focuses on creating and improving digital products for all of our consumer members and business owners. As of December 31, 2023, we had over 1.6 million active consumer members (defined as unique consumer membership accounts for which we have received all required contact information and which have not been deactivated or deleted since our inception) and over 75,000 business members on the Platform, respectively. Using machine-learning and proprietary technology, we surface relevant business listings, keeping members informed while supporting growth for business members of all sizes.

Employees

As a mission-driven technology company, we believe our employees are our most valuable resource. As of December 31, 2023, we had 82 full-time employees (including employees of wholly-owned subsidiaries), all of whom are based in the United States. We believe we have good relationships with our employees. Our human capital resources objectives include identifying, recruiting, retaining, incentivizing, and integrating our existing and additional employees. The principal purposes of our equity incentive plans are to attract, retain, and motivate key employees and directors through the granting of share-based compensation awards.

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Competition

We compete with, among other business members, traditional e-commerce platforms, business directories and online retailers, as well as some smaller competitors who also position themselves as values-aligned platforms. The competitive landscape in the app and website platform markets is complex and constantly evolving. There are participants of many different sizes with different operational capabilities, platform reach and financial resources. Some of the companies we compete with include but are not limited to Yelp, Angi, Etsy, and Amazon. Many of these companies are much larger and more well capitalized than we are. Other companies that position themselves as values-aligned platforms include New Founding and Mammoth Nation. We also compete with companies such as The Honest Company, Hello Bello, Huggies and Coterie, among others, with our current D2C offerings of disposable diapers and wipes that are sold under our "EveryLife™" brand. We compete with all of these companies to attract, engage, and retain consumer members and business members. We believe that we are a unique platform for value-aligned business members and consumer members who feel increasingly ignored or alienated by many of our competitors and who want to support patriotic, traditional pro-American business members that share their values, and that we can compete effectively on that basis. As we introduce future products, as the Platform evolves, or as other companies introduce new products and services, we may become subject to additional competition.

Government Regulation

We are subject to a number of U.S. federal and state laws and regulations, as well as foreign ones, that involve matters that are important to, or may otherwise impact, our business and that may affect companies conducting business on the internet, including, but not limited to, internet and e-commerce, labor and employment, anti-discrimination, payments, whistleblowing and worker confidentiality obligations, product liability, intellectual property, consumer protection and warnings, import/export, marketing, taxation, privacy, data security, competition, arbitration agreements and class action waiver provisions, terms of service, and mobile application and website accessibility. These regulations are often complex and subject to varying interpretations, in many cases due to their lack of specificity, and as a result, their application in practice may change or develop over time through judicial decisions or as new guidance or interpretations are provided by regulatory and governing bodies in the United States and abroad, such as federal, state, and local administrative agencies. Many of these laws and regulations are subject to change or uncertain interpretation, and could result in claims, changes to our business practices, monetary penalties, increased cost of operations, declines in user growth or engagement, negative publicity, or other harm to our business. See the section titled "Risk Factors — *We are or may be subject to numerous risks relating to the need to comply with data and information privacy laws*." Many of these laws and regulations are subject to change or uncertain interpretation, and could result in claims, changes to our business practices, monetary penalties, increased cost of operations, declines in user growth or engagement, negatively publicity, or other harm to our business. As a result, we could be subject to actions based on negligence, various torts and trademark and copyright infringement, among other actions. See the sections titled "Risk Factors — *If we infringe on the intellectual property ("IP") of others, we could be exposed to substantial losses and face restrictions on our operations*," "Risk Factors — *Litigation or legal proceedings could expose us to significant liabilities and have a negative impact on our reputation or business*." The varying and rapidly evolving regulatory framework on privacy and data protection across jurisdictions could result in claims, changes to our business practices, monetary penalties, increased cost of operations, or declines in user growth or engagement, or otherwise harm our business. See "Risk Factors — *Compliance obligations imposed by new privacy laws, laws regulating social media platforms and online speech in the U.S., or industry practices may adversely affect our business*."

In the ordinary course of our business, we may process a significant volume of personal information and other regulated information from our users, employees and other third parties. Accordingly, we are, or may become, subject to numerous privacy and data protection obligations, including federal, state, local, and foreign laws, regulations, guidance, and industry standards related to privacy and data protection. Such obligations may include, without limitation, the Federal Trade Commission Act, the California Consumer Privacy Act of 2018 ("**CCPA**"), and the California Privacy Rights Act ("**CPRA**").

The Platform facilitates online payments, including subscription fees, and therefore we will be subject to a variety of laws governing online transactions, payment card transactions and the automatic renewal of online agreements. In the U.S., these matters are regulated by, among other things, the federal Restore Online Shoppers Confidence Act ("**ROSCA**") and various state laws.

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Item 1A. Risk Factors

Investing in our Class A common stock involves risk. You should carefully consider the risks described below as well as all the other information in this Annual Report on Form 10-K, including the consolidated financial statements and the related notes included in this report. The risks and uncertainties described below are not the only risks and uncertainties we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations. If any of the following risks actually occur, our business, results of operations and financial condition could suffer. In that event, the trading price of our common stock could decline, and you may lose all or part of your investment. The risks discussed below also include forward-looking statements, and our actual results may differ substantially from those discussed in these forward-looking statements.

Risk Factor Summary

Our business is subject to numerous risks and uncertainties, including those highlighted in this Item 1A, that represent challenges that we face in connection with the successful implementation of our strategy and the growth of our business. In particular, the following considerations, among others, may offset our competitive strengths or have a negative effect on our business strategy, which could cause a decline in the price of shares of our Class A Common Stock or Warrants and result in a loss of all or a portion of your investment:

- We may not continue to grow or maintain our base of consumer and business members or advertisers and may not be able to achieve or maintain profitability.
- Our recent and rapid growth in platform participants may not be sustainable or indicative of future performance.
- The market for the Platform and services may not be as large as we believe it to be, presently or in the future.
- We have limited experience with respect to determining optimal prices and pricing structure for our products and services, which may impact our financial results.
- Our business faces significant competition, and if we are unable to compete effectively, our business and operating results could be materially and adversely affected.
- The anticipated expansion of our operations, including in areas not part of our current operations, subjects us to additional risks that can adversely affect our operating results.
- Our business depends on hiring, developing and retaining highly skilled and dedicated employees, and any failure to do so, could have a material adverse effect on our business.
- Consumer tastes and preferences change over time and from time to time, as may public perception of us, which could be adversely affected by any negative publicity or reputational effects attributable to us or any of our affiliates or Outreach Program participants, which may impact our consumer and business members' desire to utilize the Platform and materially affect our business and operating results.
- If we cannot maintain our company culture as we grow, our success, business and competitive position may be harmed.
- Our success depends on establishing and maintaining a strong brand and active engagement by business and consumer members and advertisers on the Platform, and any failure to establish and maintain a strong brand and member base, or adverse change in advertisers' willingness to pay for advertising on the Platform, would adversely affect our future growth prospects.
- Our five core values may not always align with the interests of our business or our stockholders.
- Any failure by us to attract advertisers or any change in or loss of relationships with our existing advertisers or the amounts advertisers are able or willing to spend to advertise on the Platform could adversely affect our business and results of operations.

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- If member engagement by business or consumer members on the Platform fails to increase or declines, we may not be able to maintain or expand our advertising revenue and our business and operating results will be harmed.
- Changes to our existing platform and services could fail to attract engagement by consumer and business members with, or advertising spending on, the Platform, which could materially affect our ability to generate revenues.
- We may not be able to able to expand into or to compete successfully in one or more of the highly competitive business areas in which we anticipate expanding, including e-commerce and the B2B market, or recently expanded into, including the D2C market that we recently entered into with our launch of EveryLife in July 2023.
- We are subject to payments-related risks.
- Uncertain global macro-economic and political conditions could materially adversely affect our results of operations and financial condition.
- We may in the future make acquisitions, and such acquisitions could disrupt our operations, and may have an adverse effect on our operating results.
- We are or may be subject to numerous risks relating to the need to comply with data and information privacy laws.
- We are subject to cybersecurity risks and interruptions or failures in our information technology systems and as we grow, we will need to expend additional resources to enhance our protection from such risks.
- Management identified a material weakness in our internal control over financial reporting as of December 31, 2023. If we are unable to develop and maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results in a timely manner, which may adversely affect investor confidence in us and materially and adversely affect our business and operating results.
- If we fail to adequately protect our proprietary intellectual property ("**IP**") rights, our competitive position could be impaired and we may lose valuable assets, generate reduced revenue and incur costly litigation to protect our rights.
- Our business depends on continued and unimpeded access to our directory information and services on the internet, which in turn relies on third-party telecommunications and internet service providers.
- We may be unable to successfully grow our business if we fail to compete effectively with others to attract and retain our executive officers and other key management and technical personnel.
- The consumer finance and buy-now-pay-later ("BNPL") industry has become subject to increased regulatory scrutiny, and Credova's failure to manage Credova's business to comply with new regulations would materially and adversely affect Credova's business, results of operations and financial condition.
- Credova's results depend on prominent presentation, integration, and support of its platform by its merchants.
- Current and future government regulations may negatively impact the demand for Credova's merchants' products and Credova's operations and financial results.
- We may be exposed to risk if we cannot enhance, maintain, and adhere to our internal controls and procedures.
- Litigation or legal proceedings could expose us to significant liabilities and have a negative impact on our reputation or business.
- The consumer finance and BNPL industry is subject to various state and federal laws in the United States and federal law concerning consumer finance, and the costs to maintain compliance with such laws and regulations may be significant.
- Compliance obligations imposed by new privacy laws, laws regulating social media platforms and online speech in the U.S., or industry practices may adversely affect our business.
- We are a "controlled company" within the meaning of NYSE listing standards and comply with reduced corporate governance standards as a result.
- Natural disasters, including and not limited to unusual weather conditions, epidemic outbreaks, terrorist acts and political events could disrupt our business schedule.
- We may require substantial additional funding to finance our operations, but adequate additional financing may not be available when we need it, on acceptable terms or at all.

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Risks Related to Our Financial Performance and Operation Risks Related to Our Business

We have a very limited operating history, which makes it difficult to evaluate our business and prospects.

We have a very limited operating history, which makes it difficult to evaluate our business and prospects or forecast our future results. We are subject to the same risks and uncertainties frequently encountered by new companies in rapidly evolving markets. Our financial results in any given quarter can be influenced by numerous factors, many of which we are unable to predict or are outside of our control, including:

- market adoption of the Platform;
- our ability to maintain and grow the Platform offerings, traffic, and engagement;
- our ability to attract and retain consumers and business members and advertisers;
- the success of our Outreach Program;
- the amount of advertising we can attract to the Platform and the pricing of our advertising products;
- the diversification and growth of our revenue sources beyond current sources, including our ability to successfully launch new products and realize revenues from increased e-commerce functionality on the Platform, including through consumer transactions executed in the Platform, and through the sale of our own D2C branded products;
- our ability to grow and generate revenue from our B2B offerings once launched;
- the development and introduction of new products, or services by us or our competitors;
- increases in marketing, sales, and other operating expenses that we may incur to grow and expand our operations and to remain competitive, and increased expenses we have incurred and will continue to incur as a public company;
- legislation and regulation that forces us to change our content policies and practices (including those relating to our products, services and advertisements of our business members);
- our ability to maintain and increase operating margins;
- system failures or breaches of security or privacy;
- competition in the markets in which we operate, and our ability to successfully compete; and
- negative publicity we may encounter as we seek to grow our values-focused business.

To date, we have not generated significant revenues or achieved profitability, and may never generate significant revenues or become profitable.

We have incurred net losses since our inception, and we may not be able to achieve or maintain profitability in the future. We incurred net losses of $53.3 million and $7.0 million for the years ended December 31, 2023 and 2022. We generated revenue of $5.7 million and $0.5 million for the years ended December 31, 2023 and 2022. Our expenses will likely increase in the future as we develop and launch new offerings and platform features, expand in existing and new markets, increase our sales and marketing efforts and continue to invest in the Platform, as well as a result of our becoming a public company. Our efforts to grow our business may be more costly than we expect and may not result in increased revenue or growth in our business. We may be required to make significant capital investments and incur recurring or new costs, and our investments may not generate sufficient returns and our results of operations, financial condition and liquidity may be adversely affected. Any failure to increase our revenue sufficiently to keep pace with our investments and other expenses could prevent us from achieving or maintaining profitability or positive cash flow on a consistent basis or at all. If we are unable to successfully address these risks and challenges as we encounter them, our business, financial condition, results of operations and prospects could be adversely affected. If we are unable to generate adequate revenue growth and manage our expenses, we may continue to incur net losses in the future, which may be substantial, and we may never be able to achieve or maintain profitability. We also expect our costs and expenses to increase in future periods, which could negatively affect our future results of operations if our revenue does not increase. In particular, we intend to continue to expend significant funds to further develop the Platform. We will also face increased compliance costs associated with growth, the expansion of our business and consumer member base, and being a public company. Our efforts to grow our business may be more costly than we expect, or the rate of our growth in revenue may be slower than we expect, and we may not be able to increase our revenue enough to offset our increased operating expenses. We may incur significant losses in the future for a number of reasons, including the other risks described herein, and unforeseen expenses, difficulties, complications or delays, and other unknown events. If we are unable to achieve and sustain profitability, the value of our business may significantly decrease.

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We believe there is a significant market opportunity for our business, and we intend to invest aggressively to capitalize on this opportunity. These efforts may be more costly than we expect and may not result in increased revenue or growth in our business. Any failure to increase our revenue sufficiently to keep pace with our investments and other expenses could prevent us from achieving or maintaining profitability or positive cash flow. Furthermore, if our future growth and operating performance fail to meet investor or analyst expectations, or if we have future negative cash flow or losses resulting from our investment in acquiring platform consumers and businesses or expanding our operations, this could have a material adverse effect on our business, financial condition and results of operations. We cannot assure you that we will ever achieve or sustain profitability and may continue to incur significant losses going forward. Any failure by us to achieve or sustain profitability on a consistent basis could cause the value of our Class A Common Stock and Private Warrants to decline.

Inflationary pressures, particularly in the United States, could have a material adverse effect on our business, cash flows and results of operations. The U.S. economy is currently experiencing a bout of inflation, in part due to a collision of booming demand with constrained supply, forcing prices to rise. To combat inflation, the U.S. Federal Reserve as well as counterparts in other countries have made a series of aggressive interest rate hikes commencing in 2022 and extending into early 2023 in an attempt to cool global economies. Inflation did not have a significant impact on our results of operations for the years ended December 31, 2023 and 2022. We anticipate a material increase in cost of sales – services and cost of goods sold for at least the remainder of 2024, if not longer.

We may require substantial additional funding to finance our operations, but adequate additional financing may not be available when we need it, on acceptable terms or at all.

Since our inception, we have financed our operations and capital expenditures primarily through equity investments. In the future, we could be required to raise capital through public or private financing or other arrangements. Such financing may not be available on acceptable terms, or at all, and our failure to raise capital when needed could harm our business. In addition, inflation rates in the U.S. have been higher than in previous years, which may result in higher costs of capital and constrained credit and liquidity. The Federal Reserve has raised, and may again raise, interest rates in response to concerns over inflation risk. Increases in interest rates could impact our ability to access the capital markets. We may sell equity securities or debt securities in one or more operating businesses transactions at prices and in a manner as we may determine from time to time. If we sell any such securities in subsequent transactions, our current investors may be materially diluted. Any debt financing, if available, may involve restrictive covenants and could reduce our operational flexibility or assets with a fair market achieve profitability. If we cannot raise funds on acceptable terms, we may not be able to grow our business or respond to competitive pressures and consumer member demand.

We may need to raise additional funds, and we may not be able to obtain additional debt or equity financing on favorable terms, if at all. If we raise additional equity financing, our shareholders may experience significant dilution of their ownership interests and the per share value equal of our Class A Common Stock and Private Warrants could decline. Furthermore, if we engage in debt financing, the holders of debt would have priority over the holders of our equity holders, and we may be required to at least 80% accept terms that restrict our ability to incur additional indebtedness. We may also be required to take other actions that would otherwise be in the interests of the net assets held debt holders and force us to maintain specified liquidity or other ratios, any of which could harm our business, results of operations, and financial condition. If we need additional capital and cannot raise it on acceptable terms, we may not be able to, among other things:

- develop or enhance our products;
- to expand our sales and marketing and research and development organizations;
- acquire complementary technologies, products or businesses;
- expand operations in the United States or internationally;

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- hire, train, and retain employees; or
- respond to competitive pressures or unanticipated working capital requirements.

Our failure to have sufficient capital to do any of these things could harm our business, financial condition, and results of operations.

Our past successful fundraising efforts do not guarantee long term liquidity, and we may be unable to obtain additional financing to fund the operation and growth of our business.

We may require additional financing to fund the operations or growth of our business but cannot guarantee that any such fundraising efforts will be successful and our past fundraising success should not be viewed as predictive of our ability to raise funds in the future. The failure to secure additional financing could have a material adverse effect on the continued development or growth of our business.

Our growth rate may not be sustainable or indicative of future performance.

We have experienced significant member growth in the number of business and consumer members participating on the Platform since our inception as Private PSQ in 2021. Our month over month ("**MoM**") consumer member growth rate (as measured by the number of active consumer members as of the last day of each month) was 22% for the period from June 1, 2022 through December 31, 2023 and our MoM business growth rate (as measured by the number of business members that have joined the Platform as of the last day of each month) was 12% for the period from June 1, 2022, through December 31, 2023. Our growth has placed and is expected to continue to place significant demands on our management, financial, community, operational, technological and other resources. The growth and expansion of our business depends on a number of factors, including our ability to:

- increase awareness of our brand and successfully compete with other companies that compete against us;
- launch new lines of products, services and functionality, including the ability to conduct e-commerce transactions in the Platform and our ability to expand our D2C product offerings;
- continue to innovate and introduce new offerings on the Platform;
- maintain and improve our technology platform supporting our app-based platform;
- identify and maintain key supplier and manufacturer relationships to support our D2C brands;
- maintain quality control over our product offerings; and
- expand the number of consumer and business members and advertisers using the Platform.

The growth and expansion of our business, including launching new offerings, products, services and functionality such as e-commerce and D2C product sales, has and will continue to place significant demands on our management, technology and operations teams and require significant additional resources, financial and otherwise, to meet our needs, which may not be available in a cost-effective manner, or at all. We expect to expend substantial resources on:

- sales and marketing efforts to increase brand awareness, further engaging our existing and prospective consumer and business members, and driving use of the Platform and sales of products and services through the Platform and supporting our D2C initiatives;
- product innovation, development and/or acquisition, distribution, marketing and sales efforts;
- technology platform maintenance to support sales of our products; and
- general administration, including increased finance, legal, compliance and accounting expenses associated with being a public company.

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Our investments may not result in the growth of comparable businesses. If our Board is business. Even if these investments do result in the growth of our business, if we do not effectively manage our growth, we may not be able to independently determine successfully execute on our business plan, respond to competitive pressures, take advantage of market opportunities, satisfy the fair market value expectations of consumer or business members or maintain high-quality product offerings, any of which could adversely affect our business, financial condition, results of operations and prospects. You should not rely on our historical rate of growth as an indication of our future performance or the target business rate of growth we may experience going forward or businesses, we will obtain an opinion from an independent investment banking firm that is a member of the Financial Industry Regulatory Authority ("FINRA") or from an independent accounting firm with respect to the satisfaction of such criteria. any new products or services we may introduce.

In addition, to support continued growth, we must effectively integrate, develop and motivate existing and new employees while maintaining our corporate culture. We do not currently intend face significant competition for personnel. To attract top talent, we will need to purchase multiple businesses offer competitive compensation and benefits packages. We may also need to increase our employee compensation levels to remain competitive in unrelated industries attracting and retaining talented employees. In addition, we may face challenges in conjunction attracting employees whose values align with our initial business combination, although there is no assurance that will own. The risks associated with a rapidly growing workforce may be particularly acute as we expand further into areas, such as the case. Subject to this requirement, our management will have virtually unrestricted flexibility in identifying and selecting one or more prospective target businesses, although D2C market. Additionally, we will may not be permitted able to effectuate hire new employees quickly enough to meet our initial needs. If we fail to effectively manage our hiring needs or successfully integrate new hires, our efficiency, ability to meet forecasts and employee morale, productivity and retention could suffer, which could have an adverse effect on our business, combination with another blank check company or a similar company with nominal operations. financial condition, results of operations and prospects.

We will only complete an initial business combination in which we own or acquire 50% or more of the outstanding voting securities of the target or otherwise acquire a controlling interest in the target business sufficient for it not to also be required to register as an investment company under the Investment Company Act. manage numerous relationships with various businesses, suppliers and vendors, service providers, ambassadors and influencers participating in our Outreach Program and other third parties. Further growth of our operations, information technology systems or internal controls and procedures may not be adequate to support our operations. If we own or acquire less than 100% are unable to manage the growth of the equity interests or assets our organization effectively, our business, financial condition, results of a target business or businesses, the portion of such business or businesses that are owned or acquired by the post-transaction company is what will operations and prospects may be valued for purposes of the 80% of net assets test. There is no basis for investors to evaluate the possible merits or risks of any target business with which we may ultimately complete our initial business combination. materially adversely affected.

To ***We may not be successful in growing or maintaining the extent we effect our initial base of users and business combination with a company or business members that may be financially unstable or in its early stages of development or growth, we may be affected by numerous risks inherent in such company or business. Although our management will endeavor to evaluate use the risks inherent in a particular target business, we cannot assure you that we will properly ascertain or assess all significant risk factors. Platform.***

In evaluating order to grow, we must attract, retain and engage our consumer and business members and advertisers on the Platform and maintain an active consumer member base. Our active members may not grow, and may decline which, in turn, may affect our continued ability to attract businesses and advertisers to the Platform.

If current and potential consumer members of the Platform do not perceive their experience with the Platform to be useful, or consider the information, services and products that are offered through the Platform directory to be relevant to their personal taste and interests, we may not be able to attract new consumer members, retain existing consumer members, recover past consumer members or maintain or increase the frequency and duration of consumer members' engagement.

Our target demographic market is American consumers who desire to purchase products and services from businesses that share their patriotic, pro-American values. We also may not be able to penetrate our target demographic market in a prospective target business, meaningful manner to grow our number of members. When signing up for the Platform, businesses are required to confirm that they respect our five core values. The number of consumers or businesses who are willing to make such a confirmation may be less than we expect, potentially limiting the demand for the Platform. Further, a large portion of consumer or business members in the United States may not share our values. These factors may limit our ability to conduct further increase our member base and attract advertisers. If we are unable to increase the base of consumers and businesses actively using the Platform, or if our members and advertisers do not believe the Platform provides them with sufficient value and utility, our business would be materially and adversely affected.

There are many other factors that could negatively affect member and advertiser growth, retention and engagement, including if:

- new competitors enter the market with business models similar to ours;
- competitors mimic our products or product features or create more engaging platforms or products, causing members to utilize their products instead of, or more frequently than, our products;
- we do not provide a compelling member experience because of the decisions we make regarding our products or the type and frequency of products, services and advertisements that we display on the Platform;
- the content (including products, services and advertisements of our business members) is not relevant to consumer members' tastes or interests;
- search queries by consumer members do not yield relevant results;

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- third parties do not permit or continue to permit their content to be displayed on the Platform;
- consumer and business members have difficulty or are blocked from installing, updating or otherwise accessing the Platform on mobile devices or web browsers;
- our adherence to our five core values results in business decisions that are not in our best financial interests;
- there are changes in the amount of time consumer members spend across apps and platforms, including ours;
- consumer and business members use or spend more time on other platforms that they feel are more relevant or engaging;
- we are unable to provide engaging and relevant content on the Platform;
- technical or other problems frustrate the consumer and business member experience, particularly if those problems prevent us from delivering our services in a fast and reliable manner;
- we are unable to successfully educate consumer members on how to utilize new products and product features that we introduce, such as e-commerce shopping features;
- unscrupulous manufacturers and suppliers attempt to counterfeit, pirate, sell, and gray market our authentic D2C product offerings, which would cause us to incur expenses to combat these attacks and could materially and adversely impact our business and harm our reputation;
- consumer spending levels decrease due to increased inflationary pressures;
- platform participants behave in ways that negatively affect public perception of the Platform;
- changes in laws and regulations adversely affect our business;
- we are unable to address member and advertiser concerns regarding the content, privacy and security of the Platform;
- we are unable to combat spam, hostile, inappropriate, misleading, abusive or offensive content or usage of our products or services;
- consumer members adopt new technologies that block our products or services or where our products or services may be displaced in favor of other products or services, or may not be featured or otherwise available;
- our reputation, or public perception of us or persons associated with us;
- third-party initiatives that may enable greater use of the Platform, including consumer discounts or rewards, are discontinued;
- merchants exist on the Platform that do not provide consumer members with positive shopping experiences, for example, if products are not of the quality depicted on the platform or not readily available for purchase, are not priced competitively or for other reasons do are not in line with changing consumer preferences;
- there are macro level conditions that are beyond our control, such as national or regional economic or political conditions within the United States that affect our member base and that cause consumer members to spend less time on the Platform; or
- Any failure to increase or any decrease in member growth, retention or engagement would render the Platform less attractive to consumer and business members or advertisers, and would materially harm our business, revenue and financial results.

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The market for the Platform and services may not be as large as we believe it to be.

We believe the market for our values-aligned platform is substantial, but it is still relatively new, and it is uncertain to what extent or how widespread market acceptance of the Platform will be or how long such acceptance, if achieved, may be sustained. Our success will depend on the willingness of people to widely adopt the PSQ experience, values and the products and services that we offer through the Platform. If the public does not perceive our products and services sold through the Platform to be beneficial, or chooses not to adopt them as a thorough due diligence review result of concerns regarding privacy, accessibility, or for other reasons, including an unwillingness to confirm that they respect our five core values or as a result of negative incidents or experiences they encounter through the Platform, or instead opt to use alternatives to the Platform, then the market for the Platform may not continue to grow, may grow slower than we expect, or may not achieve the growth potential we expect, any of which will encompass, among other things, meetings with incumbent could materially adversely affect our business, financial condition, and results of operations.

Our business depends on hiring, developing and retaining highly skilled and dedicated employees, and any failure to do so, including turnover in our senior management and other key personnel, could have a material adverse effect on our business.

We strive to attract, motivate, and retain team members in the West Palm Beach, Florida market who share a dedication to our five core values and vision, but given the increasingly competitive market for talent, we may not be successful in doing so. Our hiring requirements and employees document reviews, inspection seeking work elsewhere could impair our ability to meet the demands of facilities, our customers and could harm our business especially due to a prolonged gap in skills in the marketplace. Other companies, including competitors, may be successful in recruiting and hiring team members away from us, and it may be difficult for us to find suitable replacements on a timely basis, on competitive terms or at all. In addition, we may experience employee turnover as a result of the ongoing “great resignation” occurring throughout the economy.

None of our employees are covered by a collective bargaining agreement. We consider our relations with our employees to be very positive. Our human capital resources objectives include, as applicable, identifying, recruiting, retaining, incentivizing and integrating our existing and prospective employees. The principal purposes of our incentive plans are to attract, retain and motivate select employees, executive officers and directors through the granting of share-based compensation awards and cash-based performance bonus awards. If these plans do not successfully incentivize our potential and current employees to join and stay with us, we may experience difficulties meeting the demands of our business and consumer members, which could harm our business and operating results.

If we cannot maintain our company culture as we grow, our success and our business and competitive position may be harmed.

We believe our culture has been a key contributor to our success to date and that the critical nature of the platform that we provide promotes a sense of greater purpose and fulfillment in our employees. Any failure to preserve our culture could negatively affect our ability to retain and recruit personnel, which is critical to our growth, and to our ability to effectively focus on and pursue our corporate objectives. As we grow and develop the infrastructure of a public company, we may find it difficult to maintain these important aspects of our culture. If we fail to maintain our company culture, our business and competitive position may be harmed.

Our success depends on establishing and maintaining a strong brand and base of business and consumer members of the Platform, and any failure to establish and maintain a strong brand or member base would adversely affect our future growth prospects.

Since our inception as private PSQ in 2021, we have developed what we believe is a strong brand and base of business and consumer members. Growing, maintaining, protecting and enhancing the “PSQ” brand is critical to expanding our base of business and consumer members and advertisers and increasing the frequency with which they use the Platform. We believe that sustaining a favorable reputation for our brand and platform will depend largely on our ability to maintain consumer trust in our solutions and in the quality and integrity of the directory content and other information found and products and services offered through the Platform. We believe that having our business members confirm that they respect our five core values helps ensure platform mutual trust in order to protect our brand and drive consumer and business satisfaction and retention. In addition to having our business members confirm our five core values, we verify and vet our business members for quality and values-alignment by researching the businesses through search engines to assess their public reputation and conducting diligence calls with the businesses. If we do not successfully continue to grow and maintain a strong brand, our business would be adversely affected.

In addition, we have received and expect to continue to receive a high degree of media coverage, including social media coverage, around the world. If such media coverage presents, or relies on, inaccurate, misleading, incomplete, or otherwise damaging information regarding us (or if public perception of us becomes less favorable for any other reason, including shifts in consumer tastes or preferences or other factors, many of which are outside of our control), such coverage could damage our reputation in the industry and with current and potential business and consumer members, employees, and investors, and our business, financial condition, results of operations, and growth prospects could be adversely affected.

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Negative publicity or media coverage about us or persons or businesses associated with us could adversely affect our reputation and our business, results of operations and future growth prospects.

We have in the past and may in the future receive a high degree of media coverage around the world. Negative publicity or other changes in public perceptions about our company, including our technology, values and ideologies, sales practices, personnel or customer service, or regarding any of our ambassadors and influencers in our Outreach Program or others who publicly support our business, could adversely affect the growth of our business, our reputation or demand for the Platform, and diminish confidence in and the use of products and services sold through the Platform. Such negative publicity also could have an adverse effect on the size, engagement, and loyalty of our business and consumer member base and advertisers and result in decreased revenue, all of which could adversely affect our business and financial results. In addition, any negative publicity could adversely affect the willingness of vendors, service providers and others to do business with us. Because of our industry and the growing use of social and digital media by consumers and third parties generally to disseminate and share information increases the speed and extent to which information, misinformation and opinions can be shared, negative publicity or other information affecting public perception of us, our brands or products on social or digital or other media could adversely affect, potentially swiftly and materially, our business, financial condition and results of operations.

Our success depends in part on the continued success of our Outreach Program which engages highly influential individuals to act as influencers and ambassadors to advocate for the Platform and our five core values. Any adverse publicity relating to our ambassadors and influencers, or the loss of their services, could adversely affect our success.

We partner with highly influential individuals to increase consumer awareness of the Platform and promote our five core values through our Outreach Program. Our success depends in part on the continued success of our Outreach Program, which engages influencers and ambassadors to promote the Platform. The reputation and popularity of the ambassadors and influencers participating in our Outreach Program has a significant impact on the success of the Outreach Program. Our Outreach Program may be negatively impacted by a number of factors, including the reputation and popularity of our ambassadors and influencers engaged in promoting us. Adverse publicity relating to an ambassador or influencer could adversely impact our revenues and results of operations as well as our ability to maintain or generate a review consumer base. Additionally, a decline in the number of ambassadors and influencers or in their popularity, could adversely impact our success. We believe that maintaining and enhancing our Outreach Program is important to our business, financial operational, legal, condition and results of operations. If we fail to maintain and enhance the Outreach Program, or if excessive expenses are incurred in an effort to do so, our business, financial condition and results of operations could be materially and adversely affected.

The failure of our ambassadors, influencers or members of our senior management or Board to protect their reputation could have a material adverse effect on our business, reputation and image. Additionally, if any of our ambassadors, influencers or members of our senior management or Board develop a reputation that is misaligned with our five core values, it could have a material adverse effect on our business reputation and image.

The failure of our ambassadors, influencers or members of our senior management or Board to protect their reputation could have a material adverse effect on our business, reputation and image. Our success is partially dependent on the reputations of these individuals. The reputations of any of our ambassadors', influencers' or members of our senior management or Board may be harmed due to factors outside our control, including activities in which these individuals might engage in their personal capacities or on behalf of other information endeavors in which will they may be made available to involved with, which could negatively impact our image and have a material adverse effect on our business.

Additionally, if any of our ambassadors, influencers or members of our senior management or Board develops a reputation that is misaligned with our five core values, it could have a material adverse effect on our business reputation and image. If any of these individuals express views that are incongruent with our five core values, it could have a material adverse effect on our business, including adversely affecting our relationships with our business partners or deterring others from doing business with us.

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To the extent that our ambassadors, influencers or members of our senior management or Board cease to be appealing to consumer members, business members or advertisers or to our other business partners, or their reputation is adversely affected, the value of the brands they promote, and the sales of the related products produced by the promoted brands on the Platform, could be adversely affected and that adverse effect could be material. Damage to the reputations of our ambassadors, influencers or members of our senior management or Board could have a material adverse effect on our results of operations, financial condition and cash flows, as well as require additional resources to maintain or rebuild our reputation.

We cannot currently ascertain have offered and intend to continue to offer incentives, including economic incentives, to influencers and ambassadors in our Outreach Program to join and promote the Platform, and these arrangements have involved and are expected to continue to involve fixed payment obligations or the issuances of equity that are not contingent on actual revenue or performance metrics generated by the applicable influencer, which may adversely impact our financial performance, results of operations and liquidity.

Our consumer and business member base and member engagement and advertiser growth are directly driven by the information and services available on the Platform. As part of our Outreach Program, we have partnered with a number of influential individuals to promote the Platform as influencers and ambassadors, which has enabled our significant platform growth. Our goal is to attract even more influencers and ambassadors to the Platform, further accelerating the Platform's growth, and we have offered incentives, including economic incentives, to influencers and ambassadors to join our Outreach Program. These incentives have or may include cash incentives and equity grants. To the extent our revenue and/or member growth assumptions associated with any degree influencer or ambassador do not meet our expectations or realize our expected return on investment, our financial performance, results of certainty operations and liquidity may be negatively impacted. In addition, to the extent any influencers, ambassadors, members of our management team, members of our Board, or others who are associated with or promote our business are the subject of negative publicity, such negative publicity or any relationship we have with any such person may adversely affect our business.

Certain content or communications by consumer or business members participating on the Platform could deter current or potential consumer and business members from using the Platform and adversely affect relationships with our business partners, and we may face negative publicity, litigation or other legal actions or other potential harm or liability as a result of that content, regardless of whether such content violated any law.

Consumer and business members participating on the Platform may make controversial communications as part of their business communications, whether on the Platform or in other settings. Any such content may result in negative publicity, regardless of whether such content violated any law. In addition, any such content, even if not generated by us, may expose us to the risk of litigation or other formal legal action or liability. We may be sued or face regulatory liability for claims relating to communications or information that is made available on the Platform, including, but not limited to, claims of defamation, disparagement, intellectual property infringement, or other alleged damages could be asserted against us. Additionally, such content could harm our efforts to attract and retain other consumer and business members and advertisers or result in other harm to our business.

Further, we must continually manage and monitor the Platform and detect violations of our terms of service. If a significant amount of time conduct that violates our terms of service was not detected and associated costs required remediated by us in a timely manner, or if a significant amount of information was perceived by members or the media to select and evaluate a target violate our terms of service, whether or not such perceptions were accurate, our brand, business and reputation could be harmed. This risk increases as the Platform continues to structure grow. In the event our members do not agree with our policies and complete procedures or their implementation, such members could decrease their usage of the Platform (or cease using us entirely), which could have a material adverse effect on our initial business combination. Any costs incurred or our results of operations for any period. Additionally, there is a risk that members will make communications that may be viewed as representing certain political viewpoints, leading to public perceptions that we endorse those viewpoints, regardless of whether or not such perceptions are accurate. There can be no guarantee that current or future negative publicity, complaints, allegations, political controversies, investigations or legal proceedings with respect to the identification Platform, even if baseless, will not generate adverse publicity that could damage our reputation. Any damage to our reputation could harm our ability to attract and evaluation retain business and consumer members.

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Our five core values may not always align with the interests of a prospective target our business with which or our initial business combination is not ultimately completed will result in us incurring losses, which will reduce the funds we can use to attempt to complete another business combination. stockholders.

We consider our five core values as a guide to the decisions we make, which we believe are essential to our success in increasing our business and consumer member and advertiser growth rate and engagement and in serving the best, long-term interests of both us and our stockholders. In the past, we have forgone, and may in the future forgo, certain expansion or revenue opportunities that we do not believe are aligned with our five core values, even if our decision may negatively impact our operating results. Decisions that we make based on our five core values that do not align with our business objectives or contribute to the economic value of shares of our capital stock to our stockholders may not result in the benefits that we expect, in which case our member engagement, business, operating results, and financial condition could be harmed.

We have a dual class multiple voting stock structure. Our Class A Common Stock, with one vote per share, is held by all of our stockholders other than our Founder who holds shares of our Class C Common Stock, which provides our Founder with voting control with respect to all matters to be voted upon by our stockholders (except for certain matters which require a supermajority vote or the approval of both the Class A Common Stock and Class C Common Stock voting as separate classes, with respect to which the holders of the Class C Common Stock will have until June 11, 2023 sufficient voting power to complete prevent, but not on their own approve), so long as our Founder continues to hold shares of Class C Common Stock with the rights and preferences set forth in our Charter. Accordingly, our Founder exercises significant additional control over the direction of our business and the decisions we make as a result of his ownership of Class C Common Stock, and our Founder has significant influence over how we apply our five core values and any changes that that we may make to our core values in the future.

Any failure by us to attract advertisers or any change in or loss of relationships with our existing advertisers could adversely affect our business combination (the "Completion Window" and results of operations.

For the years ended December 31, 2023 and 2022, more than half of our revenue was generated by the sale of advertising products. Our ability to grow our business depends on our ability to maintain and expand our advertiser base. To do so, we must demonstrate to prospective advertisers of the benefits of our products, including those who may not be familiar with the Platform or "Combination Period") (or until September 11, 2023 if the products and services offered by us or by business members participating on the Platform. In addition, we may incur costs to attract advertisers and these costs could be significant. We must also convince existing and prospective advertisers that our advertising products work to their benefit and achieve their desired return on investment. The universe of advertisers willing to advertise on the Platform may be more limited than may be the case for other platforms and marketplaces, as advertisers on the Platform are required to confirm that they respect our core values.

Our advertisers do not typically enter into long-term obligations to advertise on the Platform. In addition, we rely heavily on advertising spend by small and medium-sized local business members, which can have executed high failure rates and often have limited advertising budgets. As a letter result, we may experience attrition in our advertisers in the ordinary course of intent, agreement business resulting from several factors, including losses to competitors, lower priced competitors, perceptions that our advertising solutions are unnecessary or ineffective, declining advertising budgets, closures and bankruptcies. We must continually add new advertisers both to replace advertisers who choose not to renew their advertising or who go out of business, or otherwise fail to fulfill their advertising contracts with us, and to grow our business. Our advertisers' decisions to renew will depend on a number of factors, including the degree of satisfaction with the return on their advertising investment in principle or definitive agreement for an initial business combination prior us and their ability to June 11, 2023). continue their operations and spending levels. If we are unable to complete attract new advertisers or if existing advertisers do not renew with us or if we experience significant advertiser attrition, our business, financial condition and results of operations would be harmed.

Additionally, most advertisers rely on tools that measure the effectiveness of their advertising campaigns in order to allocate their advertising spend among various formats and platforms. If we are unable to accurately measure the effectiveness of advertising on the Platform, or if we are unable to convince advertisers that the Platform should be part of their larger advertising budget, our ability to increase the demand and pricing of our advertising tools and maintain or scale our revenue may be limited or decline. Our ability to develop and offer products that accurately measure the effectiveness of an advertising campaign on the Platform is critical to our ability to attract new advertisers and retain, and increase spend from, our existing advertisers.

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In addition, web and mobile browser developers, such as Apple, Microsoft or Google, have implemented and may continue to implement changes, including requiring additional user permissions, in their browser or device operating system that impair our ability to measure and improve the effectiveness of advertising on the Platform. Such changes include limiting the use of first-party and third-party cookies and related tracking technologies, such as mobile advertising identifiers, and other changes that limit our ability to collect information that allows us to attribute members' actions on advertisers' websites to the effectiveness of advertising campaigns run on the Platform. For example, Apple launched its Intelligent Tracking Prevention ("**ITP**") feature in its Safari browser. ITP blocks some or all third-party cookies by default on mobile and desktop and ITP has become increasingly restrictive over time. Apple's related Privacy-Preserving Ad Click attribution, intended to preserve some of the functionality lost with ITP, would limit cross-site and cross-device attribution, prevent measurement outside a narrowly-defined attribution window, and prevent advertisement re-targeting and optimization. Further, Apple introduced an App Tracking Transparency framework that limits the ability of mobile applications to request an iOS device's advertising identifier and may also affect our ability to track business combination and consumer members' actions off the Platform and connect user interactions with on-platform advertising. Similarly, Google recently announced that it plans to stop supporting third-party cookies in its Google Chrome browser. These web and mobile browser developers have also implemented and may continue to implement changes and restrictions in browser or device functionality that limit our ability to communicate with or understand the identity of our business and consumer members.

These restrictions and changes make it more difficult for us to provide the most relevant advertisements to our consumer members, as well as decrease our ability to measure the effectiveness of, re-target or optimize advertising on the Platform. Developers may release additional technology that further inhibits our ability to collect data that allows us to measure the effectiveness of advertising on the Platform. Any other restriction, whether by law, regulation, policy (including third-party policies) or otherwise, on our ability to collect and share data which our advertisers find useful or that further reduces our ability to measure the effectiveness of advertising on the Platform would impede our ability to attract, grow and retain advertisers. Advertisers and other third parties who provide data that helps us deliver personalized, relevant advertising may restrict or stop sharing this data and it therefore may not be possible for us to collect this data within the Combination Period, Platform or from another source.

We rely heavily on our ability to collect data and metrics to help new and existing advertisers understand the performance of advertising campaigns. If advertisers do not perceive our metrics to be accurate representations of our business and consumer members and user engagement, or there are inaccuracies in our metrics, advertisers may decrease or eliminate allocations of their budgets or resources to the Platform, which could harm our business, operating results, and financial condition.

If engagement by business members or users on the Platform fails to increase or declines, our revenue, business and operating results will be harmed.

The number of businesses and users that use the Platform and their level of engagement on the platform are critical to our success. We must continue to engage and retain existing business and consumer members on the Platform, as well as attract, engage and retain new business and consumer members. The number of business and users on the Platform may not continue to grow at the current growth rate in platform participation that we have experienced since inception, if at all, and it may even decline.

If current and potential business members and users do not perceive their experience with the Platform to be useful, the content generated on the platform to be valuable or relevant or the connections with businesses and users that may result from platform engagement to be worthwhile, we may not be able to attract new business members and users, retain existing business members and users or maintain or increase the frequency and duration of their engagement on the Platform. In addition, if our existing business members and users decrease the frequency or duration of their engagement or the growth rate or our business members and users base slows or reverses, we may be required to incur significantly higher marketing expenses than we currently anticipate in order to acquire new business members and users or retain current business and consumer members.

There are many factors that could negatively impact our ability to grow, retain and engage current and prospective businesses and consumer members, including, but not limited to:

- users failing to migrate their engagement from or increasing their engagement with competitors' platforms, products or services instead of, or more frequently than, the Platform;
- changes in the amount of time users spend across all applications and platforms, including the Platform;
- our failure to introduce platform enhancements that business members and users find engaging, or our introduction of new features, terms, policies or procedures, or making changes to the Platform, that are not favorably received by current or prospective business and consumer members;
- decline in the quality or competitiveness of the businesses or products offered on the Platform;

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- technical or other problems frustrating the user experience, such as problems that prevent us from delivering our services in a fast and reliable manner;
- business members and users having difficulty installing, updating or otherwise accessing the Platform on mobile devices or through the app or web browsers;
- user behavior on the Platform changing;
- decreases in user or business member sentiment due to questions about the quality or usefulness of the Platform, concerns about the nature of businesses, products and services or advertising content made available on the platform, concerns related to privacy, safety, security, well-being or other factors;
- users become less able or willing to spend money on values-aligned products and services offered through the Platform;
- changes mandated by legislation, government and regulatory authorities, or litigation that adversely impacts the Platform or consumer members;
- changes to how we promote different features on the Platform;
- public perception of us, the Platform or our members becomes less favorable or unfavorable due to actions by platform participants, changes in tastes and interests or other reasons;
- initiatives designed to attract and retain members and engagement are unsuccessful or discontinued, whether as a result of actions by us, third parties, or otherwise;
- if we, or other partners and companies or individuals with whom we have commercial or other relationships, or other participants in the industry, are the subject of adverse media reports or other negative publicity; or
- if we are unable to preserve and enhance our brand and reputation as a trusted values-aligned platform.

Any decrease in member growth, retention or engagement could render our service less attractive to consumer or business members and advertisers, and could harm our business, operating results, and financial condition. In addition, business member affirmation of and adherence to our five core values is a critical feature of the Platform because we believe it demonstrates that the business members on the platform are actually values-aligned with us and our consumer members. If business members on the Platform are not correctly or accurately verified, or if our verification processes prove to be ineffective, it could result in distortion of perceived growth metrics or adverse member experiences. If we were to change our affirmation and adherence methods, that may adversely impact our ability to add new members or retain existing members and advertisers.

If we fail to generate and maintain a sufficiently high quality directory of business members on the Platform, we may be unable to provide users with the information they are looking for, which could negatively impact our traffic and revenue.

Our success depends on our ability to provide consumer members with the information they seek, which in turn depends on the quantity and quality of the business member directory information provided by us on the Platform. In addition, we may not be able to provide consumer members the information they seek if the information on the Platform is not up-to-date. If the Platform does not provide useful or current information about local business members, our brand and our business could be harmed.

If we are unable to provide consumer members with the information they seek, or if they can find equivalent or better content on other platforms, they may stop or reduce their use of the Platform, and traffic to our website and on our mobile app may decline. If our member traffic declines, our advertisers may also stop or reduce the amount of advertising on the Platform and our business could be further harmed.

We are subject to payments-related risks.

We accept payments using a variety of methods, including credit and debit cards. As we offer new payment options to our business and consumer members, we may be subject to additional regulations, compliance requirements, and fraud. For certain payment methods, including credit and debit cards, we pay interchange and other fees, which may increase over time and raise our operating costs and lower profitability.

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We rely on third-party payment processors to process payments, refunds, and reimbursements made generally to us by business members subscribing to the Platform and consumer members using the Platform. Under our commercial agreements with these third-party payment processors, they may terminate the relationships with us. If one of these third parties terminates its relationship with us or refuses to renew its agreement with us on commercially reasonable terms, we could incur substantial delays and expense in finding and integrating an alternative payment service provider to process payments from business members, and the quality and reliability of any such alternative payment service provider may not be comparable. Further, the software and services provided by these third parties may not meet our expectations, may contain errors or vulnerabilities, and could be compromised or experience outages. Additionally, payment processing software is complex and involves automated processes implemented by us and third parties that we engage that can be misinterpreted or susceptible to errors. These risks have caused us, and may in the future cause us, to lose our ability to accept and account for online payments or other payment transactions, which could disrupt our business for an extended period of time, make the Platform less convenient and attractive to members, expose business members information to unauthorized disclosures and abuse, and adversely affect our ability to attract and retain business members, or materially adversely affect our business, financial condition, ability to forecast accurately, and results of operations.

If we are unable to maintain our chargeback or refund rates at levels that credit and debit card issuers and payment processors deem acceptable, these entities may increase fees for chargeback transactions or for many or all categories of transactions, may increase the rates of declining transactions, or they may terminate their relationship with us. Any increases in fees could adversely affect our operating results, particularly if we elect not to raise the prices for transactions on the Platform to offset the increase. The termination of our ability to process payments on any major credit or debit card or through certain online payment service providers or payment processors could significantly impair our ability to operate our business.

We may also be subject to or voluntarily comply with a number of other laws and regulations relating to money laundering, money transmission, international money transfers, privacy and information security, and electronic fund transfers. If we are found to be in violation of such applicable laws or regulations, we could be subject to civil and criminal penalties or forced to cease our payments processing services or otherwise make changes to our business practices.

Uncertain global macro-economic and political conditions could materially and adversely affect our results of operations and financial condition.

Our results of operations could be materially affected by economic and political conditions in the United States and internationally, including inflation, deflation, interest rates, availability of capital, war, terrorism, aging infrastructure, pandemics, energy and commodity prices, trade laws, election cycles and the effects of governmental initiatives to manage economic conditions. Current or potential business and consumer members may delay or decrease spending on our products and services sold through the Platform as their business and/or budgets are impacted by economic conditions. The inability of current and potential business and consumer members to pay us for products and services sold through the Platform may adversely affect our earnings and cash flows.

If we fail to maintain adequate operational and financial resources, we may be unable to execute our business plan or maintain high levels of service and member satisfaction.

We have experienced, and expect to continue to experience, rapid growth, which has placed, and may continue to place, significant demands on our management and our operational and financial resources. Our organizational structure may become more complex as we scale our operational, financial, compliance and management controls, as well as our reporting systems and procedures, and expand internationally. As we continue to grow, we will (i) cease face challenges of integrating, developing, training, and motivating a growing employee base and navigating a complex regulatory landscape. If we fail to successfully manage our anticipated growth and change, the quality of our products and services sold through the Platform may suffer, which could negatively affect our brand and reputation and harm our ability to attract and retain consumer and, business members and advertisers on the Platform.

To manage growth in our operations and personnel, we will need to continue to grow and improve our operational, financial, and management controls and our reporting systems and procedures. We will require significant capital expenditures and the allocation of valuable management resources to grow and change in these areas. Our expansion has placed, and our expected future growth will continue to place, a significant drain on our management, consumer and business member experience, research and development, sales and marketing, administrative, financial, and other resources.

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We anticipate that significant additional investments will be required to scale our operations and increase productivity, to address the needs of consumer and business members and advertisers or members of the Platform, to further develop and enhance products and services sold through the Platform, and to expand into new areas and to scale with our overall growth. If additional investments are required due to significant growth, this will increase our costs, which may adversely affect our ability to become or remain profitable.

We may not be able to scale our systems, technology, or network infrastructure to ensure that the Platform is accessible.

It is important to our success that the Platform members be able to access the Platform at all operations except for the purpose of winding up, (ii) as promptly as reasonably possible, but not more than ten business days thereafter, redeem the Public Shares at a per share price payable in cash equal to the aggregate amount then on deposit times. We have previously experienced, and may experience in the Trust Account, future, service disruptions, outages and other performance problems due to a variety of factors, including interest earned on the funds held in the Trust Account (net of $100,000 of interest infrastructure changes, human or software errors, capacity constraints due to pay dissolution expenses, and any amounts used to fund working capital requirements, subject to an annual limit of $1,000,000, and/or to pay our taxes ("Permitted Withdrawals")), divided by the number of then-outstanding Public Shares, members accessing the Platform simultaneously, and denial of service or fraud or security attacks. For example, we experienced two related outages in late May 2023 as a result of exceptionally high demand and traffic on our app, and the Platform was unavailable to business and consumer members for less than 24 hours. We took immediate remediation steps to ensure swift restoration of our app. In some instances, we may not be able to identify the cause or causes of these performance problems within an acceptable period of time. It may become increasingly difficult to maintain and improve the availability of the Platform, especially during peak usage times and as our solutions become more complex and our member traffic increases. If the Platform is unavailable when members attempt to access it or it does not load as quickly as they expect, members may seek other services to obtain the information for which redemption will completely extinguish they are looking and may not return to the Platform as often in the future, or at all. This would negatively impact our ability to attract members and advertisers and increase the frequency with which they use our website and mobile app. We expect to continue to make significant investments to maintain and improve the availability of the Platform and to enable rapid releases of new features and products. To the extent that we do not effectively address capacity constraints, upgrade our systems as needed and continually develop our technology and network architecture to accommodate actual and anticipated changes in technology, our business and operating results may be harmed.

Our disaster recovery program contemplates transitioning the Platform and data to a backup center in the event of a catastrophe. The Platform runs within a hybrid cloud service provider inside a virtual private cloud. It utilizes many managed services, as well as a mixture of elastic compute cloud. We currently use multiple availability zones within that region for fault tolerance, redundancy and high availability. We have not yet tested the procedure in full, and the transition procedure may take several days or more to complete. During this time, the Platform may be unavailable in whole or in part to our members.

We currently rely upon third-party providers of cloud-based infrastructure to host our products. Any disruption in the operations of these third-party providers, limitations on capacity or interference with our use could adversely affect our business, financial condition and results of operations.

We outsource substantially all of the infrastructure relating to our cloud-accessible products to third-party hosting services. Our cloud-based products depend on protecting the virtual cloud infrastructure hosted by third-party hosting services by maintaining its configuration, architecture, features and interconnection specifications, as well as the information stored in these virtual data centers, which is transmitted by third-party internet service providers. Any limitation on the capacity of our third-party hosting services could impede our ability to onboard new consumers and business members or expand the usage of our existing business and consumer members, which could adversely affect our business, financial condition and results of operations. In addition, any incident affecting our third-party hosting services' infrastructure may be caused by human error, intentional bad acts, cybersecurity incidents, earthquakes, hurricanes, floods, fires, war, terrorist attacks, power losses, hardware failures, systems failures, telecommunications failures and similar events. A prolonged service disruption affecting our cloud-based solution for any of the foregoing reasons would negatively impact our ability to serve our business and consumer members and could damage our reputation with current and potential business and consumer members, expose us to liability, cause us to lose business and consumer members or otherwise harm our business. We may also incur significant costs for using alternative equipment or taking other actions in preparation for, or in reaction to, events that damage the third-party hosting services we use.

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In the event that our service agreements with our third-party hosting services are terminated, or there is a lapse of service, elimination of services or features that we utilize, interruption of internet service provider connectivity or damage to such facilities, we could experience interruptions in access to the Platform as well as significant delays and additional expense in arranging or creating new facilities and services and/or re-architecting our cloud solution for deployment on a different cloud infrastructure service provider, which could adversely affect our business, financial condition and results of operations.

We rely on various information technology systems, including our licensed Sage-Intacct enterprise resource planning ("**ERP**") system to manage our operations, which subjects us to inherent costs and risks associated with maintaining, upgrading, replacing and changing systems, including impairment of our information technology, potential disruption of our internal control systems, substantial capital expenditures, demands on management time, adequate training and other risks of delays or difficulties in upgrading, transitioning to new systems or of integrating adjoining systems to our current systems. Such changes or disruptions can have a material adverse impact in delivering financial information on a timely basis to the SEC and the public stockholders' rights markets.

Our business depends on continued and unimpeded access to our directory information and services on the internet, which in turn relies on third-party telecommunications and internet service providers ("ISPs"). If we or those who engage with our content experience disruptions in such internet service for any reason, such as stockholders (including the right failure of ISPs to receive further liquidating distributions, provide reliable services, or if any) ISPs are able to block, degrade or charge for access to our content and services, we could incur additional expenses and the loss of traffic and advertisers.

Products and services sold through the Platform depend on the ability of members to access the Platform and the services available on the Platform via the internet. Currently, we rely on services from third-party telecommunications providers in order to provide services to our business members and their customers. In addition, we depend on ISPs to provide uninterrupted and error-free service through their networks. We exercise little control over these third-party providers, which increases our vulnerability to problems with the services they provide. Furthermore, telecommunications and ISPs have significant market power in the broadband and internet access marketplace, including incumbent telephone companies, cable companies, mobile communications companies and government-owned service providers.

Moreover, when internet problems occur, it may be difficult to identify the source of the problem and confirm whether it is due to the acts and omissions of our service providers or another cause. Service disruption or outages, whether caused by our service, the products or services of our third-party service providers, or our business members or their customers' equipment and systems, may result in loss of market acceptance of the Platform and any necessary repairs or other remedial actions may force us to incur significant costs and expenses.

Additionally, laws or regulations that adversely affect the growth, popularity or use of the internet, including changes to laws or regulations impacting internet neutrality, could decrease the demand for our products or offerings, increase our operating costs, require us to alter the manner in which we conduct our business and/or otherwise adversely affect our business. We could experience discriminatory or anti-competitive practices that could impede our growth, cause us to incur additional expense or otherwise negatively affect our business. For example, paid prioritization could enable ISPs to impose higher fees and otherwise adversely impact our business. Internationally, government regulation concerning the internet, and in particular, network neutrality, may be developing or may not exist at all. Within such an environment, without network neutrality regulations, we could experience discriminatory or anti-competitive practices that could impede both our and our business members domestic and international growth, increase our costs or adversely affect our business.

Engagement by consumer and business members on the Platform, and our ability to monetize the Platform depend upon effective operation within and compatibility with operating systems, networks, devices, web browsers and standards, including mobile operating systems, networks, and standards that we do not control.

We make our content available across a variety of operating systems and through websites. We are dependent on the compatibility of our content with popular devices, desktop and mobile operating systems, and web browsers that we do not control, such as Android, and iOS. Any changes in such systems, devices or web browsers that degrade the functionality of our content or give preferential treatment to competitive content could adversely affect usage of our content.

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A significant portion of our traffic accesses our content and services through mobile devices and, as a result, our ability to grow traffic, engagement and advertising revenue is increasingly dependent on our ability to generate revenue from content viewed and engaged with on mobile devices. A key element of our strategy is focusing on mobile applications ("**apps**"), and (iii) as promptly as reasonably possible following such redemption, subject we expect to continue to devote significant resources to the approval creation and support of developing new and innovative mobile products, services and apps. We are dependent on the interoperability of our remaining stockholders content and our apps with popular mobile operating systems, streaming tools, networks and standards that we do not control, such as the Android and iOS operating systems. We may not be successful in maintaining or developing relationships with key participants in the mobile industry or in developing content that operates effectively with these technologies, systems, tools, networks, or standards. Any changes in such systems, or changes in our relationships with mobile operating system partners, or mobile carriers, or in their terms of service or policies that reduce or eliminate our ability to distribute and monetize our content, impair access to our content by blocking access through mobile devices, make it hard to readily discover, install, update or access our content and apps on mobile devices, limit the effectiveness of advertisements, give preferential treatment to competitive, or their own, content or apps, limit our ability to measure the effectiveness of branded content, or charge fees related to the distribution of our content or apps could adversely affect the consumption and monetization of our content on mobile devices. Additionally, if the number of platforms for which we develop our product expands, it will result in an increase in our operating expenses. In the event that it is more difficult to access our content or use our apps and services, particularly on mobile devices, or if our members choose not to access our content or use our apps on their mobile devices or choose to use mobile products that do not offer access to our content or our apps, or if the preferences of our traffic require us to increase the number of platforms on which our product is made available to our traffic, our traffic growth, engagement, advertising targeting and monetization could be harmed and our business and operating results could be adversely affected.

Real or perceived errors, failures or bugs in the Platform or our products could materially and adversely affect our operating results and growth prospects.

The software underlying the Platform and products is highly technical and complex. Our software has previously contained, and may now or in the future contain, undetected errors, bugs or vulnerabilities. In addition, errors, failures and bugs may be contained in open source software utilized in building and operating our products or may result from errors in the deployment or configuration of open source software. Some errors in our software may only be discovered after the software has been deployed or may never be generally known. Any errors, bugs or vulnerabilities discovered in our software after it has been deployed, or never generally discovered, could result in interruptions in platform availability, product malfunctioning or data breaches, and thereby result in damage to our reputation, adverse effects upon members, loss of consumer and business members and relationships with third parties, including social media networks, loss of revenue or liability for damages. In some instances, we may not be able to identify the cause or causes of these problems or risks within an acceptable period of time.

The loss of Michael Seifert, Our Founder, Chief Executive Officer and Chairman of the Board, or other key personnel, or failure to attract and retain other highly qualified personnel, could harm our business.

Our future success depends in large part on the continued services of senior management and other key personnel. In particular, we are dependent on the services of Michael Seifert, our Founder, Chief Executive Officer and Chairman of the Board, who is critical to the future vision and strategic direction of our business. We rely on our leadership team and key employees in the areas of engineering, sales and product development, design, marketing, operations, strategy, security, financial, legal and general and administrative functions. Our senior management and other key personnel are all employed on an at-will basis, which means that their employment could be terminated by us at any time, for any reason, and without notice. Conversely, employees may voluntarily terminate their employment at any time, for any reason, and without notice, and the Board, dissolve and liquidate, subject in each case risk of forfeiting equity incentives and/or losing other employee benefits might not be sufficient incentive for them to remain employed with us. We currently maintain key-person life insurance policies on all of our obligations under Delaware law to provide for claims officers. If we lose the services of creditors and the requirements of our senior management or other applicable laws. There will be no redemption rights key personnel, or liquidating distributions with respect to our warrants, which will expire worthless if we fail are unable to complete a attract, train, assimilate, and retain the highly skilled personnel that we need, our business, combination within the Combination Period. operating results, and financial condition could be adversely affected.

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Our future success depends on our continuing ability to attract, train, assimilate, and retain highly skilled personnel, including software engineers and sales personnel. We face intense competition for qualified individuals from numerous software and other technology companies. We may not be able to retain our current key employees or attract, train, assimilate, or retain other highly skilled personnel in the future. We may incur significant costs to attract and retain highly skilled personnel, and we may lose new employees to our competitors or other technology companies before we realize the benefit of our investment in recruiting and training them. As we move into new geographies, we will need to attract and recruit skilled personnel in those areas. If we are unable to attract and retain suitably qualified individuals who are capable of meeting our growing technical, operational, and managerial requirements, on a timely basis or at all, our business, operating results, and financial condition may be adversely affected.

Changes in tax rates, changes in tax treatment of companies engaged in e-commerce, or the adoption of new tax legislation may adversely impact our financial results.

Due to shifting economic and political conditions in both the United States or elsewhere, tax policies, laws, or rates may be subject to significant changes in ways that impair our financial results. Various jurisdictions have enacted or are considering digital services taxes, which could lead to inconsistent and potentially overlapping tax regimes. In the United States, the rules dealing with federal, state and local income taxation are constantly under review by persons involved in the legislative process and by the Internal Revenue Service and the United States Treasury Department. Changes to tax laws (which changes may have retroactive application) could adversely affect us. In recent years, many such changes have been made and changes are likely to continue to occur in the future. It cannot be predicted whether, when, in what form, or with what effective dates, new tax laws may be enacted, or regulations and rulings may be promulgated or issued under existing or new tax laws, which could result in an increase in our tax liability or require changes in the manner in which we operates in order to minimize or mitigate any adverse effects of changes in tax law or in the interpretation thereof.

Our ability to use our net operating loss carryforwards to offset future taxable income may be subject to certain limitations.

As of December 31, 2023 and 2022, we had federal net operating loss ("**NOL**") carryforwards of approximately $26.1 million and $3.1 million, respectively, which may be available to offset future federal income tax liabilities. The deductibility of such U.S. federal NOLs each year is limited to 80% of our taxable income for such year. In addition, under Section 382 of the Internal Revenue Code of 1986, as amended, the amount of benefits from our NOL carryforwards may be impaired or limited if we incur a cumulative ownership change of more than 50% over a three-year period. We have not conducted a study to determine if any such changes have occurred that could limit our ability to use our NOL carryforwards. We may have experienced ownership changes in the past and the Business Combination is expected to result in an ownership change. As a result, our use of our U.S. federal NOL carryforwards will likely be limited. Any such disallowance may result in greater tax liabilities than we would incur in the absence of such a limitation and any increased liabilities could adversely affect our business, results of operations, financial position and cash flows.

We hold a portion of our cash and cash equivalents that we use to meet our working capital needs in deposit accounts that could be adversely affected if the financial institutions holding such funds fail.

Although we generally seek to diversify our cash and cash equivalents across several financial institutions in an attempt to minimize exposure to any one of these entities, we currently hold, and in the future, may hold, a portion of our cash and cash equivalents that we use to meet our working capital needs in deposit accounts at financial institutions. The balance held in these accounts may exceed the Federal Deposit Insurance Corporation ("**FDIC**") standard deposit insurance limit of $250,000. If a financial institution in which we hold such funds fails or is subject to significant adverse conditions in the financial or credit markets, we could be subject to a risk of loss of all or a portion of such uninsured funds or be subject to a delay in accessing all or a portion of such uninsured funds. For example, on March 10, 2023, Silicon Valley Bank ("**SVB**") and Signature Bank were closed by state regulators and the FDIC was appointed receiver for each bank. The FDIC created successor bridge banks and all deposits of SVB and Signature Bank were transferred to the bridge banks under a systemic risk exception approved by the United States Department of the Treasury, the Federal Reserve and the FDIC. While we have taken and will continue to take steps to mitigate the risk of loss of or delayed access to all or a portion of our funds held at various financial institutions, if any financial institution in which we hold funds for working capital were to fail, we cannot provide any assurances that such governmental agencies would take action to protect our uninsured deposits in a similar manner.

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Natural disasters, including and not limited to unusual weather conditions, epidemic outbreaks, terrorist acts and political events could disrupt our business schedule.

The occurrence of one or more natural disasters, including and not limited to tornadoes, hurricanes, fires, floods and earthquakes, unusual weather conditions, pandemics and endemic outbreaks, terrorist attacks or disruptive political events in certain regions where our facilities are located, or where our third-party contractors' and suppliers' facilities are located, could adversely affect our business. Natural disasters including tornados, hurricanes, floods and earthquakes may damage our facilities or those of our suppliers, which could have a particular industry material adverse effect on our business, financial condition and results of operations. Terrorist attacks, actual or sector threatened acts of war or the escalation of current hostilities, or any other military or trade disruptions impacting our domestic or foreign suppliers of components of our products, may impact our operations by, among other things, causing supply chain disruptions and increases in commodity prices, which could adversely affect our raw materials or transportation costs. These events also could cause or act to prolong an economic recession in the United States or abroad. In addition, the disaster recovery and business continuity plans we have in place currently are limited and are unlikely to prove adequate in the event of a serious disaster or similar event. We may incur substantial expenses as a result of the limited nature of our disaster recovery and business continuity plans and, more generally, any of these events could cause consumer member confidence and spending to decrease, which could adversely impact our operations.

Risks Related to Our Business Strategy and Industry

Our business faces significant competition, and if we are unable to compete effectively, our business and operating results would be adversely affected.

Competition among digital advertising platforms for purposes engagement with our directory information, products and services by business and consumer members, consumers and advertisers is intense. We compete against many companies to attract engagement with the Platform including well-established companies that have far greater financial resources and much larger user bases than we have, and companies that offer a variety of consummating internet and mobile device-based information, products and services. As a result, it will require significant effort on our part to attract engagement away from our competitors and our competitors' platforms may take a variety of actions to retain existing or acquire new platform engagement at the expense of the growth of engagement on the Platform, which would negatively affect our business. We believe that our ability to compete effectively for platform engagement will depend upon many factors both within and beyond our control, including:

- the willingness of business and consumer members to adopt our values-aligned platform and support our mission;
- the popularity, usefulness and reliability of the Platform information, and of the products and services sold through the Platform, as compared to that of our competitors;
- the timing of introduction and market acceptance of the products and services offered through the Platform;
- the continued expansion and adoption of products and services sold through the Platform;
- our ability, and the ability of our competitors, to develop new products and enhancements to existing services;
- our ability, and the ability of our competitors, to attract, develop and retain influencers and ambassadors for our Outreach Program;
- our ability to generate revenues from our current and anticipated platform offerings;
- our ability to attract business members to advertise on the Platform;
- the frequency, relative prominence and appeal of the business members and advertising displayed by us or our competitors;
- public perceptions about the predominance of certain political viewpoints on the Platform, regardless of whether those perceptions are accurate;

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- changes mandated by, or that we elect to make to address, legislation, regulatory constraints or litigation;
- our ability to attract, retain and motivate talented employees;
- the costs of developing and procuring new services and products, relative to those of our competitors;
- acquisitions or consolidation within our industry, which may result in more formidable competitors; and
- our reputation and brand strength relative to our competitors.

We also face significant competition for advertiser spend. We compete against online and mobile businesses and traditional online directories and platforms, for advertising budgets. In determining whether to buy advertising, our advertisers will consider the demand for our content, demographics of our traffic, advertising rates, results observed by advertisers, and alternative advertising options. The increasing number of digital media options available, including through social networking tools and news aggregation websites, has expanded consumer choice significantly, resulting in traffic fragmentation and increased competition for advertising. In addition, some of our larger competitors have substantially broader content, product or service offerings and leverage their relationships based on other products or services to gain additional share of advertising budgets. Further, we expect that our core values will not appeal to all advertisers, and that as a result the universe of advertisers willing to advertise on the Platform may be more limited than may be the case for other platforms and marketplaces. We will need to continue to innovate and improve the monetization capabilities of the Platform in order to remain competitive. We believe that our ability to compete effectively for advertiser spend depends upon many factors both within and beyond our control, including:

- the willingness of advertisers to confirm that they respect our core values;
- the size and composition of our user base relative to those of our competitors;
- our advertising targeting capabilities, and those of our competitors;
- the timing and market acceptance of our advertising content and advertising products, and those of our competitors;
- our marketing and selling efforts, and those of our competitors;
- public perceptions about the predominance of certain political viewpoints on the Platform, regardless of whether those perceptions are accurate;
- the pricing for our advertising products and services relative to those of our competitors;
- the return our advertisers receive from our advertising products and services, and those of our competitors; and
- our reputation and the strength of our brand relative to our competitors.

We have limited experience with respect to determining the optimal prices and pricing structures for our products and services, which may impact our financial results.

We expect that we may need to change our pricing model from time to time, including as a result of competition, global economic conditions, reductions in spending levels by our consumer and business combination. members and advertisers generally, changes in product mix, pricing studies or changes in how data analytics are employed by organizations. Similarly, as we introduce new products and services, we may have difficulty determining the appropriate price structure for future products and services sold through the Platform, including because we may pursue business lines or enter markets in which our current management team has limited prior experience. In addition, as new and existing competitors introduce new products or services that compete with ours, or revise their pricing structures, we may be unable to attract new members and advertisers at the same price or based on the same pricing model as we have used historically. Moreover, as we continue to target selling products and services through the Platform to larger organizations, these larger organizations may demand substantial price concessions. As a result, we may be required from time to time to revise our pricing structure or reduce our prices, which could adversely affect our business, operating results, and financial condition.

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The expansion of our operations, including in areas not part of our current operations, subjects us to additional risks that can adversely affect our operating results.

We foresee further expansion of our operations as part of our growth strategy. Our current and foreseeable operations subject us to a variety of risks, including:

- challenges recruiting and retaining talented and capable management and employees;
- competition from other companies with significant market share in those markets and with better understanding of demand;
- difficulties in enforcing contracts, collecting accounts receivables, and longer payment cycles;
- challenges complying with varying securities and competition laws and regulations in other countries;
- differing regulatory and legal requirements and possible enactment of additional regulations or restrictions, which could delay or prevent the use of our services in some jurisdictions;
- transaction risk, which may negatively affect our revenue, cost of net revenue, and could result in exchange losses;
- heightened exposure to political instability, war, pandemics and terrorism; and
- overlapping of different tax regimes.

Any of these risks could harm our operations and reduce our sales, adversely affecting our business, operating results, financial condition and growth prospects.

Changes to our existing platform and services could fail to attract engagement with the Platform and advertisers or fail to generate revenue.

We expect to introduce changes to our existing platform over time and from time to time, and these changes may be significant. For example, in November 2023 we launched the e-commerce functionality on the Platform. In addition, in July 2023, we commercially launched our first D2C product offering, disposable diapers and wipes, under our pro-family "EveryLife™" brand. We continue to evaluate additional D2C opportunities and expect to expand and diversify our branded D2C offerings in areas where we believe there is significant existing market need in the future. The success of the Platform and enhancements we make depend substantially on consumer member tastes and preferences that change in often unpredictable ways. If the Platform enhancements fail to increase engagement on the Platform and attract advertisers, we may fail to generate sufficient revenue or operating profit to justify our investments in these enhancements, and our business and operating results could be adversely affected. In addition, we have launched and expect to continue to launch strategic initiatives, which do not directly generate revenue but which we believe will enhance our attractiveness to consumer and business members on the Platform, as well as advertisers. In the future, we expect to invest in new platform innovations, products, services, and initiatives to generate revenue, but there is no guarantee these approaches will be successful or that the costs associated with these efforts will not exceed the revenue generated. If our strategic initiatives do not enhance our ability to monetize our existing platform or enable us to develop new approaches to monetization, we may not be able to maintain or grow our revenue or recover any associated development costs and our operating results could be adversely affected.

If we fail to successfully capitalize on our new e-commerce functionality or new D2C product offerings, introduce new platform innovations or expand effectively into new markets, our revenue and our business may be harmed.

A key element of our growth strategy depends on our ability to develop and market new products that appeal to our consumer members. The success of our innovation and product development efforts is affected by our ability to anticipate changes in consumer preferences, the technical capability of our innovation staff, our ability to comply with applicable governmental regulations, and the success of our management and sales and marketing teams in introducing and marketing new products. There is can be no assurance that we will be able successfully develop and market new products that appeal to successfully effect consumer members. For example, product designs we develop may not contain the product attributes desired by our consumer members. Any such failure, including any failure by our e-commerce functionality to gain market acceptance or complete generate meaningful transaction activity and revenue or any failure of our D2C branded consumer product initiative, may lead to a business combination.

We do not believe we will need decrease in our growth, sales and ability to raise additional funds in order to meet the expenditures required for operating our business. However, if our estimates of the costs of identifying a target business, undertaking in-depth due diligence and negotiating an initial business combination are less than the actual amount necessary to do so, we may have insufficient funds available to operate achieve profitability, which could materially adversely affect our business, prior to our initial business combination. Moreover, we may need to obtain additional financing either (i) to complete our initial business combination or (ii) because we become obligated to redeem a significant number financial condition, results of our Public Shares in connection with our initial business combination or a stockholder vote to make certain amendments to our Charter, in which case we may issue additional securities or incur debt in connection with our initial business combination. In addition, we intend to target businesses with enterprise values that are greater than we could acquire with the net proceeds of our Initial Public Offering and the sale of the Private Placement Warrants, and, as a result, if the cash portion of the purchase price exceeds the amount available to us, including from the Trust Account (net of amounts needed to satisfy redemptions by public stockholders), we may be required to seek additional financing to complete such a proposed initial business combination. We may also obtain financing prior to the closing of our initial business combination to fund our working capital needs and transaction costs in connection with our search for and completion of our initial business combination. There is no limitation on our ability to raise funds through the issuance of equity or equity-linked securities or through loans, advances, or other indebtedness in connection with our initial business combination, including pursuant to forward purchase agreements or backstop arrangements into which we may enter. Subject to compliance with the applicable securities laws, we would only complete such financing simultaneously with the completion of our business combination. If we are unable to complete our initial business combination because we do not have sufficient funds available to us, we will be forced to cease operations and liquidate the Trust Account upon expiration of the Combination Period. In addition, following our initial business combination, if cash on hand is insufficient, we may need to obtain additional financing in order to meet our obligations.

The terms of our Charter provide a Completion Window of 24 months from the date of closing of our Initial Public Offering (the "IPO Date"), or 27 months from the IPO Date if we have entered into a letter of intent, agreement in principle or definitive agreement for an initial business combination within 24 months from the IPO Date. As a result of our entering into the Agreement and Plan of Merger (the "Merger Agreement") with PSQ Holdings,

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Inc. on February 27, 2023 (prior to the 24-month anniversary of the IPO Date), our Completion Window has been automatically extended from June 11, 2023 to September 11, 2023 in accordance with the terms of our Charter.

Lack of Business Diversification

For an indefinite period of time after the completion of our initial business combination, the prospects for our success may depend entirely on the future performance of a single business.

Unlike other entities that have the resources to complete business combinations with multiple entities in one or several industries, it is probable that we will not have the resources to diversify our operations and mitigate the risks of being in a single line of business. By completing our initial business combination with only a single entity, our lack of diversification may:

- subject us to negative economic, competitive and regulatory developments, any or all of which may have a substantial adverse impact on the particular industry in which we operate after our initial business combination; and
- cause us to depend on the marketing and sale of a single product or limited number of products or services.

This lack of diversification may subject us to numerous economic, competitive, and regulatory risks, any or all of which may have a substantial adverse impact upon the particular industry in which we may operate subsequent to our initial business combination. prospects.

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Limited Ability Additionally, the development and introduction of new products may require substantial marketing expenditures, which we may be unable to Evaluate the Target's Management Team recoup if new products do not gain widespread market acceptance. If we are unsuccessful in meeting our objectives with respect to new or improved products, our business, financial condition, results of operations and prospects could be adversely affected.
We may not be able to expand into or to compete successfully in a highly competitive D2C market.

*The D2C product markets in which we have recently begun to operate and hope to operate in the future are highly competitive and rapidly evolving, with many new brands and product offerings emerging in the marketplace. We may face significant barriers to market entry and competition from both established, well-known legacy consumer packaged goods ("**CPG**") players and other emerging D2C brands. We compete and expect to continue to compete based on various product attributes including values-aligned branding, effectiveness, affordability and design, as well as our ability to establish direct relationships with our consumers members through the Platform.*

Although

Many of our current and potential competitors have substantially greater financial and other resources than us and some of whose products are well accepted in the marketplace today. Many also have longer operating histories, established supply chains, larger fulfillment infrastructures, greater technical capabilities, faster shipping times, lower-cost shipping, lower operating costs, greater financial, marketing, institutional and other resources and larger consumer bases than we intend do. These factors may also allow our competitors to closely scrutinize the management of a prospective target business when evaluating the desirability of effecting our initial business combination with that business, our assessment derive greater revenue, margins and profits from their existing consumer bases, acquire consumers at lower costs or respond more quickly than we can to new or emerging technologies and changes in product trends and consumer shopping behavior. These competitors may engage in more extensive research and development efforts, enter or expand their presence in any or all of the target business's management ecommerce or retail channels where we compete, undertake more far-reaching marketing campaigns, and adopt more aggressive pricing policies, which may not prove allow them to be correct. In addition, the future management may not have the necessary skills, qualifications build larger consumer bases or abilities to manage generate revenue from their existing consumer bases more effectively than we do. As a public company. Furthermore, the future role of members of our management team (if any) in the target business cannot presently be stated with any certainty. While it is possible that one or more of our directors will remain associated with us in some capacity following our initial business combination, it is highly unlikely that any of them will devote their full efforts to our affairs subsequent to our initial business combination. Moreover, we cannot assure you that members of our management team will have significant experience or knowledge relating to the operations of the particular target business. Please see "Item 1A. Risk Factors - Risks Relating to Our Business Operations and Our Search for and Consummation of, or Inability to Consummate, an Initial Business Combination - We may seek acquisition opportunities in acquisition targets that result, these competitors may be outside of able to offer comparable or substitute products to consumers at similar or lower costs. This could put pressure on us to lower our management's areas of expertise." prices, resulting in lower revenue and margins or cause us to lose market share even if we lower prices.

We cannot assure you expect competition in the D2C product markets to continue to increase. We believe that any of our key personnel will remain in senior management or advisory positions with the combined company. The determination as to whether any of our key personnel will remain with the combined company will be made at the time of our initial business combination.

Following our initial business combination, we may seek to recruit additional managers to supplement the incumbent management of the target business. We cannot assure you that we will have the ability to recruit additional managers, or that additional managers will have the requisite skills, knowledge or experience necessary to enhance the incumbent management.

Stockholders May Not Have the Ability to Approve compete successfully in this market depends upon many factors both within and beyond our Initial Business Combination

We may conduct redemptions without a stockholder vote pursuant to the tender offer rules of the SEC. However, we will seek stockholder approval if such approval is required by applicable law or stock exchange rules, or we may decide to seek stockholder approval for business or other reasons. Presented in the table below is a graphic explanation of the types of initial business combinations we may consider and whether stockholder approval is currently required under Delaware law for each such transaction. control, including:

Type		**Whether Stockholder Approval is Required**
Purchase		
Purchase of stock of target not involving a merger with the company		No
Merger of target into a subsidiary		No
Merger		

- the size and composition of Transaction our consumer member base;
- the number of products that we offer and feature across the Platform;
- consumer member demand for products sold by values-aligned business members;
- our information technology infrastructure;
- the quality and responsiveness of assets our customer service;
- our selling and marketing efforts;
- quality and price of the company products that we offer;
- the convenience of the company shopping experience that we provide on our app;
- our ability to identify and partner with a target key suppliers and manufacturers;

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- our ability to distribute our products and manage our operations; and
- Yesour reputation and brand strength.

Under the NYSE's listing rules, stockholder approval would If we fail to enter into and compete successfully in this market, our business, financial condition, results of operations and prospects could be required for our initial business combination if, for example: adversely affected.

- we issue (other than in a public offering for cash) shares of common stock that will either (a) be equal to or in excess of 20% of the number of shares of common stock then outstanding or (b) have voting power equal to or in excess of 20% of the voting power then outstanding;
- any of our directors, officers or substantial security holders (as defined by the NYSE rules) has a 5% or greater interest, directly or indirectly, in the target business or assets to be acquired and if the number of shares of common stock to be issued, or if the number of shares of common stock into which the securities may be convertible or exercisable, exceeds either (a) 1% of the number of shares of common stock or 1% of the voting power outstanding before the issuance in the case of any of our directors and officers or (b) 5% of the number of shares of common stock or 5% of the voting power outstanding before the issuance in the case of any substantial security holders; or
- the issuance or potential issuance will result in our undergoing a change of control.

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The decision as D2C market is subject to whether we unique risks related to payment, which, if realized, could adversely impact our business, financial condition and results of operations.

The introduction and sale of our D2C branded products will seek stockholder approval of a proposed business combination in those instances in which stockholder approval is not required by law will be made by likely require us solely in our discretion. We will base this decision on business and legal rationales, which include to accept online payments using a variety of factors, methods, including credit cards, debit cards, gift cards, and other forms of payment. As a result of offering such as: payment methods, we may become subject to regulations and compliance requirements (including obligations to implement enhanced authentication processes that could result in significant costs and reduce the ease of use of our payments products), as well as the risk of payment fraud. For certain payment methods, including credit and debit cards, we may incur interchange and other fees, which may increase over time and raise our operating costs and lower profitability. We would need to rely on third parties to provide certain PSQ-branded payment methods and payment processing services, including the processing of credit cards and debit cards. In each case, it could disrupt our business if these companies become unwilling or unable to provide these services to us. For example, payment processing for our recently launched D2C disposable diaper and wipe products under our pro-family "EveryLife™" brand is provided by a third-party payment processer which allows customers to pay using a variety of methods. We may also be subject to payment card association operating rules if we elect to process our own payments in the future, including data security rules, certification requirements, and rules governing electronic funds transfers, which could change or be reinterpreted to make it difficult or impossible for us to comply. Failure to comply with these rules or requirements, as well as any breach, compromise, or failure to otherwise detect or prevent fraudulent activity involving our data security systems, could result in our being liable for card issuing banks' costs, subject to fines and higher transaction fees, and loss of our ability to accept credit and debit card payments from our business and consumer members, process electronic funds transfers, or facilitate other types of online payments, and our business and operating results could be adversely affected.

We would also be subject to or voluntarily comply with a number of other laws and regulations relating to payments, money laundering, international money transfers, privacy, data use, data protection, data security, data localization, network security, consumer protection, and electronic fund transfers. If we were found to be in violation of applicable laws or regulations, we could be subject to additional requirements and civil and criminal penalties, or forced to cease providing certain services.

The D2C model may expose us to significant inventory risks.

The sale of our D2C branded products, including our recently launched disposable diaper and wipe products under our pro-family "EveryLife™" brand, may expose us to significant inventory risks that may adversely affect our operating results, as a result of seasonality, new product launches, rapid changes in product cycles and pricing, defective merchandise, warranty claims, recalls, changes in consumer and business member demand and spending patterns, changes in consumer member tastes with respect to our products, and other factors. Despite our best efforts, we may not be able to accurately predict these trends and avoid overstocking or understocking D2C products we would manufacture and sell. Demand for products can change significantly between the time inventory or components are ordered and the date of sale. In addition, if we begin selling or manufacturing a new D2C product, it may be difficult to establish vendor relationships, determine appropriate product or component selection, and accurately forecast demand. The acquisition of certain types of inventory or components requires significant lead-time and prepayment and they may not be returnable. Any one of the inventory risk factors set forth above may adversely affect our operating results.

We may in the future make acquisitions, and such acquisitions could disrupt our operations, and may have an adverse effect on our operating results.

In order to expand our business, we have made and expect to continue to make acquisitions as part of our growth strategy. The success of our future growth strategy will depend on our ability to identify, negotiate, complete and integrate acquisitions and, if necessary, to obtain satisfactory debt or equity financing to fund those acquisitions. Acquisitions are inherently risky, and any acquisitions we complete may not be successful. Any acquisitions that we may undertake in the future involve numerous risks, including, but not limited to, the following:

- difficulties in integrating and managing the timing operations, personnel, systems, technologies, and products of the transaction, including in the event companies we determine stockholder approval would require additional time and there is either not enough time to seek stockholder approval or doing so would place the company at a disadvantage in the transaction or result in other additional burdens on the company;

  acquire;
- the expected cost of holding a stockholder vote;
- the risk that the stockholders would fail to approve the proposed business combination;
- other time and budget constraints diversion of the company; and
- additional legal complexities our management's attention from normal daily operations of a proposed business combination that would be time-consuming and burdensome to present to stockholders. our business;

Redemption Rights

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- our inability to maintain the key business relationships and the reputations of the businesses we acquire;
- uncertainty of entry into markets in which we have limited or no prior experience and in which competitors have stronger market positions;
- our inability to increase revenue from an acquisition;
- increased costs related to acquired operations and continuing support and development of acquired products;
- our responsibility for the liabilities of the businesses we acquire;
- potential goodwill and intangible asset impairment charges and amortization associated with acquired businesses;
- adverse tax consequences associated with acquisitions;
- changes in how we are required to account for our acquisitions under U.S. generally accepted accounting principles ("**GAAP**"), including arrangements that we assume from an acquisition;
- potential negative perceptions of our acquisitions by consumer and business members, financial markets or investors;
- failure to obtain required approvals from governmental authorities under competition and antitrust laws on a timely basis, if at all, which could, among other things, delay or prevent us from completing a transaction, or otherwise restrict our ability to realize the expected financial or strategic goals of an acquisition;
- our inability to apply and maintain our internal standards, controls, procedures and policies to acquired businesses;
- potential loss of key employees of the companies we acquire;
- potential security vulnerabilities in acquired products that expose us to additional security risks or delay our ability to integrate the product into our service offerings;
- difficulties in increasing or maintaining security standards for acquired technology consistent with our other services, and related costs;
- ineffective or inadequate controls, procedures and policies at the acquired company;
- inadequate protection of acquired IP rights; and
- potential failure to achieve the expected benefits on a timely basis or at all.

*Acquisitions involve many complexities, including, but not limited to, risks associated with the acquired business' past activities, difficulties in integrating personnel and human resource programs, integrating technology systems and other infrastructures under our control, unanticipated expenses and liabilities, and the impact on our internal controls and compliance with the regulatory requirements under the Sarbanes-Oxley Act of 2002 (the "**Sarbanes-Oxley Act**"). There is no guarantee that our acquisitions will increase our profitability or cash flow, and our efforts could cause unforeseen complexities and additional cash outflows, including financial losses. As a result, the realization of anticipated synergies or benefits from acquisitions may be delayed or substantially reduced.*

Additionally, acquisitions or asset purchases made entirely or partially for Public Stockholders upon Completion cash may reduce our cash reserves or require us to incur debt under credit agreements or otherwise. We may seek to obtain additional cash to fund any acquisition by selling equity or debt securities. We may be unable to secure the equity or debt funding necessary to finance future acquisitions on terms that are acceptable to us. If we finance acquisitions by issuing equity, convertible debt or other equity-linked securities, our existing stockholders will experience ownership dilution. The incurrence of debt may subject us to financial or other covenants, or other constraints on our Business Combination business. The occurrence of any of the foregoing risks associated with acquisitions could have a material adverse effect on our business, results of operations, financial condition or cash flows, particularly in the case of a larger acquisition or substantially concurrent acquisitions.

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Any acquisitions, partnerships or joint ventures that we enter into could disrupt our operations and have a material adverse effect on our business, financial condition and results of operations.

From time to time, we may evaluate potential strategic acquisitions of businesses, including partnerships or joint ventures with third parties. We may not be successful in identifying acquisition, partnership and joint venture candidates. In addition, we may not be able to continue the operational success of such businesses or successfully finance or integrate any businesses that we acquire or with which we form a partnership or joint venture. We may have potential write-offs of acquired assets and/or an impairment of any goodwill recorded as a result of acquisitions. Furthermore, the integration of any acquisition may divert management's time and resources from our core business and disrupt our operations or may result in conflicts with our business. Any acquisition, partnership or joint venture may not be successful, may reduce our cash reserves, may negatively affect our earnings and financial performance and, to the extent financed with the proceeds of debt, may increase our indebtedness. We cannot ensure that any acquisition, partnership or joint venture we make will not have a material adverse effect on our business, financial condition and results of operations.

We may be unable to successfully grow our business if we fail to compete effectively with others to attract and retain our executive officers and other key management and technical personnel.

We will provide believe our public stockholders future success depends upon our ability to attract and retain highly competent personnel. Our employees are at-will and not subject to employment contracts. We could potentially lose the services of any of our senior management personnel at any time due to a variety of factors that could include, without limitation, death, incapacity, military service, personal issues, retirement, resignation or competing employers. Our ability to execute current plans could be adversely affected by such a loss. We may fail to attract and retain qualified technical, sales, marketing and managerial personnel required to continue to operate our business successfully. Personnel with the opportunity to redeem all or a portion of their Public Shares upon the completion of expertise necessary for our initial business combination at a per share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account as of two business days prior to the consummation of the initial business combination, including interest (net of Permitted Withdrawals), divided by the number of then-outstanding Public Shares, subject to the limitations described herein. The amount in the Trust Account are scarce and competition for personnel with proper skills is initially anticipated to be $10.00 per Public Share. The per share amount we will distribute to investors who properly redeem their shares will not be reduced by the deferred underwriting commissions we will pay to the underwriters. The redemption right will include the requirement that any beneficial owner on whose behalf a redemption right is being exercised must identify itself in order to validly redeem its Public Shares. Each public stockholder may elect to redeem its Public Shares without voting, and if it does vote, irrespective of whether it votes for or against the proposed transaction. There will be no redemption rights upon the completion of our initial business combination with respect to our Warrants. Our Sponsor, officers, and directors have entered into a letter agreement with us, pursuant to which they have agreed to waive their redemption rights with respect to any Founder Shares and any Public Shares that they hold in connection with the completion of our initial business combination. intense.

Manner In addition, new hires frequently require extensive training before they achieve desired levels of Conducting Redemptionsproductivity. Additionally, attrition in personnel can result from, among other things, changes related to acquisitions, retirement and disability. We may not be able to retain existing key technical, sales, marketing and managerial employees or be successful in attracting, developing or retaining other highly-qualified technical, sales, marketing and managerial personnel, particularly at such times in the future as we may need to fill a key position. If we are unable to continue to develop and retain existing executive officers or other key employees or are unsuccessful in attracting new highly-qualified employees, our financial condition, cash flows, and results of operations could be materially and adversely affected.

We will provide our public stockholders with the opportunity Risk Related to redeem all or a portion of their Public Shares upon the completion of our initial business combination either: (1) in connection with a stockholder meeting called to approve the business combination or (2) by means of a tender offer. The decision as to whether we will seek stockholder approval of a proposed business combination or conduct a tender offer will be made by us solely in our discretion and will be based on a variety of factors, such as the timing of the transaction and whether the terms of the transaction would require us to seek stockholder approval under applicable law or stock exchange listing requirements. Asset acquisitions and stock purchases would not typically require stockholder approval, while direct mergers with our company where we do not survive and any transactions where we issue more than 20% of our outstanding common stock or seek to amend our Charter would typically require stockholder approval. If we structure a business combination transaction with a target company in a manner that requires stockholder approval, we will not have discretion as to whether to seek a stockholder vote to approve the proposed business combination. We currently intend to conduct redemptions pursuant to a stockholder vote unless stockholder approval is not required by applicable law or stock exchange listing requirements or we choose to conduct redemptions pursuant to the tender offer rules of the SEC for business or other reasons. Credova's Industry

*If a stockholder vote is not required**The consumer finance and we do not decide buy-now-pay-later ("BNPL") industry has become subject to hold a stockholder vote for increased regulatory scrutiny, and Credova's failure to manage its business or other reasons, we will, pursuant to our Charter: comply with new regulations would materially and adversely affect Credova's business, results of operations and financial condition.***

- conduct redemptions pursuant to Rule 13e-4 and Regulation 14E of the Exchange Act, which regulate issuer tender offers; and
- file tender offer documents with the SEC prior to completing our initial business combination which contain substantially the same financial and other information about the initial business combination and the redemption rights as is required under Regulation 14A of the Exchange Act, which regulates the solicitation of proxies.

Regulators in various jurisdictions are showing increased attention and scrutiny of BNPL arrangements, including in those jurisdictions in which Credova operates. There is potential that Credova may become subject to additional legal or regulatory requirements if laws or regulations change in the future, the interpretation of laws and regulations changes in the future, industry standards for consumer finance and BNPL arrangements change in the future, or regulators more heavily scrutinize consumer finance and BNPL arrangements. This increased risk may relate to state lending licensing or other state licensing or registration requirements, regulatory requirements concerning consumer finance and BNPL arrangements, consumer protection or

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consumer finance matters, or similar limitations on the conduct of Credova's business. There is a risk that additional or changed legal, regulatory and industry compliance standards may make it economically unfeasible for Credova to continue to operate, or to expand in accordance with its strategy. This would likely have a material adverse effect on Credova's business, results of operations and financial condition, including by preventing Credova's business from reaching sufficient scale.

Upon

Credova operates in a highly competitive industry, and Credova's inability to compete successfully would materially and adversely affect Credova's business, results of operations, financial condition, and prospects.

Credova operates in a highly competitive and dynamic industry with a low barrier to entry, which makes increased competition more likely. Credova's technology platform faces competition from a variety of existing businesses and new market entrants, including competitors with BNPL products and those who enable transactions and commerce via digital payments.

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Despite any competitive advantage Credova may have, there is always a risk of new entrants in the public announcement market, which may disrupt Credova's business and decrease Credova's market share. Credova expects competition to intensify in the future, both as emerging technologies continue to enter the marketplace and as large financial incumbents increasingly seek to innovate the services that they offer to compete with Credova's products. Technological advances and the continued growth of our initial e-commerce activities have increased consumers' accessibility to products and services and led to the expansion of competition in digital payment options such as pay-over-time solutions. Credova faces competition in areas such as: flexibility on payment options; duration, simplicity, and transparency of payment terms; reliability and speed in processing applications; underwriting effectiveness; compliance and security; promotional offerings; fees; approval rates; ease-of-use; marketing expertise; service levels; products and services; technological capabilities and integration; customer service; brand and reputation; and consumer and merchant satisfaction. In addition, it may be become more difficult to distinguish Credova's platform, and products and services, from those of its competitors.

Some of Credova's competitors are substantially larger than Credova, which gives those competitors advantages Credova does not have, such as a more diversified product, a broader consumer and merchant base, the ability to reach more consumers, the ability to cross-sell their products, operational efficiencies, the ability to cross-subsidize their offerings through their other business combination, lines, more versatile technology platforms, the ability to acquire competitors, broad-based local distribution capabilities, and lower-cost funding. Credova's competitors may also have longer operating histories, more extensive and broader consumer and merchant relationships, and greater brand recognition and brand loyalty than Credova has. For example, more established companies that possess large, existing consumer and merchant bases, substantial financial resources, and established distribution channels could enter the market. Further, consumers' increased usage of BNPL platforms in recent years may encourage more of such competitors that may be in a better position, due to financial and other resources, to attract merchants and customers to their platforms.

Increased competition, particularly for large, well-known merchants, has in the past resulted and will result in the need for Credova to alter the pricing it offers to merchants. If Credova is unable to successfully compete, the demand for Credova's platform and products could stagnate or substantially decline, and Credova could fail to retain or grow the number of consumers or merchants using its platform, which would reduce the attractiveness of its platform to other consumers and merchants, and which would materially and adversely affect Credova's business, results of operations, financial condition, and prospects.

If Credova is unable to attract additional merchant partners, retain Credova's existing merchant partners, and grow and develop Credova's relationships with new and existing merchant partners, Credova's business, results of operations, financial condition, and future prospects would be materially and adversely affected.

Credova derives a significant portion of its revenue from its relationships with merchant partners and the transactions they process through its platform, and as more merchants are integrated into Credova's network, there are more reasons for consumers to shop with it.

Credova's ability to retain and grow its relationships with its merchant partners depends on the willingness of merchants to partner with it. The attractiveness of Credova's platform to merchants depends upon, among other things: the size of Credova's consumer base; Credova's brand and reputation; the amount of merchant fees that Credova charges; Credova's ability to sustain its value proposition to merchants for customer acquisition by demonstrating higher conversion at checkout and increased average order value; the attractiveness to merchants of Credova's technology and data-driven platform; services and products offered by competitors; and Credova's ability to perform under, and maintain, Credova's merchant agreements. Furthermore, having a diversified mix of merchant partners is important to mitigate risk associated with changing consumer spending behavior, economic conditions and other factors that may affect a particular type of merchant or industry.

Many of Credova's agreements with Credova's merchant partners are non-exclusive and lack any transaction volume commitments. Accordingly, these merchant partners may have, or may enter into in the future, similar agreements with Credova's competitors, which could adversely affect Credova's ability to drive the level of transaction volume and revenue growth that Credova seeks to achieve or to otherwise satisfy the high expectations of Credova's investors and financial analysts relating to those relationships. While some of Credova's agreements with its merchant partners have provided for a period of exclusivity, those periods may be limited in duration, and Credova may not be able to negotiate extensions of those exclusivity periods on reasonable terms, if we elect at all. If an exclusivity period with a merchant partner lapses, Credova may experience a decrease in gross merchandise volume with the merchant partner, which may adversely impact Credova's results of operations. In addition, Credova's agreements with its merchant partners generally have terms that range from approximately 12 months to redeem our Public Shares 36 months, and Credova's merchants can generally terminate these agreements without cause upon 30 to 90 days' prior written notice. Credova may, therefore, be compelled to renegotiate its agreements with merchant partners from time to time, possibly upon terms significantly less favorable to Credova than the terms included in its existing agreements with those merchant partners.

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If Credova is unable to attract new consumers and retain and grow its relationships with its existing consumers, Credova's business, results of operations, financial condition, and future prospects would be materially and adversely affected.

Credova's revenue is derived from consumer transaction volume, so Credova's success depends on its ability to generate repeat use and increased transaction volume from existing consumers and to attract new consumers to its platform. Credova's ability to retain and grow its relationships with consumers depends on the willingness of consumers to use Credova's platform and products. The attractiveness of Credova's platform to consumers depends upon, among other things: the number and variety of merchants and the mix of products available through Credova's platform; the manner in which consumers may use Credova's products, including the ease of use relative to competitor products; Credova's brand and reputation; consumer experience and satisfaction, including the trustworthiness of Credova's services; consumer trust and perception of Credova's solutions; technological innovation; and services and products offered by competitors. If Credova fails to retain its relationship with existing consumers, if Credova does not attract new consumers to its platform and products, or if Credova does not continually expand usage and volume from consumers on its platform, Credova's business, results of operations, financial condition, and prospects would be materially and adversely affected.

Credova's revenue is impacted, to a tender offer, significant extent, by the general economy, the creditworthiness of the U.S. consumer and the financial performance of Credova's merchants.

Credova's business, the consumer financial services industry, and Credova's merchants' businesses are sensitive to macroeconomic conditions. Economic factors such as interest rates, changes in monetary and related policies, market volatility, inflationary conditions, student loan obligations, consumer confidence, and unemployment rates are among the most significant factors that impact consumer spending behavior. Weak economic conditions or a significant deterioration in economic conditions, including the current inflationary environment and possibility of a recession, reduce the amount of disposable income consumers have, which in turn reduces consumer spending and the willingness of qualified consumers to take out loans. Such conditions are also likely to affect the ability and willingness of consumers to pay amounts owed under the loans facilitated through Credova's platform, each of which would have an adverse effect on Credova's business, results of operations, financial condition, and future prospects.

The generation of new loans facilitated through Credova's platform, and the transaction fees and other fee income due to Credova associated with such loans, depends upon sales of products and services by its merchants. Credova's merchants' sales may decrease or fail to increase as a result of factors outside of their control, such as the macroeconomic conditions referenced above, or business conditions affecting a particular merchant, industry vertical, or region. Weak economic conditions also could extend the length of Credova's merchants' sales cycle and cause consumers to delay making (or not make) purchases of Credova's merchants' products and services. The decline of sales by Credova's merchants for any reason will generally result in lower credit sales and, therefore, lower loan volume and associated fee income for us.

In addition, if a merchant closes some or all of its locations, ceases its e-commerce operations, or becomes subject to a voluntary or involuntary bankruptcy proceeding (or if there is a perception that it may become subject to a bankruptcy proceeding), consumers may have less incentive to pay their outstanding balances on loans facilitated through Credova's platform, which could result in higher charge-off rates than anticipated. Moreover, if the financial condition of a merchant deteriorates significantly or a merchant becomes subject to a bankruptcy proceeding, Credova may not be able to recover amounts due to it from the merchant.

Negative publicity about Credova or its industry could adversely affect Credova's business, results of operations, financial condition, and prospects.

Negative publicity about Credova or its industry, including the transparency, fairness, user experience, quality, and reliability of Credova's platform or point-of-sale lending platforms in general, the effectiveness of Credova's risk model, the setting and charging of merchant and consumer fees, Credova's ability to effectively manage and resolve complaints, Credova's privacy and security practices, litigation, regulatory activity, misconduct by Credova's employees, funding sources, originating bank partners, service providers, or others in Credova's industry, the experience of consumers and investors with Credova's platform or services or point-of-sale lending platforms in general, or use of loan proceeds by consumers that have obtained loans facilitated through Credova's platform or other point-of-sale lending platforms for illegal purposes, even if inaccurate, could adversely affect Credova's reputation and the confidence in, and the use of, Credova's platform. Any such reputational harm could further affect the behavior of consumers, including their willingness to obtain loans facilitated through Credova's platform or to make payments on their loans.

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Risks Related to Credova's Financing Program

Consumers may not view or treat their BNPL product loans as having the same significance as other obligations, and the loans facilitated through Credova's platform are not secured, guaranteed, or insured and involve a high degree of financial risk.

Consumers may not view the BNPL product loans facilitated through Credova's platform as having the same significance as a loan or other credit obligation arising under more traditional circumstances. If a consumer neglects his or her payment obligations on a BNPL product facilitated through Credova's platform or chooses not to repay his or her loan entirely, it will have an adverse effect on Credova's business, results of operations, financial condition, prospects, and cash flows.

Generally, financing arrangements facilitated through Credova's platform are not secured by any collateral, not guaranteed or insured by any third party, and not backed by any governmental authority in any way. Therefore, Credova is limited in its ability to collect if a consumer is unwilling or unable to repay. A consumer's ability to repay can be negatively impacted by increases in their payment obligations to other lenders under mortgage, credit card, and other debt obligations resulting from increases in base lending rates or structured increases in payment obligations. If a consumer defaults, Credova may be unsuccessful in its efforts to collect and its originating bank partners could decide to originate fewer loans through its platform. An increase in defaults precipitated by these risks and uncertainties could have a material adverse effect on Credova's business, results of operations, financial condition, and prospects.

Determining Credova's allowance for credit losses requires many assumptions and complex analyses. If Credova's estimates prove incorrect, Credova may incur net charge-offs in excess of its reserves, or Credova may be required to increase its provision for credit losses, either of which would adversely affect Credova's results of operations.

Credova maintains an allowance for credit losses at a level sufficient to estimate expected credit losses based on evaluating known and inherent risks in Credova's loan portfolio. This estimate is highly dependent upon the reasonableness of Credova's assumptions and the predictability of the relationships that drive the results of Credova's valuation methodologies. Management has processes in place to monitor these judgments and assumptions, including review by Credova's credit committee, but these processes may not ensure that Credova's judgments and assumptions are correct. The method for calculating the best estimate of expected credit losses takes into account Credova's historical experience, adjusted for current conditions, and Credova's judgment concerning the probable effects of relevant observable data, trends, and market factors. Changes in such estimates can significantly affect the allowance and provision for losses. It is possible that Credova will experience credit losses that are different from Credova's current estimates. If Credova's estimates and assumptions prove incorrect and Credova's allowance for credit losses is insufficient, Credova may incur net charge-offs in excess of its reserves, or Credova could be required to increase its provision for credit losses, either of which would adversely affect Credova's results of operations.

Credova's results depend on prominent presentation, integration, and support of Credova's platform by Credova's merchants.

Credova depends on its merchants, which generally accept most major credit cards and other forms of payment (which may include pay-over-time solutions offered by Credova's competitors), to present its platform as a payment option and to integrate its platform into their website or in their store, such as by prominently featuring Credova's platform on their websites or in their stores and not just as an option at website checkout. Credova may not have any recourse against merchants if they do not prominently present its platform as a payment option or if they more prominently present solutions offered by Credova's competitors. In addition, as Credova adds new merchants, it could take a significant amount of time for these merchants to fully integrate Credova's platform and for these merchants' customers to accept Credova's pay-over-time solution. The failure by Credova's merchants to effectively present, integrate, and support Credova's platform would have a material and adverse effect on Credova's business, results of operations, financial condition, and future prospects.

Credova's vendor relationships subject it to a variety of risks, and the failure of third parties to comply with Rule 14e-5 legal or regulatory requirements or to provide various services that are important to Credova's operations could have an adverse effect on Credova's business, results of operations, financial condition, and future prospects.

*Credova has significant vendors that, among other things, provide it with financial, technology, and other services to support Credova's products and other activities, including, for example, credit ratings and reporting, cloud-based data storage and other IT solutions, and payment processing. The Consumer Financial Protection Bureau ("**CFPB**") has issued guidance stating that institutions under its supervision may be held responsible for the Exchange Act, we and our Sponsor will terminate any plan established in accordance actions of the companies with Rule 10b5-1 which they contract. Accordingly, Credova could be adversely impacted to purchase Public Shares in the open market. extent its vendors fail to comply with the legal requirements applicable to the particular products or services being offered.*

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*In some cases, vendors are the event we conduct redemptions pursuant to the tender offer rules, our offer to redeem will remain open for at least 20 business days, in accordance with Rule 14e-1(a) under the Exchange Act, and we will not be permitted to complete our initial business combination until the expiration sole source, or one of a limited number of sources, of the tender offer period. In addition, services they provide to us. Most of Credova's vendor agreements are terminable by the tender offer will vendor on little or no notice, and if Credova's current vendors were to terminate their agreements with Credova or otherwise stop providing services to it on acceptable terms, Credova may be conditioned unable to procure alternatives from other vendors in a timely and efficient manner and on public stockholders not tendering more than acceptable terms (or at all). If any vendor fails to provide the services Credova requires, fails to meet contractual requirements (including compliance with applicable laws and regulations), fails to maintain adequate data privacy controls and electronic security systems, or suffers a specified number of Public Shares, which number will cyber-attack or other security breach, Credova could be based on the requirement that we may not redeem Public Shares in an amount that would cause our net tangible assets to be less than $5,000,001 (so that we do not then become subject to CFPB, the SEC's "penny stock" rules) Federal Trade Commission ("**FTC**") and other regulatory enforcement actions, claims from third parties, including Credova's consumers, and suffer economic and reputational harm that could have an adverse effect on Credova's business. Further, Credova may incur significant costs to resolve any such disruptions in service, which could adversely affect Credova's business.*

If Credova's merchants fail to fulfill their obligations to consumers or any greater net tangible asset or cash requirement which comply with applicable law, Credova may be contained in the agreement relating to our initial business combination. If public stockholders tender more Public Shares than we have offered to purchase, we will withdraw the tender offer and will not complete such initial business combination. incur costs.

If, however, stockholder approval of the transaction is required by applicable law or stock exchange listing requirements, or we decide Although Credova's merchants are obligated to obtain stockholder approval for business or other reasons, we will, pursuant fulfill their contractual commitments to our Charter:

- conduct the redemptions in conjunction with a proxy solicitation pursuant to Regulation 14A of the Exchange Act, which regulates the solicitation of proxies, consumers and not pursuant to the tender offer rules; and
- file proxy materials with the SEC.

*In the event that we seek stockholder approval of our initial business combination, we will distribute proxy materials and, in connection therewith, provide our public stockholders with the redemption rights described above. We expect that a final proxy statement would be mailed to public stockholders at least 10 days prior to the stockholder vote. However, we expect that a draft proxy statement would be made available to such stockholders well in advance of such time, thus providing additional notice of redemption if we conduct redemptions in conjunction with a proxy solicitation. Although we are not required to do so, we currently intend to comply with the substantive applicable law from time to time, they might not, or a consumer might allege that they did not. This, in turn, can result in claims or defenses against Credova or any subsequent holder of Credova's installment agreements. If merchants fail to fulfill their contractual or legal obligations to consumers, it may also negatively affect Credova's reputation with consumers thereby negatively affecting Credova's business. Federal and procedural requirements of Regulation 14A in connection with any stockholder vote, even state regulatory authorities may also bring claims against Credova, including unfair and deceptive acts or practices ("**UDAP**") or unfair, deceptive or abusive acts or practices ("**UDAAP**") claims, if we are not able Credova fails to maintain our NYSE listing provide consumer protections relating to potential merchant actions or Exchange Act registration. disputes.*

If we seek stockholder approval, unless otherwise ***Internet-based loan origination processes may give rise to greater risks than paper-based processes.***

Credova uses the internet to obtain application information and distribute certain legally required by applicable law, regulation, notices to applicants for loans, and to obtain electronically signed loan documents in lieu of paper documents with tangible consumer signatures. These processes entail additional risks relative to paper-based loan underwriting processes and procedures, including risks regarding the sufficiency of notice for compliance with consumer protection laws, risks that consumers may challenge the authenticity of loan documents or stock exchange rules, we will complete our initial business combination only if a majority the validity of electronic signatures and records, and risks that, despite internal controls, unauthorized changes are made to the outstanding shares electronic loan documents.

Exposure to consumer bad debts and insolvency of common stock voted are voted merchants may adversely impact Credova's financial success.

Credova's ability to generate profits depends on Credova's ability to put in favor of the business combination. A quorum for such meeting will consist of the holders present in person or by proxy of shares of outstanding capital stock of the Company representing a majority of the voting power of all outstanding shares of capital stock of the Company entitled place and optimize systems and processes to vote at such meeting. Our initial stockholders, officers, and directors will count towards this quorum, and all have agreed to vote any Founder Shares and any Public Shares held by them in favor of our initial business combination. These quorum and voting thresholds and agreements may make it more likely that we will consummate our initial business combination. Each public stockholder may elect to redeem its Public Shares without voting, and if it does vote, irrespective of whether it votes for or against the proposed transaction. In addition, our Sponsor, officers and directors have entered into letter agreements with us, pursuant to which they have agreed to waive their redemption rights with respect to any Founder Shares and any Public Shares held by them predominantly accurate, real-time decisions in connection with the completion consumer transaction approval process. Credova does not perform credit checks on consumers in connection with the application process. Consumer non-payment is a major component of Credova's expenses, and Credova is exposed to consumer bad debts as a business combination. normal part of its operations because Credova absorbs the costs of all uncollectible notes receivables from its consumers. Excessive exposure to bad debts as a result of consumers failing to repay outstanding amounts owed to Credova may materially and adversely impact Credova's results of operations and financial position.

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Our Charter provides that in no event will we redeem our Public Shares in an amount that would cause our net tangible assets ***Credova may incur costs from litigation relating to be less than $5,000,001 (so that we do not then become subject products offered by Credova's merchants, which could adversely affect Credova's reputation, revenue and profitability.***

Credova may incur damages due to lawsuits relating to products sold by Credova's merchants, including lawsuits relating to tree stands, firearms, and ammunition. Credova may incur losses due to lawsuits, including potential class actions, relating to Credova's merchants' compliance with state and federal law relating to purchase and sale of certain products. Credova may also incur losses from lawsuits relating to the SEC's "penny stock" rules) improper use of products, such as firearms or any greater net tangible asset ammunition sold by merchants on Credova's platform, including lawsuits by municipalities or cash requirement which other organizations attempting to recover costs from manufacturers and retailers of firearms and ammunition. Credova's insurance coverage may be contained inadequate to cover claims and liabilities related to products offered through Credova's platform. In addition, claims or lawsuits related to products that are financed through Credova's website, or the unavailability of insurance for product liability claims, could result in the agreement relating to our initial business combination. Redemptions elimination of our Public Shares may also be subject to a higher net tangible asset test these products from Credova's platform, thereby reducing revenue. If one or cash requirement pursuant to an agreement relating to our initial business combination. For example, the proposed business combination may require: (1) cash consideration to be paid to the target more successful claims against Credova are not covered by or exceed its owners; (2) cash to be transferred to the target for insurance coverage, or if insurance coverage is no longer available, Credova's available working capital or other general corporate purposes; or (3) may be impaired and Credova's operating results could be materially adversely affected. Even unsuccessful claims could result in the retention expenditure of cash to satisfy other conditions in accordance with the terms of the proposed business combination. In the event the aggregate cash consideration we funds and management time and could have a negative impact on Credova's profitability and on future premiums Credova would be required to pay for all Public Shares that are validly submitted for redemption plus any amount required to satisfy cash conditions pursuant to the terms of the proposed business combination exceeds the aggregate amount of cash available to us, we will not complete the business combination or redeem any shares, and all Public Shares submitted for redemption will be returned to the holders thereof. on its insurance policies.

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Limitation on Redemption upon Completion of our Initial Business Combination

Furthermore, because Credova's platform allows customers to finance merchandise such as firearms, ammunition and certain related accessories, Credova may be subject to reputational harm if we Seek Stockholder Approval a customer purchases a firearm through Credova's platform that is later involved in a shooting or other crime.

Notwithstanding ***Risks Related to Credova's Technology and the foregoing, if we seek stockholder approval of our initial business combination and we do not conduct redemptions in connection with our initial business combination pursuant to the tender offer rules, our Charter provides that a public stockholder, together with any affiliate of such stockholder or any other person with whom such stockholder is acting in concert or as a "group" (as defined under Section 13 of the Exchange Act), will be restricted from seeking redemption rights with respect to more than an aggregate of 15% of our shares without our prior consent, which we refer to as the "Excess Shares." We believe this restriction will discourage stockholders from accumulating large blocks of shares and/or subsequent attempts by such holders to use their ability to exercise their redemption rights against a proposed business combination as a means to force us or our affiliates to purchase their shares at a significant premium to the then-current market price or on other undesirable terms. Absent this provision, a public stockholder holding more than an aggregate of 15% of our shares could threaten to exercise its redemption rights if such holder's shares are not purchased by us or our affiliates at a premium to the then-current market price or on other undesirable terms. By limiting our stockholders' ability to redeem no more than 15% of our shares, we believe we will limit the ability of a small group of stockholders to unreasonably attempt to block our ability to complete our initial business combination, particularly in connection with a business combination with a target that requires as a closing condition that we have a minimum net worth or a certain amount of cash. However, we would not be restricting our stockholders' ability to vote all of their shares (including Excess Shares) for or against our initial business combination. Credova Platform***

Tendering Stock Certificates Unanticipated surges or increases in Connection with a Tender Offer or Redemption Rights transaction volumes may adversely impact Credova's financial performance.

We Continued increases in transaction volumes may require our public stockholders seeking Credova to exercise their redemption rights—whether they are record holders expand and adapt its network infrastructure to avoid interruptions to its systems and technology. Any unanticipated surges or hold their shares increases in "street name"— transaction volumes may cause interruptions to either (1) tender their certificates to our transfer agent (a) prior to Credova's systems and technology, reduce the date set forth number of completed transactions, increase expenses, and reduce the level of customer service, and these factors could adversely impact Credova's reputation and, thus, diminish consumer confidence in the tender offer documents or proxy materials mailed to such holders or (b) up to two Credova's systems, which may result in a material adverse effect on Credova's business, days prior to the vote on the proposal to approve the business combination, in the event we distribute proxy materials; or (2) to deliver their shares to the transfer agent electronically using The Depository Trust Company's Deposit/Withdrawal At Custodian ("DWAC") System, rather than simply voting against the initial business combination at the holder's option. The tender offer or proxy materials, as applicable, that we will furnish to holders results of our Public Shares in connection with our initial business combination will indicate whether we are requiring public stockholders to satisfy such delivery requirements, which will include the requirement that any beneficial owner on whose behalf a redemption right is being exercised must identify itself in order to validly redeem its shares. Accordingly, a public stockholder would have from the time we send out our tender offer materials until the close of the tender offer period, or up to two business days prior to the vote on the business combination if we distribute proxy materials, as applicable, to tender its shares if it wishes to seek to exercise its redemption rights. Pursuant to the tender offer rules, the tender offer period will be not less than 20 business days operations and in the case of a stockholder vote, a final proxy statement would be mailed to public stockholders at least 10 days prior to the stockholder vote. However, we expect that a draft proxy statement would be made available to such stockholders well in advance of such time, thus providing additional notice of redemption if we conduct redemptions in conjunction with a proxy solicitation. Given the relatively short exercise period, it is advisable for stockholders to use electronic delivery of their Public Shares. financial condition.

There is a nominal cost associated with ***Data security breaches, cyberattacks, employee or other internal misconduct, malware, phishing or ransomware, physical security breaches, natural disasters, or similar disruptions could occur and would materially adversely impact Credova's business or ability to protect the above-referenced tendering process and the act of certificating the shares confidential information in Credova's possession or delivering them through The Depository Trust Company's DWAC System. The transfer agent will typically charge the tendering broker $80.00, and it would be up to the broker whether or not to pass this cost on to the redeeming holder. However, this fee would be incurred regardless of whether or not we require holders seeking to exercise redemption rights to tender their Public Shares. The need to deliver Public Shares is a requirement of exercising redemption rights regardless of the timing of when such delivery must be effectuated. control.***

Through the ordinary course of business, Credova collects, stores, processes, transfers, and uses (collectively, "processes") a wide range of confidential information, including personally identifiable information, for various purposes, including to follow government regulations and to provide services to Credova's users and merchants. The foregoing is different information Credova collects may be sensitive in nature and subject to a variety of privacy, data protection, cybersecurity, and other laws and regulations. Due to the sensitivity and nature of the information Credova processes, Credova and its third-party service providers are the target of, defend against and must regularly respond to cyberattacks, including from malware, phishing or ransomware, physical security breaches, or similar attacks or disruptions. Cyberattacks and similar disruptions may compromise or breach Credova's platform and the procedures used protections Credova uses to try to protect confidential information in Credova's possession or control. Breaches of Credova's platform could result in the criminal or unauthorized use of confidential information and could negatively affect Credova's users and merchants and, because the techniques for conducting cyberattacks are constantly evolving and may be supported by significant financial and technological

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resources (e.g., state-sponsored actors), Credova may be unable to anticipate these techniques, react in a timely manner, or implement adequate preventative or remedial measures. These risks also reside with third-party service providers and partners with whom Credova conducts business. Credova's business could be materially and adversely impacted by security breaches of the data and information of merchants' and consumers' data and information, either by unauthorized access, theft, destruction, loss of information or misappropriation or release of confidential data.

These events may cause significant disruption to Credova's business and operations or expose it to reputational damage, loss of consumer confidence, legal claims, civil and criminal liability, constraints on Credova's ability to continue operation, reduced demand for Credova's products and services, termination of Credova's contracts with merchants or third party service providers, and regulatory scrutiny and fines, any of which could materially adversely impact Credova's financial performance and prospects. Any security or data issues experienced by other software companies or third-party service providers with whom Credova conducts business could diminish Credova's customers' trust in providing it access to their personal data generally. Merchants and consumers that lose confidence in Credova's security measures may be less willing to make payments on their loans or participate on Credova's platform.

In addition, Credova's partners include credit bureaus, collection agencies and banking parties, each of whom operate in a highly regulated environment, and many blank check companies. In order *laws and regulations that apply directly to* perfect redemption rights *them may apply directly or indirectly to Credova through Credova's contractual arrangements with these partners. Federal, state and international laws or regulators, as well as Credova's contractual partners, may require notice in event of a security breach that involves personally identifiable information, and these disclosures may result in negative publicity, loss of confidence in Credova's security measures, regulatory or other investigations, the triggering of indemnification and other contractual obligations, and other adverse effects to Credova's partner ecosystem and operations. Credova may also incur significant costs and loss of operational resources in connection with* their *remediating, investigating, mitigating, or eliminating the causes of security breaches, cyberattacks, or similar disruptions after they have occurred, and particularly given the evolving nature of these risks, Credova's incident response, disaster recovery, and business* combinations, many blank check companies would distribute proxy materials for *continuity planning may not sufficiently address all of these eventualities. The retention and coverage limits in Credova's insurance policies may not be sufficient to reimburse* the stockholders' vote on an initial business combination, *full cost of responding to and remediating the effects of a* holder could simply vote against a proposed business combination *security breach, cyberattack, or similar disruption, and* check a box on *Credova may not be able to collect fully, if at all, under these insurance policies or to ensure that the* proxy card indicating such holder was seeking *insurer will not deny coverage as to* exercise his or her redemption rights. After the business combination was approved, the company would contact such stockholder to arrange for him or her to deliver his or her certificate to verify ownership. As a result, the stockholder then had an "option window" after the completion of the business combination during which he or she could monitor the price of the company's stock in the market. If the price rose above the redemption price, he or she could sell his or her shares in the open market before actually delivering his or her shares to the company for cancellation. As a result, the redemption rights, to which stockholders were aware they needed to commit before the stockholder meeting, would become "option" rights surviving past the completion of the business combination until the redeeming holder delivered its certificates. The requirement for physical or electronic delivery prior to the meeting ensures that a redeeming holder's election to redeem is irrevocable once the business combination is approved. *any future claim.*

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Once made, any request to redeem such shares may be withdrawn at any time up to the date set forth in the tender offer materials**Real or the date perceived software errors, failures, bugs, defects, or outages could adversely affect Credova's business, results of the stockholder meeting set forth in our proxy materials, as applicable. Furthermore, if a holder of a Public Share delivered its certificate in connection with an election of redemption rights operations, financial condition, and subsequently decides prior to the applicable date not to elect to exercise such rights, such holder may simply request that the transfer agent return the certificate (physically or electronically). It is anticipated that the funds to be distributed to holders of our Public Shares electing to redeem their shares will be distributed promptly after the completion of our initial business combination. prospects.**

If our initial business combination

Credova's platform and internal systems rely on software that is not approved highly technical and complex. In addition, Credova's platform and internal systems depend on the ability of such software to store, retrieve, process, and manage immense amounts of data. As a result, undetected vulnerabilities, errors, failures, bugs, or completed for any reason, then our public stockholders who elected to exercise their redemption rights would not defects may be entitled to redeem their shares for present in such software or occur in the applicable pro rata share of the Trust Account. In future in such case, we will promptly return any certificates delivered by public holders who elected to redeem their shares. software, including open source software and other software Credova licenses in from third parties, especially when updates or new products or services are released.

If our proposed initial Any real or perceived vulnerabilities, errors, failures, bugs, or defects in the software may not be found until Credova's consumers use Credova's platform and could result in outages or degraded quality of service on Credova's platform that could adversely impact Credova's business combination is (including through causing Credova not completed, we to meet contractually required service levels), as well as negative publicity, loss of or delay in market acceptance of Credova's products and services, and harm to Credova's brand or weakening of Credova's competitive position. In such an event, Credova may continue be required, or may choose, to try expend significant additional resources in order to complete a correct the problem. Any real or perceived errors, failures, bugs, or defects in the software Credova relies on could also subject it to liability claims, impair its ability to attract new consumers, retain existing consumers, or expand their use of its products and services, which would adversely affect Credova's business, combination with a different target until the end results of the Combination Period. operations, financial condition, and prospects.

Redemption Credova also relies on online payment gateways, banking and financial institutions for the validation of Public Shares bank cards, settlement and Liquidation if no Initial Business Combination collection of payments. There is a risk that these systems may fail to perform as expected or be adversely impacted by a number of factors, some of which may be outside Credova's control, including damage, equipment faults, power failure, fire, natural disasters, computer viruses and external malicious interventions such as hacking, cyber-attacks or denial-of-service attacks.

Our Charter provides that we will have only the time of the Completion Window (the date that is 24 months**Any significant disruption in, or errors in, service on Credova's platform or relating to vendors could prevent it from the closing of the Initial Public Offering, processing transactions on its platform or the date that is 27 months from the closing of the Initial Public Offering if we have executed a letter of intent, agreement in principle or definitive agreement for an initial business combination prior to the date that is 24 months from the closing of the Initial Public Offering to complete our initial business combination. If we are unable to complete our initial business combination within such period, we will: (1) cease all operations (except for the purpose of winding up); (2) as promptly as reasonably possible, but not more than ten business days thereafter, redeem the Public Shares at a per share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest (net of Permitted Withdrawals and up to $100,000 of interest to pay dissolution expenses), divided by the number of then-outstanding Public Shares, which redemption will completely extinguish public stockholders' rights as stockholders (including the right to receive further liquidating distributions, if any), subject to applicable law; and (3) as promptly as reasonably possible following such redemption, subject to the approval of our remaining stockholders and our Board, dissolve and liquidate, subject in each case to our obligations under Delaware law to provide for claims of creditors and the requirements of other applicable law. There will be no redemption rights or liquidating distributions with respect to our Warrants, which will expire worthless if we fail to complete our initial business combination within the Completion Window. posting payments.**

The underwriters have agreed to waive their rights to their deferred underwriting commission held Credova uses vendors, such as Credova's cloud computing web services provider, virtual card processing companies, and third-party software providers, in the Trust Account operation of Credova's platform. The satisfactory performance, reliability, and availability of Credova's technology and Credova's underlying network and infrastructure are critical to Credova's operations and reputation and the ability of Credova's platform to attract new and retain existing merchants and consumers. Credova relies on these vendors to protect their systems and facilities against damage or service interruptions from natural disasters, power or telecommunications failures, air quality issues, environmental conditions, computer viruses or attempts to harm these systems, criminal acts, and similar events. If Credova's arrangement with a vendor is terminated or if there is a lapse of service or damage to its systems or facilities, Credova could experience interruptions in the event we do its ability to operate its platform. Credova also may experience increased costs and difficulties in replacing that vendor and replacement services may not complete a business combination within the Combination Period and, in such event, such amounts will be included with the other funds held in the Trust Account that will be available on commercially reasonable terms, on a timely basis, or at all. Any interruptions or delays in Credova's platform availability, whether as a result of a failure to fund perform on the redemption part of a vendor, any damage to one of Credova's vendor's systems or facilities, the Public Shares. In the event termination of such distribution, it is possible that the per share value any of the assets remaining available for distribution will be less than the Initial Public Offering price per Unit ($10.00). Credova's third-party vendor agreement, software failures, Credova's or its vendor's error, natural disasters, terrorism, other man-made problems, security breaches, whether accidental or willful, or other factors, could harm Credova's relationships with its merchants and consumers and also harm Credova's reputation.

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Our initial stockholders, officers, and directors have entered into a letter agreement with us, pursuant to which they have waived their rights to liquidating distributions from the Trust Account with respect to any Founder Shares held by them if we fail to complete our initial business combination within the Completion Window. However, if our initial stockholders or any of our officers, directors, or any of their respective affiliates then hold any Public Shares, they will be entitled to liquidating distributions from the Trust Account with respect to such Public Shares if we fail to complete our initial business combination within the Combination Period.

Our Sponsor, officers, In addition, Credova sources certain information from third parties. In the event that any third party from which Credova sources information experiences a service disruption, whether as a result of maintenance, natural disasters, terrorism, or security breaches, whether accidental or willful, or other factors, the ability to score and directors have agreed, pursuant to a written agreement with us, that they will not propose any amendment to our Charter to modify the substance or timing of our obligation to provide for the redemption of our Public Shares in connection with an initial business combination or to redeem 100% of our Public Shares if we do not complete our initial business combination within the Completion Window, unless we provide our public stockholders with the opportunity to redeem their Public Shares upon approval of any such amendment at a per share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest (net of Permitted Withdrawals), divided by the number of then-outstanding Public Shares. However, we decision loan applications through Credova's platform may not redeem our Public Shares in an amount that would cause our net tangible assets to be less than $5,000,001 (so that we do not then become subject to the SEC's "penny stock" rules) or any greater net tangible asset or cash requirement which adversely impacted. Additionally, there may be errors contained in the agreement relating information provided by third parties. This may result in the inability to our initial approve otherwise qualified applicants through Credova's platform, which may adversely impact Credova's business combination. by negatively impacting Credova's reputation and reducing Credova's transaction volume.

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We expect that all costs and expenses associated with implementing our plan of dissolution, as well as payments to any creditors, will be funded from amounts held outside the Trust Account, although we cannot assure you that there will be sufficient funds for such purpose. However, if those funds are not sufficient to cover the costs and expenses associated with implementing our plan of dissolution, to To the extent that there Credova uses or is dependent on any interest accrued particular third-party data, technology, or software, Credova may also be harmed if such data, technology, or software becomes non-compliant with existing regulations or industry standards, becomes subject to third-party claims of intellectual property infringement misappropriation, or other violation, or malfunctions or functions in a way Credova did not anticipate. Any loss of the right to use any of this data, technology, or software could result in delays in the Trust Account not required to pay taxes provisioning of Credova's products and services until equivalent or make other Permitted Withdrawals, we may request the trustee to release to replacement data, technology, or software is either developed by us, an additional amount of up to $100,000 of such accrued interest to pay those costs or, if available, is identified, obtained, and expenses.

If we were to expend all of funds held outside of the Trust Account, integrated, and without taking into account interest, if any, earned on the Trust Account and any Permitted Withdrawals or expenses for the dissolution of the trust, the per share redemption amount received by stockholders upon our dissolution would be $10.00. The proceeds deposited in the Trust Account could, however, become subject to the claims of our creditors, which would have higher priority than the claims of our public stockholders. We cannot assure you that the actual per share redemption amount received by stockholders will not be substantially less than $10.00. Please see "Item 1A. Risk Factors -Risks Relating to Our Business Operations and Our Search for and Consummation of, or Inability to Consummate, an Initial Business Combination - If third parties bring claims against us, the proceeds held in the Trust Account could be reduced and the per share redemption amount received by stockholders may be less than $10.00 per share." Under Section 281(b) of the Delaware General Corporation Law ("DGCL"), our plan of dissolution must provide for all claims against us to be paid in full or make provision for payments to be made in full, as applicable, if there are sufficient assets. These claims must be paid or provided for before we make any distribution of our remaining assets to our stockholders. While we intend to pay such amounts, if any, we cannot assure you that we will have funds sufficient to pay or provide for all creditors' claims.

Although we will seek to have all vendors, service providers (other than our independent registered public accounting firm), prospective target businesses, or other entities with which we do business execute agreements with us waiving any right, title, interest, or claim of any kind in or to any monies held in the Trust Account for the benefit of our public stockholders, there is no guarantee that such entities will execute such agreements or, even if they execute such agreements, that they Credova would be prevented successful in developing, identifying, obtaining, or integrating equivalent or similar data, technology, or software, which could result in the loss or limiting of Credova's products, services, or features available in Credova's products or services.

These factors could prevent Credova from bringing claims processing transactions or posting payments on Credova's platform, damage Credova's brand and reputation, divert the attention of Credova's employees, reduce total income, subject Credova to liability, and cause consumers or merchants to abandon Credova's platform, any of which could have a material and adverse effect on Credova's business, results of operations, financial condition, and prospects.

Fraudulent activities may result in Credova suffering losses, causing a materially adverse impact to Credova's reputation and results of operations.

Credova is exposed to risks imposed by fraudulent conduct, including the risks associated with consumers attempting to circumvent its system and repayment capability assessments. There is a risk that Credova may be unsuccessful in defeating fraud attempts, resulting in a higher than budgeted costs of fraud and consumer non-payment.

Fraudulent activity is likely to result in Credova suffering losses, which may have a material adverse impact on Credova's reputation and cause it to bear increased costs to rectify and safeguard business operations and its systems against such fraudulent activity. Significant amounts of fraudulent cancellations or chargebacks could adversely affect Credova's business, results of operations or financial condition. High profile or significant increases in fraudulent activity could also lead to regulatory intervention, negative publicity, and the Trust Account—including, but not limited erosion of trust from Credova's consumers and merchants, which could result in a material adverse effect on Credova's business, results of operations and financial condition.

Risks Related to fraudulent inducement, breach Regulatory, Compliance and Legal

We are or may be subject to numerous risks relating to the need to comply with data and information privacy laws.

We are or may become subject to data privacy and securities laws and regulations that apply to the collection, transmission, storage, use, processing, destruction, retention and security of fiduciary responsibility, personal information. Our current privacy policies and practices are designed to comply with privacy and data protection laws in the United States. These policies and practices inform members how we handle their personal information and, as permitted by law, allow members to change or other similar claims, delete the personal information in their member accounts. The legislative and regulatory landscape for privacy and data protection continues to evolve in the United States, both federally and at the state level, as well as in other jurisdictions worldwide, and these laws and regulations may at times be conflicting. It is possible that these laws may be interpreted and applied in a manner that is inconsistent from one jurisdiction or is inconsistent with our practices, and our efforts to comply with the evolving data protection rules may be unsuccessful. We must devote significant resources to understanding and complying with this changing landscape. Failure to comply with federal, state, provincial and international laws regarding privacy and security of personal information could expose us to penalties under such laws, orders requiring that we change our practices, claims challenging the enforceability for damages or other liabilities, regulatory investigations and enforcement action (including fines and penalties), litigation, significant costs for remediation, and damage to our reputation and loss of the waiver, in each case in order goodwill, any of which could have a material adverse effect on our business, financial condition, results of operations and prospects. Although we endeavor to gain an advantage comply with respect to a claim against our assets, including the funds held in the Trust Account. If any third party refuses to execute an agreement waiving such claims to the monies held in the Trust Account, our management will perform an analysis of the alternatives available to it published privacy policies and will only enter into an agreement with a third party that has not executed a waiver if management believes that such third party's engagement would be significantly more beneficial to us than any alternative. Examples of possible instances where related documentation, and all applicable privacy and security laws and regulations, we may engage at times fail to do so or may be perceived to have failed to do so. Even if we have not violated these laws and regulations, government investigations into these issues typically require the expenditure of significant

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resources and generate negative publicity, which could have a third party that refuses to execute a waiver include the engagement material adverse effect on our business, financial condition, results of a third party consultant whose particular expertise or skills are believed by management to be significantly superior to those of other consultants that would agree to execute a waiver or in cases where operations and prospects. Additionally, if we are unable to find properly protect the privacy and security of personal information, including sensitive personal information (e.g., financial information), we could be found to have breached our contracts with certain third parties.

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*There are numerous U.S. and Canadian federal, state, and provincial laws and regulations related to the privacy and security of personal information. Determining whether protected information has been handled in compliance with applicable privacy standards and our contractual obligations can be complex and may be subject to changing interpretation. For example, in 2018, California enacted the California Consumer Privacy Act ("**CCPA**"), which, among other things, requires new disclosures to California consumers and affords such consumers new abilities to opt out of certain sales of information and may restrict the use of cookies and similar technologies for advertising purposes. The CCPA, which became effective on January 1, 2020, was amended on multiple occasions and is the subject of regulations issued by the California Attorney General regarding certain aspects of the law and its application. Moreover, California voters approved the California Privacy Rights Act (the "**CPRA**") in November 2020. The CPRA significantly modifies the CCPA, creating additional obligations relating to consumer data, with enforcement beginning July 1, 2023. Aspects of the CCPA and CPRA remain unclear, resulting in further uncertainty and potentially requiring us to modify our data practices and policies and to incur substantial additional costs and expenses in an effort to comply. Similar laws have been proposed, and likely will be proposed, in other states and at the federal level, and if passed, such laws may have potentially conflicting requirements that would make compliance challenging. Similar state laws have been passed in Virginia, Colorado, Utah, Connecticut, and New Jersey and other states are expected to follow. If we fail to comply with applicable privacy laws, we could face civil and criminal fines or penalties.*

*Failing to take appropriate steps to keep consumers' personal information secure, or misrepresentations regarding our current privacy practices, can also constitute unfair acts or practices in or affecting commerce and be construed as a service provider willing violation of Section 5(a) of the Federal Trade Commission Act (the "**FTCA**"), 15 U.S.C. § 45(a). The Federal Trade Commission ("**FTC**") expects a company's data security measures to execute be reasonable and appropriate in light of the sensitivity and volume of consumer information it holds, the size and complexity of our business, and the cost of available tools to improve security and reduce vulnerabilities. The FTC may also bring an action against a waiver. company who collects or otherwise processes personal information for any statements it deems misleading or false contained in privacy disclosures to consumers. While we use best efforts to comply with our published privacy policies and related documents, we may at times fail to do so, or may be perceived to have failed to do so. In addition, there we may be unsuccessful in achieving compliance if our personnel, partners, or service providers fail to comply with our published privacy policies and related documentation. Such failures can subject us to potential foreign, local, state and federal action if they are found to be deceptive, unfair, or misrepresentative of our actual practices. In addition, state attorneys general are authorized to bring civil actions seeking either injunctions or damages in response to violations that threaten the privacy of state residents. We cannot be sure how these regulations will be interpreted, enforced or applied to our operations. In addition to the risks associated with enforcement activities and potential contractual liabilities, our ongoing efforts to comply with evolving laws and regulations at the federal and state level may be costly and require ongoing modifications to our policies, procedures and systems.*

*As our business grows, we may also become subject to international privacy laws regulating the collection, transmission, storage, use, processing, destruction, retention and security of personal information. For example, in the European Union, the collection, transmission, storage, use, processing, destruction, retention and security of personal data is no governed by the provisions of the General Data Protection Regulation (the "**GDPR**") in addition to other applicable laws and regulations. The GDPR came into effect in May 2018, repealing and replacing the European Union Data Protection Directive, and imposing revised data privacy and security requirements on companies in relation to the processing of personal data of European Union data subjects. The GDPR, together with national legislation, regulations and guidelines of the European Union Member States governing the collection, transmission, storage, use, processing, destruction, retention and security of personal data, impose strict obligations with respect to, and restrictions on, the collection, use, retention, protection, disclosure, transfer and processing of personal data. The GDPR also imposes strict rules on the transfer of personal data to countries outside the European Union that are not deemed to have protections for personal information, including the United States. The GDPR authorizes fines for certain violations of up to 4% of the total global annual turnover of the preceding financial year or €20 million, whichever is greater. Such fines are in addition to any civil litigation claims by data subjects. Separately, Brexit has led and could also lead to legislative and regulatory changes and may increase our compliance costs. As of January 1, 2021, and the expiry of transitional arrangements agreed to between the United Kingdom and the European Union, data processing in the United Kingdom is governed by a United Kingdom version of the GDPR (combining the GDPR and the Data Protection Act 2018), exposing us to two parallel regimes, each of which authorizes similar fines and other potentially divergent enforcement actions for certain violations. On June 28, 2021, the European Commission adopted an adequacy decision for the United Kingdom, allowing for the relatively free exchange of personal information between the European Union and the United Kingdom. Other jurisdictions outside the European Union are similarly introducing or enhancing privacy and data security laws, rules and regulations, which could increase our compliance costs and the risks associated with noncompliance.*

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Overall, because of the complexity of these laws, the changing obligations and the risk associated with our collection and use of data, we cannot guarantee that we are, or will be, in compliance with all applicable U.S., Canadian, or other international regulations as they are enforced now or as they evolve.

We are subject to cybersecurity risks and interruptions or failures in our information technology systems and as we grow, we will need to expend additional resources to enhance our protection from such entities will agree risks. Any cyber incident could result in information theft, data corruption, operational disruption, loss of members or advertisers on the Platform and/or a financial loss that has a material adverse impact on our business and that could subject us to waive any claims they legal claims.

*We rely on sophisticated information technology ("**IT**") systems and infrastructure to support our business. At the same time, cybersecurity incidents, including deliberate attacks, malware, viruses, ransomware attacks, denial of service attacks, phishing schemes, and other attempts to harm IT systems are prevalent and have increased. Our technologies, systems and networks and those of our vendors, suppliers and other business partners may have become the target of cyberattacks or information security breaches that could result in the future unauthorized release, gathering, monitoring, misuse, loss or destruction of proprietary and other information, or other disruption of business operations. In addition, certain cyber incidents, such as a result of, surveillance or arising out of, any negotiations, contracts, or agreements with us and will not seek recourse vulnerabilities in widely used open source software, may remain undetected for an extended period. Our systems for protecting against the Trust Account for any reason. In order to protect the amounts held in the Trust Account, our Sponsor has agreed that it will be liable to us if and to the extent any claims by a third party for services rendered or products sold to us, or a prospective target business with which we have discussed entering into a transaction agreement, reduce the amount of funds in the Trust Account to below (1) $10.00 per Public Share in the aggregate or (2) the actual amount per Public Share held in the Trust Account, if less than $10.00 per share due to reductions in the value of the Trust Account assets, net of Permitted Withdrawals, except as to any claims by a third party that executed a waiver of any and all rights to the monies held in the Trust Account (whether any such waiver is enforceable) and except as to any claims under our indemnity of the underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the "Securities Act"). We have not independently verified whether our Sponsor has sufficient funds to satisfy its indemnity obligations and believe that our Sponsor's only assets are securities of our company; therefore, our Sponsor cybersecurity risks may not be able sufficient. As the sophistication of cyber incidents continues to satisfy those obligations. We evolve, we have not asked been and will likely continue to be required to expend additional resources to continue to modify or enhance our Sponsor protective measures or to reserve for such obligations. Therefore, we cannot assure you that investigate and remediate any vulnerability to cyber incidents. Additionally, any of these systems may be susceptible to outages due to fire, floods, power loss, telecommunications failures, usage errors by employees, computer viruses, cyber-attacks or other security breaches or similar events. The failure of any of our Sponsor would be able IT systems may cause disruptions in our operations, which could adversely affect our revenues and profitability, and lead to satisfy those obligations. As a result, if any such claims were successfully made against related to the Trust Account, disruption of our services from members of the funds available for Platform and advertisers.*

Hackers and data thieves are increasingly sophisticated and operate large-scale and complex automated attacks, which may remain undetected until after they occur. Despite our initial business combination efforts to protect our information technology networks and redemptions could be reduced to less than $10.00 per Public Share. In such event, systems, payment processing, and information, we may not be able to complete anticipate or to implement effective preventive and remedial measures against all data security and privacy threats. Our security measures may not be adequate to prevent or detect service interruption, system failure, data loss or theft, or other material adverse consequences. No security solution, strategy, or measures can address all possible security threats. Our applications, systems, networks, software, and physical facilities could have material vulnerabilities, be breached, or personal or confidential information could be otherwise compromised due to employee error or malfeasance, if, for example, third parties attempt to fraudulently induce our initial personnel or our business combination, members to disclose information or usernames and/or passwords, or otherwise compromise the security of our networks, systems and/or physical facilities. We cannot be certain that we will be able to address any such vulnerabilities, in whole or part, and there may be delays in developing and deploying patches and other remedial measures to adequately address vulnerabilities, and taking such remedial steps could adversely impact or disrupt our operations. We expect similar issues to arise in the future as products and services sold through the Platform are more widely adopted, and as we continue to introduce future products and services. An actual or perceived breach of our security systems or those of our third party service providers may require notification under applicable data privacy regulations or for customer relations or publicity purposes, which could result in reputational harm, costly litigation (including class action litigation), material contract breaches, liability, settlement costs, loss of sales, regulatory scrutiny, actions or investigations, a loss of confidence in our business, systems and payment processing, a diversion of management's time and attention, and significant fines, penalties, assessments, fees, and expenses. Moreover, pursuant to SEC rules, public companies must disclose material cybersecurity incidents on Form 8-K within four business days (subject to a delayed compliance date for smaller reporting companies, of which we are one). In addition, companies must provide cybersecurity risk management disclosures in their annual reports.

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The costs to respond to a security breach or to mitigate any security vulnerabilities that may be identified could be significant, and our efforts to address these problems may not be successful. These costs include, but are not limited to: retaining the services of cybersecurity providers; complying with requirements of existing and future cybersecurity, data protection and privacy laws and regulations, including the costs of notifying regulatory agencies and impacted individuals; and maintaining redundant networks, data backups, and other damage-mitigation measures. We could be required to fundamentally change our business activities and practices in response to a security breach or related regulatory actions or litigation, which could have an adverse effect on our business. Additionally, most jurisdictions have enacted laws requiring companies to notify individuals, regulatory authorities, and others of security breaches involving certain types of data. Such mandatory disclosures are costly, could lead to negative publicity, may cause our customers to lose confidence in the effectiveness of our security measures, and require us to expend significant capital and other resources to respond to or alleviate problems caused by the actual or perceived security breach.

We may not have adequate insurance coverage for handling cyber security incidents or breaches, including fines, judgments, settlements, penalties, costs, attorney fees, and other impacts that arise out of incidents or breaches. If the impacts of a security incident or breach, or the successful assertion of one or more large claims against us that exceeds our available insurance coverage, or results in changes to our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), it could harm our business. In addition, we cannot be sure that our existing insurance coverage will continue to be available on acceptable terms or that our insurers will not deny coverage as to all or part of any future claim or loss. Moreover, our privacy risks are likely to increase as we continue to expand, grow our consumer and business member base, and process, store, and transmit increasingly large amounts of personal or sensitive data.

Issues in the use of artificial intelligence, including machine learning and computer vision (together, "AI"), in our analytics platforms may result in reputational harm or liability.

AI is enabled by or integrated into some of our analytics platforms and is a growing element of our business offerings going forward. As with many developing technologies, AI presents risks and challenges that could affect its further development, adoption, and use, and therefore our business. AI algorithms may be flawed. Data sets may be insufficient, of poor quality, or contain biased information. Inappropriate or controversial data practices by data scientists, engineers, and end-users of our systems could impair the acceptance of AI solutions. If the analyses that AI applications assist in producing are deficient or inaccurate, we could be subjected to competitive harm, potential legal liability, and brand or reputational harm. Some uses of AI present ethical issues, and our judgment as to the ethical concerns may not be accurate. If we use AI as part of the Platform in a manner that is controversial because of the purported or real impact on our business members or vendors, this may lead to adverse results for our financial condition and operations or the financial condition and operations of our business members, which may further lead to us experiencing competitive harm, legal liability and brand or reputational harm.

Compliance obligations imposed by new privacy laws, laws regulating social media platforms and online speech in the U.S., or industry practices may adversely affect our business.

New laws and regulations could restrict our ability to conduct marketing by, for example, restricting the emailing or targeting of members or use of certain technologies like AI. For example, federal, state and foreign governmental authorities continue to weigh the privacy implications inherent in the use of third-party "cookies" and other methods of online tracking for behavioral advertising and other purposes. Regulatory authorities have enacted and, continue to consider legislation that could significantly restrict the ability of companies to engage this these activities, by regulating the consumer notice and consent requirements before a company can employ cookies and similar tracking technologies, or how companies can use the data gathered by such technologies. Similarly, private market participants may deploy technologies or require certain practices that limit our ability to obtain or use certain information about our business and consumer members. For example, Google has indicated that it will ultimately phase out the use of cookies to track members of its search services in future versions of its Chrome web browser, and Apple has updated its iOS mobile operating system to require app developers to obtain opt-in consent before tracking members of its various services. If these types of changes are implemented (or as a result of their implementation), our ability to determine how our business and consumer members are using our services and to use targeted advertising in a cost-effective manner may be limited. New laws in other jurisdictions may also require us to change our content moderation practices, or privacy policies and practices in ways that harm our business or create the risk of fines or other penalties for non-compliance.

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If we infringe on the intellectual property ("IP") of others, we could be exposed to substantial losses and face restrictions on our operations.

We may become subject to legal claims alleging that we have infringed the IP rights of others. To date, we have not fully evaluated the extent to which other parties may bring claims that our technology, including our use of open source software, infringes on the IP rights of others. The availability of damages and royalties and the potential for injunctive relief have increased the costs associated with litigating and settling patent infringement claims. Any claims, whether or not meritorious, could require us to spend significant time, money, and other resources in litigation, pay damages and royalties, develop new IP, modify, design around, or discontinue existing products, services, or features, or acquire licenses to the IP that is the subject of the infringement claims. These licenses, if required, may not be available at all or have acceptable terms. As a result, IP claims against us could have a material adverse effect on our business, prospects, financial condition, operating results and cash flows.

Inadequate technical and legal IP protections could prevent us from defending or securing our proprietary technology and IP.

Our success is dependent, in part, upon protecting our proprietary information and technology. We may be unsuccessful in adequately protecting our IP. No assurance can be given that confidentiality, non-disclosure, or invention assignment agreements with our employees, consultants, or other parties will not be breached and will otherwise be effective in controlling access to and distribution of the Platform or our solutions, or certain aspects of the Platform or our solutions, and proprietary information. Further, these agreements do not prevent our competitors from independently developing technologies that are substantially equivalent or superior to the Platform or our solutions. Additionally, certain unauthorized use of our IP property may go undetected, or we may face legal or practical barriers to enforcing our legal rights even where unauthorized use is detected.

Our ability to implement our business plan successfully depends in part on our ability to further build brand recognition using our trademarks, service marks, proprietary products, trade secrets and other IP, including our name and logos.

We rely on U.S. trademark, copyright, and trade secret laws, as well as license agreements, nondisclosure agreements, and confidentiality and other contractual provisions to protect our IP. The success of our business depends on our continued ability to use our existing trademarks, trade names, and service marks to increase brand awareness and further develop our brand as we expand into new markets. We have registered and applied to register trademarks and service marks in the United States. We may not be able to adequately protect our trademarks and service marks, and our competitors and others may successfully challenge the validity or enforceability of our trademarks and service marks and other IP. There can also be no assurance that pending or future U.S. trademark applications will be approved in a timely manner or at all, or that such registrations will effectively protect our brand names and trademarks.

If we fail to adequately protect our proprietary IP rights, our competitive position could be impaired and we may lose valuable assets, generate reduced revenue and incur costly litigation to protect our rights.

Our success depends, in part, on our ability to protect our proprietary IP rights, including certain methodologies, practices, tools, technologies and technical expertise we utilize in designing, developing, implementing and maintaining applications and processes and related technologies. To date, we have relied primarily on trademarks, trade secrets and other IP laws, non-disclosure agreements with our employees, consultants and other relevant persons and other measures to protect our IP, and intend to continue to rely on these and other means, including and not limited to patent protection, in the future. However, the steps we take to protect our IP may be inadequate, and we may choose not to pursue or maintain protection for our IP in the United States or foreign jurisdictions. We will not be able to protect our IP if we are unable to enforce our rights or if we do not detect unauthorized use of our IP. Despite our precautions, it may be possible for unauthorized third parties to copy our technology and use information that we regard as proprietary to create technology that competes with ours.

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Further, the laws of some countries do not protect proprietary rights to the same extent as the laws of the United States, and mechanisms for enforcement of IP rights in some foreign countries may be inadequate. To the extent we expand our international activities, our exposure to unauthorized copying and use of our technologies and proprietary information may increase. Accordingly, despite our efforts, we may be unable to prevent third parties from infringing upon, misappropriating or otherwise violating our technology and IP.

We rely in part on trademarks, trade secrets, proprietary know-how and other confidential information to maintain our competitive position. Although we enter into non-disclosure and invention assignment agreements with our employees, enter into non-disclosure agreements with our business members, consultants and other parties with whom we have strategic relationships and business alliances and enter into IP assignment agreements with our consultants and vendors, no assurance can be given that these agreements will be effective in controlling access to and distribution of our technology and proprietary information. Further, these agreements do not prevent our competitors from independently developing technologies that are substantially equivalent or superior to our products.

We could face employee claims.

We could face employee claims against us based on, among other things, wage and hour violations, discrimination, harassment, or wrongful termination that may also create not only legal and financial liability, but also negative publicity that could adversely affect us and divert our financial and management resources that would otherwise be used to benefit the future performance of our operations.

Litigation or legal proceedings could expose us to significant liabilities and have a negative impact on our reputation or business.

From time to time, we may be party to various claims and litigation proceedings.

Even when not merited, the lawsuits and other legal proceedings may divert management's attention, and we may incur significant expenses in pursuing or defending these lawsuits or other legal proceedings. The results of litigation and other legal proceedings are inherently uncertain, and adverse judgments or settlements in some of these legal disputes may result in adverse monetary damages, penalties or injunctive relief against us, which could negatively impact our financial position, cash flows or results of operations. Any claims or litigation, even if fully indemnified or insured, could damage our reputation and make it more difficult to compete effectively or to obtain adequate insurance in the future.

Furthermore, while we maintain insurance for certain potential liabilities, our insurance does not cover all types and amounts of potential liabilities and is subject to various exclusions as well as caps on amounts recoverable. Even if we believe a claim is covered by insurance, insurers may dispute our entitlement to recovery for a variety of potential reasons, which may affect the timing and, if the insurers prevail, the amount of our recovery.

Risks Related to Credova's Regulatory Environment

The consumer finance and BNPL industry is subject to various state and federal laws in the United States and federal law concerning consumer finance, and the costs to maintain compliance with such laws and regulations may be significant.

Credova is subject to a range of state and federal laws and regulations concerning consumer finance that change periodically. These laws and regulations include but are not limited to state lending licensing or other state licensing or registration laws, consumer credit disclosure laws such as the Truth in Lending Act ("TILA"), the Fair Credit Reporting Act ("FCRA") and other laws concerning credit reports and credit reporting, the Equal Credit Opportunity Act ("ECOA") which addresses anti-discrimination, the Electronic Fund Transfer Act ("EFTA") which governs electronic money movement, a variety of anti-money laundering and anti-terrorism financing rules, the Telephone Consumer Protection Act ("TCPA") and other laws concerning initiating phone calls or text messages, the Electronic Signatures in Global and National Commerce Act, debt collection laws, laws governing short-term consumer loans and general consumer protection laws, such as laws that prohibit unfair, deceptive, misleading or abusive acts or practices. There is also the potential that Credova may become subject to additional legal or regulatory requirements if its business operations, strategy or geographic reach expand in the future. These laws and regulations may also change in the future, and they may be applied to Credova and its products in a manner that Credova does not currently anticipate. While Credova has developed policies and procedures designed to assist in compliance with laws and regulations applicable to Credova's business, no assurance is given that Credova's compliance policies and procedures will be effective. Credova may not always have been, and may not always be, in compliance with these laws and regulations and such non-compliance could have a material adverse effect on Credova's business, results of operations and financial condition.

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New laws or regulations, or laws and regulations in new markets, could also require Credova to incur significant expenses and devote significant management attention to ensure compliance. In addition, Credova's failure to comply with these new laws or regulations, or laws and regulations in new markets, may result in litigation or enforcement actions, the penalties for which could include: revocation of licenses, fines and other monetary penalties, civil and criminal liability, substantially reduced payments by borrowers, modification of the original terms of loans, permanent forgiveness of debt, or inability to, directly or indirectly, collect all or a part of the principal of or interest on loans. Further, Credova may not be able to respond quickly or effectively to regulatory, legislative, and other developments, and these changes may in turn impair Credova's ability to offer its existing or planned features, products, and services and/or increase Credova's cost of doing business.

Credova has certain state lending licenses and other licenses, which subject Credova to supervisory oversight from these license authorities and periodic examinations. Credova's business is also generally subject to investigation by regulators and enforcement agencies, regardless of whether Credova has a license from such authorities. These regulators and enforcement agencies may receive complaints about us. Investigations or enforcement actions may be costly and time consuming. Enforcement actions by such regulators and enforcement agencies could lead to fines, penalties, consumer restitution, the cessation of Credova's business activities in whole or in part, or the assertion of private claims and lawsuits against us. In the United States, these regulators and agencies at the state level include state licensing agencies, financial regulatory agencies, and attorney general offices. At the federal level in the United States, these regulators and agencies include the FTC, the CFPB, FinCEN, and OFAC, any or all of which could subject Credova to burdensome rules and regulations that could increase costs and use of Credova's resources in order to satisfy Credova's compliance obligations.

Compliance with these laws and regulations is costly, time-consuming, and limits Credova's operational flexibility. There is also a risk that if Credova fails to comply with these laws, regulations, and any related industry compliance standards, such failure may result in significantly increased compliance costs, cessation of certain business activities or the ability to conduct business, litigation, regulatory inquiries or investigations, and significant reputational damage.

If loans made by Credova under its state lending licenses are found to violate applicable state lending and other laws, or if Credova was found to be operating without having obtained necessary licenses or approvals, it could adversely affect Credova's business, results of operations, financial condition, and prospects.

Certain states have adopted laws regulating and requiring licensing, registration, notice filing, or other approval by parties that engage in certain activity regarding consumer finance transactions. Furthermore, certain states and localities have also adopted laws requiring licensing, registration, notice filing, or other approval for consumer debt collection or servicing, and/or purchasing or selling consumer loans. Credova has obtained lending licenses or made applicable notice filings in certain states, and may in the future pursue obtaining additional licenses or making additional notice filings. The loans Credova may originate on its platform pursuant to these state licenses are subject to state licensing and interest rate restrictions, as well as numerous state requirements regarding consumer protection, interest rate, disclosure, prohibitions on certain activities, and loan term lengths. Credova cannot assure you would receive that it will be successful in obtaining state licenses in other states or that Credova has not yet been required to apply for.

The application of some consumer financial licensing laws to Credova's platform and the related activities it performs is unclear. In addition, state licensing requirements may evolve over time. If Credova were found to be in violation of applicable state licensing requirements by a court or a state, federal, or local enforcement agency, or agree to resolve such lesser amount per share concerns by voluntary agreement, Credova could be subject to or agree to pay fines, damages, injunctive relief (including required modification or discontinuation of Credova's business in certain areas), criminal penalties, and other penalties or consequences, and the loans facilitated through Credova's platform could be rendered void or unenforceable in whole or in part, any of which could have an adverse effect on the enforceability or collectability of the loans facilitated through Credova's platform.

Litigation, regulatory actions, and compliance issues could subject Credova to fines, penalties, judgments, remediation costs, and requirements resulting in increased expenses.

In the ordinary course of business, Credova has been, is, or may be named as a defendant in various legal actions, including arbitrations and other litigation. From time to time, Credova may also be involved in, or the subject of, reviews, requests for information, investigations, and proceedings (both formal and informal) by state and federal governmental agencies, including banking regulators, the FTC, and the CFPB, regarding Credova's business activities and Credova's qualifications to conduct Credova's business in certain jurisdictions, which could subject Credova to fines, penalties, obligations to change Credova's business practices, and other requirements resulting in increased expenses and diminished earnings. Credova's involvement in any such matter also could cause harm to Credova's reputation and divert management attention from the operation of Credova's business, even if the matters are ultimately determined in Credova's favor. Moreover, any settlement, or any consent order or adverse judgment, in connection with any redemption formal or informal proceeding or investigation by a government agency, may prompt litigation or additional investigations or proceedings as other litigants or other government agencies begin independent reviews of your Public Shares. None of our officers will indemnify us for claims by third parties, including, without limitation, claims by vendors and prospective target businesses. the same or similar activities.

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In the event that the proceeds addition, a number of participants in the Trust Account consumer finance industry have been and are reduced below: (1) $10.00 per Public Share the subject of putative class action lawsuits; state attorney general actions and other state regulatory actions; federal regulatory enforcement actions, including actions relating to alleged UDAAP; violations of state licensing and lending laws, including state interest rate limits; actions alleging discrimination on the basis of race, ethnicity, gender, or other prohibited bases; and allegations of noncompliance with various state and federal laws and regulations relating to originating and servicing consumer finance loans. Recently, some of Credova's competitors in the aggregate; or (2) the actual amount per Public Share held BNPL space are subject to ongoing class action litigation, including allegations of unfair business and deceptive practices, and Credova may become subject to similar types of litigation in the Trust Account, if less than $10.00 per share due to reductions future. The current regulatory environment, increased regulatory compliance efforts, and enhanced regulatory enforcement have resulted in significant operational and compliance costs and may prevent Credova from providing certain products and services. There is no assurance that these regulatory matters or other factors will not, in the value future, affect how Credova conducts its business and, in turn, have an adverse effect on its business. In particular, legal proceedings brought under state consumer protection statutes or under several of the Trust Account assets, net of Permitted Withdrawals, and our Sponsor asserts that it is unable to satisfy its indemnification obligations or that it has no indemnification obligations related to a particular claim, our independent directors would determine whether to take legal action against our Sponsor to enforce its indemnification obligations. While we currently expect that our independent directors would take legal action on our behalf against our Sponsor to enforce its indemnification obligations to us, it is possible that in exercising their business judgment, our independent directors may choose not to do so in certain instances. For example, the independent directors may deem the cost of such legal action to be too high relative various federal consumer financial services statutes subject to the amount recoverable, or the independent directors may determine that a favorable outcome is not likely. Accordingly, we cannot assure you that due to claims of creditors the actual value jurisdiction of the per share redemption price will not be substantially less than $10.00 per share. Please see "Item 1A. Risk Factors - Risks Relating to Our Business Operations CFPB and Our Search FTC may result in a separate fine for and Consummation each violation of or Inability to Consummate, an Initial Business Combination - If third parties bring claims against us, the proceeds held statute, which, particularly in the Trust Account case of class action lawsuits, could be reduced and result in damages in excess of the per share redemption amount received by stockholders may be less than $10.00 per share." amounts Credova earned from the underlying activities.

We will seek to reduce ***Current and future government regulations may negatively impact the possibility that our Sponsor will have to indemnify the Trust Account due to claims of creditors by endeavoring to have all vendors, service providers (other than our independent registered public accounting firm), prospective target businesses, or other entities with which we do business execute agreements with us waiving any right, title, interest, or claim of any kind in or to monies held in the Trust Account. Our Sponsor will also not be liable as to any claims under our indemnity of the underwriters against certain liabilities, including liabilities under the Securities Act. As of March 23, 2023, we had access to approximately $175.0 million in the Trust Account with which to pay any such potential claims (including costs demand for Credova's merchants' products and expenses incurred in connection with our liquidation, which is estimated to be no more than approximately $100,000). In the event that we liquidate Credova's operations and it is subsequently determined that the reserve for claims and liabilities is insufficient, stockholders who received funds from our Trust Account could be liable for claims made by creditors. financial results.***

Under Credova's merchants operate in a complex regulatory and legal environment that could negatively impact the DGCL, stockholders demand for their products and expose the merchants to compliance and litigation risks, which could decrease transaction volume and ultimately affect Credova's operations and financial results. These laws may be held liable change, sometimes significantly, as a result of political, economic or social events. Some of the federal, state or local laws and regulations that affect Credova's merchants include:

- federal, state or local laws and regulations or executive orders that prohibit or limit the sale of certain items offered by Credova's merchants, such as firearms, black powder firearms, ammunition, bows, knives and similar products;
- the Bureau of Alcohol, Tobacco, Firearms and Explosives, or the ATF, regulations, audit and regulatory policies that impact the process by which Credova's merchants sell firearms and ammunition and similar policies of state agencies that have concurrent jurisdiction, such as the California Department of Justice;
- laws and regulations governing hunting and fishing;
- laws and regulations relating to consumer products, product liability or consumer protection, including regulation by the Consumer Product Safety Commission and similar state regulatory agencies;
- laws and regulations relating to the manner in which Credova's merchants advertise, market or sell their products;
- U.S. customs laws and regulations pertaining to proper item classification, quotas and the payment of duties and tariffs; and
- Federal Trade Commission, or FTC, regulations governing the manner in which orders may be solicited and prescribing other obligations in fulfilling orders and consummating sales.

Changes in these laws and regulations or additional regulation, particularly new laws or increased regulations regarding sales and ownership of firearms and ammunition, could cause the demand for claims and sales of products offered by third parties against Credova's merchants through Credova's platform to decrease and could materially adversely impact Credova's profitability. Sales of firearms, ammunition and shooting-related products represent a corporation significant percentage of the sales facilitated by Credova's platform and are critical in drawing customers to Credova's platform. A substantial reduction in sales or margins on sales of firearms and firearm related products facilitated by Credova's platform due to the extent establishment of distributions received by them in a dissolution. The pro rata portion of our Trust Account distributed to our public stockholders upon the redemption of our Public Shares in the event we do not complete our initial business combination within the Completion Window may be considered a liquidating

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distribution under Delaware law. If we comply with certain procedures set forth in Section 280 of the DGCL intended to ensure that we make reasonable provision for all claims against us, including a 60-day notice period during which any third-party claims can be brought against us, a 90-day period during which we may reject any claims brought, and an additional 150-day waiting period before any liquidating distributions are made to stockholders, any liability of stockholders with respect to a liquidating distribution is limited to the lesser of such stockholder's pro rata share of the claim or the amount distributed to the stockholder, and any liability of the stockholder would be barred after the third anniversary of the dissolution. *new regulations could harm Credova's operating results.*

Furthermore, if the pro rata portion *Risks Related to Our Operations as a New Public Company*

The requirements of being a public company may strain our Trust Account distributed resources, divert our management's attention and affect our ability to our attract and retain qualified independent board members.

*As a public stockholders upon the redemption of our Public Shares in the event we do not complete our initial business combination within the Completion Window is not considered a liquidating distribution under Delaware law, and such redemption distribution is deemed to be unlawful, then pursuant to Section 174 of the DGCL, the statute of limitations for claims of creditors could then be six years after the unlawful redemption distribution instead of three years (as in the case of a liquidating distribution). If company, we are unable to complete our initial business combination within the Completion Window, we will: (1) cease all operations, except for the purpose of winding up; (2) as promptly as reasonably possible (but not more than ten business days thereafter) redeem the Public Shares at a per share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest (net of Permitted Withdrawals and up to $100,000 of interest to pay dissolution expenses), divided by the number of then-outstanding Public Shares, which redemption will completely extinguish public stockholders' rights as stockholders (including the right to receive further liquidating distributions, if any), subject to applicable law; and (3) as promptly as reasonably possible following such redemption, subject to the approval reporting and corporate governance requirements of the Exchange Act, the listing requirements of the NYSE and other applicable securities rules and regulations, including the Sarbanes-Oxley Act and the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "**Dodd-Frank Act**"). Compliance with these rules and regulations will increase our remaining stockholders legal and financial compliance costs, make some activities more difficult, time-consuming or costly and increase demand on our Board, dissolve systems and liquidate, subject resources, particularly after we are no longer an "emerging growth company" as defined in each case the JOBS Act. Among other things, the Exchange Act requires that we file annual, quarterly and current reports with respect to our obligations under Delaware law business and results of operations and maintain effective disclosure controls and procedures and internal control over financial reporting. In order to provide for claims improve our disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could harm our business, financial condition, results of creditors operations and the requirements of other applicable law. Accordingly, it is our intention prospects. Although we have already hired additional personnel to redeem our Public Shares as soon as reasonably possible following the expiration of the Completion Window and, therefore, we do not intend to help comply with those procedures. As such, these requirements, we may need to further expand our stockholders could potentially be liable for any claims to legal and finance departments in the extent of distributions received by them (but no more) future, which will increase our costs and any liability of our stockholders may extend well beyond the third anniversary of such date. expenses.*

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Because we In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time-consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expense and a diversion of management's time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies, regulatory authorities may initiate legal proceedings against us and our business and prospects may be harmed. As a result of disclosure of information in the filings required of a public company and in this report, our business and financial condition will become more visible, which may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, our business, financial condition, results of operations and prospects could be materially harmed, and even if the claims do not be complying result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and materially harm our business, financial condition, results of operations and prospects.

We may have increasing difficulty attracting and retaining qualified outside independent board members.

The directors and management of publicly traded corporations are increasingly concerned with Section 280, Section 281(b) the extent of the DGCL requires us their personal exposure to adopt a plan—based on facts known to us at such time—that will provide for our payment of all existing lawsuits and pending shareholder claims, or as well as governmental and creditor claims that may be potentially brought against us within the subsequent ten years. However, because we are a blank check company rather than an operating company, and because our operations will be limited to searching for prospective target businesses to acquire, the only likely claims to arise would be from our vendors (such as lawyers and investment bankers, among others) or prospective target businesses. As described above, we will seek to have all vendors, service providers (other than our independent registered public accounting firm), prospective target businesses, or other entities with which we do business execute agreements with us waiving any right, title, interest or claim of any kind in or to any monies held in the Trust Account. As a result of this obligation, the claims that could be made against us them in connection with their positions with publicly held companies. Outside directors are significantly limited, becoming increasingly concerned with the availability of directors' and officers' liability insurance to pay on a timely basis the costs incurred in defending shareholder claims. Directors' and officers' liability insurance is expensive and difficult to obtain. The SEC and the likelihood that any claim that would result in any liability extending NYSE have also imposed higher independence standards and certain special requirements on directors of public companies. Accordingly, it may become increasingly difficult to the Trust Account is remote. Further, attract and retain qualified outside directors to serve on our Sponsor may be liable only Board.

Stock trading volatility could impact our ability to the extent necessary to ensure that the amounts in the Trust Account are not reduced below: (1) $10.00 per Public Share; or (2) the actual amount per Public Share held in the Trust Account as of the date of the liquidation of the Trust Account, if less than $10.00 per share due to reductions in value of the Trust Account assets, net of Permitted Withdrawals, recruit and will not be liable as to any claims under our indemnity of the underwriters against certain liabilities, including liabilities under the Securities Act. retain employees.

Volatility or lack of appreciation in our stock price may also affect our ability to attract and retain our key employees. Employees may be more likely to leave us if the shares they own or the shares underlying their vested equity have not significantly appreciated in value relative to the original purchase price of the shares or the exercise price of the options, or conversely, if the exercise price of the options that they hold are significantly above the market price of our common stock. If we file a bankruptcy petition are unable to retain our employees, or an involuntary bankruptcy petition is filed against us that is not dismissed, the proceeds held in the Trust Account if we need to increase our compensation expenses to retain our employees, our business, operating results, and financial condition could be subject to applicable bankruptcy laws and may be included in our bankruptcy estate and subject to the claims of third parties with priority over the claims adversely affected.

Members of our stockholders. To the extent any bankruptcy claims deplete the Trust Account, we cannot assure you we will be able to return $10.00 per share to our management team have no prior experience managing a public stockholders. Additionally, if we file a bankruptcy petition or an involuntary bankruptcy petition is filed against us that is not dismissed, any distributions received by stockholders could be viewed under applicable debtor/creditor and/or bankruptcy laws as either a "preferential transfer" or a "fraudulent conveyance." As a result, a bankruptcy court could seek to recover some or all amounts received by our stockholders. Furthermore, our Board may be viewed as having breached its fiduciary duty to our creditors and/or may have acted in bad faith, thereby exposing itself and our company to claims of punitive damages by paying public stockholders from the Trust Account prior to addressing the claims of creditors. We cannot assure you that claims will not be brought against us for these reasons. Please see "Item 1A. Risk Factors - Risks Relating to Our Business Operations and Our Search for and Consummation of, or Inability to Consummate, an Initial Business Combination - If, after we distribute the proceeds in the Trust Account to our public stockholders, we file a bankruptcy petition or an involuntary bankruptcy petition is filed against us that is not dismissed, a bankruptcy court may seek to recover such proceeds, and the members of our Board may be viewed as having breached their fiduciary duties to our creditors, thereby exposing the members of our Board and us to claims of punitive damages company.."

No members of our senior management team have any experience managing a publicly traded company, interacting with public company investors, and complying with the increasingly complex laws pertaining to public companies. Our management team may not successfully or efficiently manage our transition to being a public stockholders company, which will be entitled subject us to receive funds significant regulatory oversight and reporting obligations under the federal securities laws and the continuous scrutiny of securities analysts, investors and regulators. These new obligations and constituents will require significant attention from our senior management and could divert their attention away from the Trust Account only upon the earlier to occur of: (1) the completion day-to-day management of our initial business, combination, which could harm our business, results of operations,

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and then only in connection with those Public Shares that such stockholder properly elected to redeem, subject to the limitations described herein; (2) the redemption of any Public Shares properly submitted in connection with a stockholder vote to amend our Charter to modify the substance or timing of our obligation to provide for the redemption of our Public Shares in connection with an initial business combination or to redeem 100% of our Public Shares if we do not complete our initial business combination within the Completion Window; and (3) the redemption of all of our Public Shares if we are unable to complete our initial business combination within the Completion Window, subject to applicable law and as further described herein. In no other circumstances will a stockholder have any right or interest of any kind to or in the Trust Account. In the event we seek stockholder approval in connection with our initial business combination, a stockholder's voting in connection with our initial business combination alone will not result in a stockholder's redeeming its shares to us for an applicable pro rata share of the Trust Account. Such stockholder must have also exercised its redemption rights described above. financial condition.

Competition

In identifying, evaluating, and selecting a target business for our initial business combination, we may encounter intense competition from other entities having a business objective similar to ours, including other blank check companies, private equity groups and leveraged buyout funds, public companies, and operating businesses seeking strategic acquisitions. Many of these entities are well established and have extensive experience identifying and effecting business combinations directly or through affiliates. Moreover, many of these competitors may possess greater financial, technical, human, and other resources than we have. Our ability to acquire larger target businesses will be limited by our available financial resources. This inherent limitation may provide others an advantage in pursuing the acquisition of a target business. Furthermore, our obligation to pay cash in connection with our public stockholders who exercise their redemption rights may reduce the resources available to us for our initial business combination, and our outstanding warrants, and the future dilution they potentially represent, may not be viewed favorably by certain target businesses. Either of these factors may place us at a competitive disadvantage in successfully negotiating an initial business combination.

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Employees

We currently have two officers and do not intend to have any full-time employees prior to the completion of our initial business combination. Members of our management team are not obligated to devote any specific number of hours to our matters, but they intend to devote as much of their time as they deem necessary to our affairs until we have completed our business combination. The amount of time that any such person will devote in any time period to our company will vary based on whether a target business has been selected for our business combination and the current stage of the business combination process.

Facilities

We currently maintain our executive offices at 214 Brazilian Avenue, Suite 200-A, Palm Beach, Florida, 33480. We consider our current office space adequate for our current operations.

Regulation

an Emerging Growth Company, Status making comparisons to non-Emerging Growth companies difficult or impossible.

*We are an "emerging growth company, Emerging Growth Company ("**EGC**") as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act" "**JOBS Act**"). As such, , and we are eligible have taken and expect to continue to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not "emerging growth companies," EGCs including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, of 2002 (the "Sarbanes-Oxley Act"), reduced disclosure obligations regarding executive compensation in our periodic reports, registrations statements and proxy statements, and exemptions from the requirements of holding a non-binding nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. If some investors find our securities less attractive as a result, there may be a less active trading market for our securities and the prices of our securities may be more volatile.*

In addition, Further, Section 107 102(b)(1) of the JOBS Act also provides exempts EGCs from being required to comply with new or revised financial accounting standards until private companies (that is, those that an emerging growth company can take advantage have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. This exemption may make comparison of our financial statements with other public companies that are neither EGCs nor EGCs that have opted out of using the extended transition period provided in Section 7(a)(2)(B) difficult or impossible because of the Securities Act for complying with new or revised accounting standards. In other words, an emerging growth company can delay the adoption of certain potential differences in accounting standards until those standards would otherwise apply used.

We may be exposed to private companies. We have risk if we cannot enhance, maintain, and intend adhere to continue to take advantage of the benefits of this extended transition period. our internal controls and procedures.

We As a public company trading on the NYSE, we have significant requirements for enhanced financial reporting and internal controls. The process of designing and implementing effective internal controls is a continuous effort that will remain an emerging growth require us to anticipate and react to changes in our business accounting, auditing and regulatory requirements and to expend significant resources to maintain a system of internal controls that is adequate to satisfy our reporting obligations as a public company, for up and we are still early in the process of generating a mature system of internal controls and integration across business systems. If we are unable to five years following the completion establish or maintain appropriate internal financial reporting controls and procedures, it could cause us to fail to meet our reporting obligations on a timely basis, result in material misstatements in our financial statements, harm our operating results, and subject us to litigation and claims arising from material weaknesses in our internal controls and any resulting consequences, including restatements of our Initial Public Offering financial statements. See "Litigation or until the earliest of: (1) the last day of the first fiscal year in legal proceedings could expose us to significant liabilities and have a negative impact on our annual gross revenue exceeds of $1.235 billion; (2) December 31 of the fiscal year that we become a "large accelerated filer," as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our common stock held by non-affiliates exceeds $700.0 million as of the last business day of our most recently completed second fiscal quarter and we have been publicly reporting for at least 12 months; reputation or (3) the date on which we have issued more than $1.0 billion in non-convertible debt securities during the preceding three-year period. References herein to "emerging growth company" shall have the meaning associated with it in the Securities Act, as modified by the JOBS Act. business."

Periodic Reporting Matters impacting our internal controls may cause us to be unable to report our financial information in an accurate manner or on a timely basis and Financial Information

Our Units, Public Shares thereby subject us to adverse regulatory consequences, including sanctions by the SEC or violations of NYSE rules. There also could be a negative reaction in the financial markets due to a loss of investor confidence in us and Warrants are registered under the Exchange Act, and we have reporting obligations, including reliability of our financial statements. Confidence in the requirement that we file annual, quarterly and current reports with the SEC. The SEC maintains an internet site at www.sec.gov that contains such reports, proxy and information statements and other information regarding issuers that file electronically with the SEC. In accordance with the requirements reliability of the Exchange Act, our annual reports contain financial statements audited and reported on by also could suffer if we or our independent registered public accounting firm.

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We will provide stockholders with audited financial statements of the prospective target business as part of the tender offer materials or proxy solicitation materials sent to shareholders to assist them in assessing the target business. These financial statements may be required to be prepared in accordance with, or be reconciled to United States generally accepted accounting principles ("GAAP") or international financial reporting standards as promulgated by the international accounting standards board ("IFRS"), depending on the circumstances and the historical financial statements may be required to be audited in accordance with the standards of the Public Company Accounting Oversight Board ("PCAOB"). These financial statement requirements may limit the pool of potential target businesses we may acquire because some targets may be unable to provide such financial statements in time for us to disclose such financial statements in accordance with federal proxy rules and complete our initial business combination within the Completion Window. We cannot assure you that any particular target business identified by us as a potential business combination candidate will have financial statements prepared in accordance with GAAP or that the potential target business will be able to prepare its financial statements in accordance with the requirements outlined above. To the extent that these requirements cannot be met, we may not be able to acquire the proposed target business. While this may limit the pool of potential business combination candidates, we do not believe that this limitation will be material.

Under the Sarbanes-Oxley Act, we are required to evaluate our internal control procedures for the fiscal year ending December 31, 2022. Only

firm continue

report a material weakness

controls over financial reporting. This could materially adversely affect us and lead to a decline in the event we are deemed to be a large accelerated filer or an accelerated filer and no longer an emerging growth company will we be required to have our internal control procedures audited. A target business may not be in compliance with the provisions of the Sarbanes-Oxley Act regarding adequacy of their internal controls. The development of the internal controls of any such entity to achieve compliance with the Sarbanes-Oxley Act may increase the time and costs necessary to complete any such acquisition.

Our Sponsor: Colombier Sponsor LLC

Sponsor Indemnity

In order to protect the amounts held in the Trust Account, the Sponsor has agreed to be liable to us if and to the extent any claims by a third party for services rendered or products sold to us, or a prospective target business with which we have discussed entering into a transaction agreement, reduce the amount of funds in the Trust Account to below (1) $10.00 per Public Share in the aggregate or (2) the actual amount per Public Share held in the Trust Account as of the date of the liquidation of the Trust Account, if less than $10.00 per Public Share due to reductions in the value of the Trust Account assets, less Permitted Withdrawals; provided that such liability will not apply to any claims by a third party or prospective target business who executed a waiver of any and all rights to monies held in the Trust Account, nor will it apply to any claims under our indemnity of the underwriters of the Initial Public Offering against certain liabilities, including liabilities under the Securities Act. Moreover, in the event that an executed waiver is deemed to be unenforceable against a third party, the Sponsor will not be responsible to the extent of any liability for such third-party claims. We will seek to reduce the possibility that the Sponsor will have to indemnify the Trust Account due to claims of creditors by endeavoring to have all vendors, service providers (except our independent registered public accounting firm), prospective target businesses, or other entities with which we do business execute agreements with us waiving any right, title, interest, or claim of any kind in or to monies held in the Trust Account.

Sponsor Redemption Rights

The Sponsor has agreed (a) to waive its redemption rights with respect to its Founder Shares and Public Shares held by it in connection with the completion of an initial business combination, (b) to waive its liquidation rights with respect to the Founder Shares if the Company fails to complete an initial business combination within 24 months from the closing of the Initial Public Offering (or 27 months, under certain circumstances) and (c) not to propose an amendment to the Charter (i) to modify the substance or timing of our obligation to allow redemption in connection with our initial business combination or to redeem 100% of its Public Shares if we do not complete a business combination or (ii) with respect to any other provision relating to stockholders' rights or pre-initial business combination activity, unless we provide the public stockholders with the opportunity to redeem their Public Shares in conjunction with any such amendment.

Sponsor Liquidation Rights

The Sponsor has agreed to waive its liquidation rights with respect to the Founder Shares if we fail to complete a business combination within the Combination Period. However, if the Sponsor acquires Public Shares, such Public Shares will be entitled to liquidating distributions from the Trust Account if we fail to complete a business combination within the Combination Period.

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Item 1A. Risk Factors.

An investment in our securities involves a high degree of risk. You should consider carefully all of the risks described below, together with the other information contained in this Annual Report on Form 10-K, the prospectus associated with our Initial Public Offering and the registration statement of which such prospectus form a part before making a decision to invest in our securities. If any of the following events occurs, our business, financial condition and operating results may be materially adversely affected. In that event, the trading market price of our securities could decline, and you could lose all or part of your investment.

SUMMARY OF RISK FACTORS

Our business is subject to numerous risks and uncertainties, including those highlighted below, that represent challenges that we may face in connection with the successful implementation of our strategy. The occurrence of one or more of the events or circumstances described this section-either alone or in combination with other events or circumstances-may adversely affect our ability to effect a business combination, and may have an adverse effect on our business, cash flows, financial condition and results of operations. This summary only highlights the more detailed information appearing elsewhere in this Annual Report. You should read this entire report carefully, including the information contained in this "Item 1A. Risk Factors" and our financial statements and the related notes included elsewhere in this Annual Report, before investing.

- We are an early stage company with no operating history and, accordingly, you have no basis on which to evaluate our ability to achieve our business objective.
- Our search for a business combination, and any target business with which we may ultimately consummate a business combination, may be materially adversely affected by ongoing volatility in the capital markets.
- Our public shareholders may not be afforded an opportunity to exercise their redemption rights.
- The NYSE may delist our securities from trading on its exchange, which could limit investors' ability to make transactions in our securities and subject us to additional trading restrictions.
- If we are unable to complete our initial business combination during the Combination Period, our Sponsor may decide not to extend the term we have to consummate such a business combination, in which case we would cease all operations (except for the purpose of winding up) and we would redeem our Public Shares and liquidate, thus rendering the rights and warrants worthless.
- We may be declared an investment company under the Investment Company Act, thus subjecting us to a complex regulatory regime.
- We are subject to the inherent risks associated with operating under a constantly changing legal and regulatory regime.
- We may suffer risks associated with our ability to select an appropriate target business or businesses, including limitations in the pool of prospective target businesses available to us and the ability of our officers and directors to generate a number of potential business combination opportunities.
- We may suffer risks associated with the performance of the prospective target business or businesses.
- We may issue additional shares of our Public Shares to complete our initial business combination, which would dilute the equity interest of our existing shareholders.

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- We may issue notes or other debt securities or otherwise incur substantial debt to complete a business combination, which may adversely affect our leverage and financial condition and thus negatively impact the value of our shareholders' investment in us.
- Our officers and directors may allocate their time to other businesses, or may potentially have conflicts of interest with our business or in approving an initial business combination.
- We may not have sufficient working capital to cover our operating expenses.
- We may engage in a business combination with one or more target businesses that have relationships with entities that may be affiliated with our executive officers, directors or insiders, which may raise potential conflicts of interest.
- Our Sponsor, officers, and directors may have incentives to complete a business combination on unfavorable terms to avoid the alternative result of losing their entire investment in us, which would occur should such an initial business combination otherwise remain incomplete upon the termination of the Combination Period.
- We may have difficulty obtaining additional financing to complete our initial business combination.
- We may suffer risks associated with our ability to recruit and retain our officers, key employees, and directors following our initial business combination.
- We retain the ability to amend the terms of our warrants, and such amendment may be adverse to the holders of our public warrants.
- We retain the ability to redeem our warrant holders' unexpired warrants prior to their exercise.
- Volatility in the capital markets, as well as other factors, may inhibit the potential liquidity and trading activity of our public securities.
- Provisions in our Charter, bylaws, and Delaware law may inhibit a takeover of us, which could limit the price investors might be willing to pay in the future for our common stock; such items could also discourage lawsuits against our directors and officers, thus lending to the possibility that management could become entrenched.

Risks Relating to Our Business Operations and Our Search for and Consummation of, or Inability to Consummate, an Initial Business Combination

common stock.

We are an early stage company with no operating history and, accordingly, you have no basis on which to evaluate our ability to achieve our business objective.

We are an early stage company with no operating results. Because we lack an operating history, you have no basis upon which to evaluate our ability to achieve our business objective, which is to complete our initial business combination with one or more target businesses. If we fail to complete our business combination, we will never generate any operating revenues.

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Our public stockholders may not be afforded an opportunity to vote on our proposed initial business combination, and even if we hold a vote, holders of our Founder Shares will participate in such vote, which means we may complete our initial business combination even though a majority of our public stockholders do not support such a combination.

We may not hold a stockholder vote to approve our initial business combination unless the business combination would require stockholder approval under applicable law or stock exchange listing requirements or if we decide to hold a stockholder vote for business or other reasons. For instance, the NYSE rules currently allow us to engage in a tender offer in lieu of a stockholder meeting, but would still require us to obtain stockholder approval if we were seeking to issue more than 20% of our outstanding shares to a target business as consideration in any business combination. Therefore, if we were structuring a business combination that required us to issue more than 20% of our outstanding shares, we would seek stockholder approval of such business combination. However, except as required by applicable law or stock exchange rules, the decision as to whether we will seek stockholder approval of a proposed business combination or will allow stockholders to sell their shares to us in a tender offer will be made by us, solely in our discretion, and will be based on a variety of factors, such as the timing of the transaction and whether the terms of the transaction would otherwise require us to seek stockholder approval. Even if we seek stockholder approval, the holders of our Founder Shares will participate in the vote on such approval. Accordingly, we may consummate our initial business combination even if holders of a majority of our outstanding Public Shares do not approve of the business combination we consummate. Please see "Item 1. Business - Initial Business Combination - Stockholders May Not Have the Ability to Approve our Initial Business Combination" for additional information.

If we seek stockholder approval of our initial business combination, our Sponsor, officers and directors have agreed to vote in favor of such initial business combination, regardless of how our public stockholders vote.

Our Sponsor, officers and directors have agreed (and their permitted transferees will agree) to vote any Founder Shares and any Public Shares held by them in favor of our initial business combination. As a result, in addition to our Sponsor's Founder Shares, we would need 6,425,625, or 37.5% (assuming all issued and outstanding shares are voted), or 3,281,251, or 37.5% (assuming only the minimum number of shares representing a quorum are voted) of the 17,250,000 Public Shares to be voted in favor of a transaction in order to have such initial business combination approved. We expect that our Sponsor and its permitted transferees will own at least 20% of our outstanding shares of common stock at the time of any such stockholder vote. Accordingly, if we seek stockholder approval of our initial business combination, it is more likely that the necessary stockholder approval will be received than would be the case if our Sponsor and its permitted transferees agreed to vote their Founder Shares in accordance with the majority of the votes cast by our public stockholders.

Your only opportunity to affect the investment decision regarding a potential business combination will be limited to the exercise of your right to redeem your shares from us for cash, unless we seek stockholder approval of such business combination.

At the time of your investment in us, you will not be provided with an opportunity to evaluate the specific merits or risks of any target businesses. Additionally, since our Board may complete a business combination without seeking stockholder approval, public stockholders may not have the right or opportunity to vote on the business combination. Accordingly, if we do not seek stockholder approval, your only opportunity to affect the investment decision regarding a potential business combination may be limited to exercising your redemption rights within the period of time (which will be at least 20 business days) set forth in our tender offer documents mailed to our public stockholders in which we describe our initial business combination.

The ability of our public stockholders to redeem their shares for cash may make our financial condition unattractive to potential business combination targets, which may make it difficult for us to enter into a business combination with a target.

We may seek to enter into a business combination transaction agreement with a prospective target that requires as a closing condition that we have a minimum net worth or a certain amount of cash. If too many public stockholders exercise their redemption rights, we would not be able to meet such closing condition and, as a result, would not be able to proceed with the business combination. The amount of the deferred underwriting commissions payable to the underwriters will not be adjusted for any shares that are redeemed in connection with a business combination and such amount of deferred underwriting discount is not available for us to use as consideration in an initial business combination. Furthermore, in no event will we redeem our Public Shares in an amount that would cause our net tangible assets to be less than $5,000,001 (so that we do not then become subject to the SEC's "penny stock" rules) or any greater net tangible asset or cash requirement which may be contained in the agreement relating to our initial business combination. Consequently, if accepting all properly submitted redemption requests would cause our net tangible assets to be less than $5,000,001 or such greater amount necessary to satisfy a closing condition as described above, we would not proceed with such redemption and the related business combination and may instead search for an alternate business combination. Prospective targets will be aware of these risks and thus may be reluctant to enter into a business combination transaction with us.

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The ability of our public stockholders to exercise redemption rights with respect to a large number of our shares may not allow us to complete the most desirable business combination or optimize our capital structure.

At the time we enter into an agreement for our initial business combination, we will not know how many stockholders may exercise their redemption rights and, therefore, we will need to structure the transaction based on our expectations as to the number of shares that will be submitted for redemption. If our initial business combination agreement requires us to use a portion of the cash in the Trust Account to pay the purchase price, or requires us to have a minimum amount of cash at closing, we will need to reserve a portion of the cash in the Trust Account to meet such requirements or arrange for third party financing. In addition, if a larger number of shares is submitted for redemption than we initially expected, we may need to restructure the transaction to reserve a greater portion of the cash in the Trust Account or arrange for third party financing. Raising additional third party financing may involve dilutive equity issuances or the incurrence of indebtedness at higher-than-desirable levels. Furthermore, this dilution would increase to the extent that the anti-dilution provision of the Founder Shares results in the issuance of Public Shares on a greater than one-to-one basis upon conversion of the Founder Shares at the time of our initial business combination. In addition, the amount of deferred underwriting commissions payable to the underwriters is not required to be adjusted for any shares that are redeemed in connection with an initial business combination. The above considerations may limit our ability to complete the most desirable business combination available to us or optimize our capital structure.

The ability of our public stockholders to exercise redemption rights with respect to a large number of our shares could increase the probability that our initial business combination would be unsuccessful and that you would have to wait for liquidation in order to redeem your stock.

If our initial business combination agreement requires us to use a portion of the cash in the Trust Account to pay the purchase price, or requires us to have a minimum amount of cash at closing, the probability that our initial business combination would be unsuccessful increases. If our initial business combination is unsuccessful, you would not receive your pro rata portion of the Trust Account until we liquidate the Trust Account. If you are in need of immediate liquidity, you could attempt to sell your stock in the open market; however, at such time, our stock may trade at a discount to the pro rata amount per share in the Trust Account. In either situation, you may suffer a material loss on your investment or lose the benefit of funds expected in connection with our redemption until we liquidate or you are able to sell your stock in the open market.

The requirement that we complete our initial business combination within the Completion Window may give potential target businesses leverage over us in negotiating a business combination and may limit the time we have in which to conduct due diligence on potential business combination targets, in particular as we approach our dissolution deadline-which could undermine our ability to complete our initial business combination on terms that would produce value for our stockholders.

Any potential target business with which we enter into negotiations concerning a business combination will be aware that we must complete our initial business combination within the Completion Window (that is, before June 11, 2023, or until September 11, 2023 if we have executed a letter of intent, agreement in principle or definitive agreement for an initial business combination prior to June 11, 2023). Consequently, such target business may obtain leverage over us in negotiating a business combination, knowing that if we do not complete our initial business combination with that particular target business, we may be unable to complete our initial business combination with any target business. This risk will increase as we get closer to the timeframe described above. In addition, we may have limited time to conduct due diligence and may enter into our initial business combination on terms that we would have rejected upon a more comprehensive investigation.

We may not be able to complete our initial business combination within the Completion Window, in which case we would cease all operations (except for the purpose of winding up) and redeem our Public Shares and liquidate, in which case our public stockholders may receive only $10.00 per share (or less than such amount in certain circumstances) and our Warrants will expire worthless.

Our Sponsor, officers and directors have agreed that we must complete our initial business combination within the Completion Window. We may not be able to find a suitable target business and complete our initial business combination within such time period. Our ability to complete our initial business combination may be negatively impacted by general market conditions, volatility in the capital and debt markets, and the other risks described herein, including risks associated with the ongoing COVID-19 pandemic.

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If we have not completed our initial business combination within such time period, we will: (1) cease all operations except for the purpose of winding up; (2) as promptly as reasonably possible (but not more than 10 business days thereafter) redeem the Public Shares at a per share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest (net of Permitted Withdrawals and up to $100,000 of interest to pay dissolution expenses), divided by the number of then-outstanding Public Shares, which redemption will completely extinguish public stockholders' rights as stockholders (including the right to receive further liquidating distributions, if any), subject to applicable law; and (3) as promptly as reasonably possible following such redemption, subject to the approval of our remaining stockholders and our Board, dissolve and liquidate, subject in each case to our obligations under Delaware law to provide for claims of creditors and the requirements of other applicable law. In such case, our public stockholders may receive only $10.00 per share, or less than $10.00 per share, on the redemption of their shares, and our Warrants will expire worthless. Please see "Item 1A. Risk Factors - Risks Relating to Our Business Operations and Our Search for and Consummation of, or Inability to Consummate, an Initial Business Combination - If third parties bring claims against us, the proceeds held in the Trust Account could be reduced and the per share redemption amount received by stockholders may be less than $10.00 per share" and "-Our search for a business combination, and any target business with which we ultimately consummate a business combination, may be materially adversely affected by the COVID-19 pandemic."

The securities in which we invest the funds held in the Trust Account could bear a negative rate of interest, which could reduce the aggregate value of the assets held in the Trust Account such that the per share redemption amount received by public stockholders may be less than your anticipated per share redemption amount.

The funds in the Trust Account may only be invested in U.S. government treasury bills with a maturity of 185 days or less, or in money market funds that meet certain conditions under Rule 2a-7 under the Investment Company Act and that invest only in direct U.S. government obligations. While short-term U.S. government treasury bills currently yield a positive rate of interest, they have briefly yielded negative interest rates in recent years. Central banks in Europe and Japan pursued interest rates below zero in recent years, and the Open Market Committee of the Federal Reserve has not ruled out the possibility that it may in the future adopt similar policies in the United States. In the event that we are unable to complete our initial business combination or make certain amendments to our Charter, our public stockholders are entitled to receive their pro rata share of the proceeds held in the Trust Account, including interest (net of Permitted Withdrawals and up to $100,000 of interest to pay dissolution expenses). Negative interest rates could affect the per share redemption amount that may be received by public stockholders.

If we seek stockholder approval of our initial business combination, our Sponsor, directors, officers, advisors or any of their respective affiliates may elect to purchase shares or warrants from the public, which may influence a vote on a proposed business combination and reduce the public "float" of our common stock.

If we seek stockholder approval of our initial business combination and we do not conduct redemptions in connection with our initial business combination pursuant to the tender offer rules, our Sponsor, directors, officers, advisors, or any of their respective affiliates may purchase Public Shares or public Warrants or a combination thereof in privately negotiated transactions or in the open market either prior to or following the completion of our initial business combination, although they are under no obligation or other duty to do so. Such a purchase may include a contractual acknowledgement that such public stockholder, although still the record holder of our shares, is no longer the beneficial owner thereof-and therefore agrees not to exercise its redemption rights.

In the event that our Sponsor, directors, officers, advisors, or any of their respective affiliates purchase Public Shares in privately negotiated transactions from public stockholders who have already elected to exercise their redemption rights, such selling public stockholders would be required to revoke their prior elections to redeem their shares. The price per share paid in any such transaction may be different from the amount per share a public stockholder would receive if it elected to redeem its shares in connection with our initial business combination. The purpose of such purchases could be to vote such shares in favor of the business combination and thereby increase the likelihood of obtaining stockholder approval of our initial business combination or to satisfy a closing condition in an agreement with a target that requires us to have a minimum net worth or a certain amount of cash at the closing of our initial business combination where it appears that such requirement would otherwise not be met. The purpose of any such purchases of public Warrants could be to reduce the number of public Warrants outstanding or to vote such Warrants on any matters submitted to the Warrant holders for approval in connection with our initial business combination. Any such purchases of our securities may result in the completion of our initial business combination that may not otherwise have been possible. Any such purchases will be reported pursuant to Section 13 and Section 16 of the Exchange Act to the extent such purchasers are subject to such reporting requirements.

In addition, if such purchases are made, the public "float" of our Public Shares and the number of beneficial holders of our securities may be reduced, possibly making it difficult to maintain or obtain the quotation, listing or trading of our securities on a national securities exchange.

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If a stockholder fails to receive notice of our offer to redeem our public shares in connection with our initial business combination, or fails to comply with the procedures for tendering its shares, such shares may not be redeemed.

We will comply with the tender offer rules or proxy rules, as applicable, when conducting redemptions in connection with our initial business combination. Despite our compliance with these rules, if a stockholder fails to receive our tender offer or proxy materials, as applicable, such stockholder may not become aware of the opportunity to redeem its shares. In addition, the tender offer documents or proxy materials, as applicable, that we will furnish to holders of our Public Shares in connection with our initial business combination will describe the various procedures that must be complied with in order to validly tender or redeem Public Shares. For example, we may require our public stockholders seeking to exercise their redemption rights —whether they are record holders or hold their shares in "street name"—to either tender their certificates to our transfer agent prior to the date set forth in the tender offer or proxy materials documents mailed to such holders, or up to two business days prior to the vote on the proposal to approve the initial business combination in the event we distribute proxy materials, or to deliver their shares to the transfer agent electronically. In the event that a stockholder fails to comply with these procedures, its shares may not be redeemed. Please see "Item 1. Business - Initial Business Combination - Tendering Stock Certificates in Connection with a Tender Offer or Redemption Rights." You will not have any rights or interests in funds from the Trust Account, except under certain limited circumstances. To liquidate your investment, therefore, you may be forced to sell your Public Shares or Warrants, potentially at a loss.

Our public stockholders will be entitled to receive funds from the Trust Account only upon the earlier to occur of: (1) the completion of our initial business combination, and then only in connection with those Public Shares that such stockholder properly elected to redeem, subject to the limitations described herein; (2) the redemption of any Public Shares properly submitted in connection with a stockholder vote to amend our Charter to modify the substance or timing of our obligation to provide for the redemption of our Public Shares in connection with an initial business combination or to redeem 100% of our Public Shares if we do not complete our initial business combination within the Completion Window; and (3) the redemption of all of our Public Shares if we are unable to complete our initial business combination within the Completion Window, subject to applicable law and as further described herein. In addition, if we are unable to complete an initial business combination within the completion window for any reason, compliance with Delaware law may require that we submit a plan of dissolution to our then-existing stockholders for approval prior to the distribution of the proceeds held in our Trust Account. In that case, public stockholders may be forced to wait beyond the completion window before they receive funds from our Trust Account. In no other circumstances will a public stockholder have any right or interest of any kind in the Trust Account. Holders of warrants will not have any right to the proceeds held in the trust account with respect to the warrants. Accordingly, to liquidate your investment, you may be forced to sell your Public Shares or Warrants, potentially at a loss.

Our public stockholders do not have any rights or interests in funds from the Trust Account, except under certain limited circumstances. To liquidate their investment, therefore, public stockholders may be forced to sell their Public Shares or Warrants, potentially at a loss.

Our public stockholders will be entitled to receive funds from the Trust Account only upon the earlier to occur of: (1) the completion of our initial business combination, and then only in connection with those Public Shares that such stockholder properly elected to redeem, subject to the limitations described herein; (2) the redemption of any Public Shares properly submitted in connection with a stockholder vote to amend our Charter to modify the substance or timing of our obligation to provide for the redemption of our Public Shares in connection with an initial business combination or to redeem 100% of our Public Shares if we do not complete our initial business combination within the Completion Window; and (3) the redemption of all of our Public Shares if we are unable to complete our initial business combination within the Completion Window, subject to applicable law and as further described herein. In addition, if we are unable to complete an initial business combination within the Completion Window for any reason, compliance with Delaware law may require that we submit a plan of dissolution to our then-existing stockholders for approval prior to the distribution of the proceeds held in our Trust Account. In that case, public stockholders may be forced to wait beyond the Completion Window before they receive funds from our Trust Account. In no other circumstances will a public stockholder have any right or interest of any kind in the Trust Account. Holders of Warrants will not have any right to the proceeds held in the Trust Account with respect to the Warrants. Accordingly, to liquidate your investment, you may be forced to sell your Public Shares or Warrants, potentially at a loss.

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If the funds not being held in the Trust Account are insufficient to allow us to operate for at least the duration of the Completion Window, we may not be able to complete our initial business combination.

The funds available to us outside of the Trust Account may not be sufficient to allow us to operate at least the Completion Window, assuming that our initial business combination is not completed during that time. We expect to incur significant costs in pursuit of our acquisition plans. However, our affiliates are not obligated to make loans to us in the future, and we may not be able to raise additional financing from unaffiliated parties necessary to fund our expenses. Any such event in the future may negatively impact the analysis regarding our ability to continue as a going concern at such time.

We believe that the funds available to us outside of the Trust Account will be sufficient to allow us to operate at least for the Completion Window; however, we cannot assure you that our estimate is accurate. Of the funds available to us, we could use a portion of the funds available to us to pay commitment fees for financing, fees to consultants to assist us with our search for a target business or as a down payment, or to fund a "no-shop" provision (a provision in letters of intent or merger agreements designed to keep target businesses from "shopping" around for transactions with other companies or investors on terms more favorable to such target businesses) with respect to a particular proposed business combination, although we do not have any current intention to do so. If we entered into an agreement where we paid for the right to receive exclusivity from a target business and were subsequently required to forfeit such funds (whether as a result of our breach or otherwise), we might not have sufficient funds to continue searching for, or conduct due diligence with respect to, a prospective target business. If we are unable to complete our initial business combination, our public stockholders may receive only approximately $10.00 per share, or less in certain circumstances, on the liquidation of our Trust Account, and our Warrants will expire worthless. Please see "Item 1A. Risk Factors - If third parties bring claims against us, the proceeds held in the Trust Account could be reduced and the per-share redemption amount received by stockholders may be less than $10.00 per share" and other risk factors herein.

Because of our limited resources and the significant competition for business combination opportunities, it may be more difficult for us to complete our initial business combination. If we are unable to complete our initial business combination, our public stockholders may receive only approximately $10.00 per share, or less in certain circumstances, on our redemption of their stock, and our Warrants will expire worthless.

We expect to encounter intense competition from other entities having a business objective similar to ours, including private investors (which may be individuals or investment partnerships), other blank check companies, and other entities (both domestic and international) competing for the types of businesses we intend to acquire. Many of these individuals and entities are well established and have extensive experience in identifying and effecting, directly or indirectly, acquisitions of companies operating in or providing services to various industries. Many of these competitors possess greater technical, human, and other resources or more local industry knowledge than we do, and our financial resources will be relatively limited when contrasted with those of many of these competitors. While we believe there will be numerous target businesses we could potentially acquire with the net proceeds of our Initial Public Offering and the sale of the Private Placement Warrants, our ability to compete with respect to the acquisition of certain target businesses that are sizable will be limited by our available financial resources. Our Sponsor, any of its affiliates, or any of their respective clients may make additional investments in us, although our Sponsor and its affiliates have no obligation or other duty to do so.

This inherent competitive limitation gives others an advantage in pursuing the acquisition of certain target businesses. Furthermore, in the event we seek stockholder approval of our initial business combination and we are obligated to pay cash for Public Shares that are redeemed, doing so will potentially reduce the resources available to us for our initial business combination. Any of these obligations may place us at a competitive disadvantage in successfully negotiating and completing a business combination. If we are unable to complete our initial business combination, our public stockholders may receive only approximately $10.00 per share, or less in certain circumstances, on the liquidation of our Trust Account, and our Warrants will expire worthless. Please see "Item 1A. Risk Factors - Risks Relating to Our Business Operations and Our Search for and Consummation of, or Inability to Consummate, an Initial Business Combination - If third parties bring claims against us, the proceeds held in the Trust Account could be reduced and the per-share redemption amount received by stockholders may be less than $10.00 per share" and other risk factors herein.

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Our management concluded that there is substantial doubt about our ability to continue as a "going concern."

As of December 31, 2022, we had $195,339 in cash held outside our Trust Account. As of December 31, 2022, approximately $2,448,027 of the amount on deposit in the Trust Account represented interest income, which is available to pay our tax obligations and, on an annual basis, up to $1,000,000 in working capital requirements. If we are unable to raise additional capital, we may be required to take additional measures to conserve liquidity, which could include, but not necessarily be limited to, suspending the pursuit of a business combination. We cannot provide any assurance that new financing will be available to us on commercially acceptable terms, if at all. Further, our plans to raise capital and to consummate our initial business combination may not be successful. These factors, among others, raise substantial doubt about our ability to continue as a going concern through our liquidation date. The financial statements contained elsewhere in this Annual Report do not include any adjustments that might result from our inability to consummate a business combination or our inability to continue as a going concern.

We will depend on Permitted Withdrawals and loans from our Sponsor or management team to fund our search, to pay our taxes and to complete our initial business combination. If we are unable to obtain such loans, we may be unable to complete our initial business combination.

We fund our working capital requirements prior to the time of our initial business combination with Permitted Withdrawals from the interest earned on the Trust Account, subject to an annual limit of $1,000,000. In addition, our Sponsor, an affiliate of our Sponsor, or our officers and directors may (without obligation) loan us funds as may be required to fund our working capital requirements. Based upon current interest rates, we expect the Trust Account to generate approximately $12,000 of interest annually (assuming an interest rate of 0.08% per year); however, we can provide no assurances regarding this amount. If we are required to seek additional capital, we would need to borrow funds from our sponsor, management team, or other third parties to operate-or we may be forced to liquidate. Neither our Sponsor nor members of our management team or any of their respective affiliates is under any obligation or other duty to loan funds to us in such circumstances. Any such loans would be repaid only from funds held outside the Trust Account or from funds released to us upon completion of our initial business combination. If we are unable to complete our initial business combination because we do not have sufficient funds available to us, we will be forced to cease operations and liquidate the Trust Account. In such case, our public stockholders may receive only $10.00 per share (or less in certain circumstances) and our warrants will expire worthless. Please see "Item 1A. Risk Factors - Risks Relating to Our Business Operations and Our Search for and Consummation of, or Inability to Consummate, an Initial Business Combination - If third parties bring claims against us, the proceeds held in the Trust Account could be reduced and the per-share redemption amount received by stockholders may be less than $10.00 per share" and other risk factors herein.

Subsequent to our completion of our initial business combination, we may be required to take write-downs or write-offs, restructuring and impairment or other charges that could have a significant negative effect on our financial condition, results of operations, and the price of our securities, which could cause you to lose some or all of your investment.

Even if we conduct extensive due diligence on a target business with which we combine, we cannot assure you that this diligence will identify all material issues that may be present with a particular target business, that it would be possible to uncover all material issues through a customary amount of due diligence, or that factors outside of the target business and outside of our control will not later arise. As a result, we may be forced to later write down or write off assets, restructure our operations, or incur impairment or other charges that could result in our reporting losses. Even if our due diligence successfully identifies certain risks, unexpected risks may arise, and previously known risks may materialize in a manner not consistent with our preliminary risk analysis. Even though these charges may be non-cash items and not have an immediate impact on our liquidity, the fact that we report charges of this nature could contribute to negative market perceptions about us or our securities. In addition, charges of this nature may cause us to violate net worth or other covenants to which we may be subject as a result of assuming pre-existing debt held by a target business or by virtue of our obtaining post-combination debt financing. Accordingly, any stockholders or warrant holders who choose to remain a stockholder or warrant holder following our initial business combination could suffer a reduction in the value of their securities. Such stockholders or warrant holders are unlikely to have a remedy for such reduction in value.

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If third parties bring claims against us, the proceeds held in the Trust Account could be reduced and the per share redemption amount received by stockholders may be less than $10.00 per share.

Our placing of funds in the Trust Account may not protect those funds from third party claims against us. Although we will seek to have all vendors, service providers (other than our independent registered public accounting firm), prospective target businesses, or other entities with which we do business execute agreements with us waiving any right, title, interest, or claim of any kind in or to any monies held in the Trust Account for the benefit of our public stockholders, such parties may not execute such agreements, or even if they execute such agreements they may not be prevented from bringing claims against the Trust Account, including, but not limited to, fraudulent inducement, breach of fiduciary responsibility, or other similar claims, as well as claims challenging the enforceability of the waiver, in each case in order to gain advantage with respect to a claim against our assets, including the funds held in the Trust Account. If any third party refuses to execute an agreement waiving such claims to the monies held in the Trust Account, our management will perform an analysis of the alternatives available to it and will only enter into an agreement with a third party that has not executed a waiver if management believes that such third party's engagement would be significantly more beneficial to us than any alternative. Making such a request of potential target businesses may make our acquisition proposal less attractive to them and, to the extent prospective target businesses refuse to execute such a waiver, it may limit the field of potential target businesses that we might pursue. Examples of possible instances where we may engage a third party that refuses to execute a waiver include the engagement of a third party consultant whose particular expertise or skills are believed by management to be significantly superior to those of other consultants that would agree to execute a waiver, or in cases where we are unable to find a service provider willing to execute a waiver. In addition, there is no guarantee that such entities will agree to waive any claims they may have in the future as a result of (or arising out of) any negotiations, contracts, or agreements with us and will not seek recourse against the Trust Account for any reason. Upon redemption of our Public Shares, if we are unable to complete our initial business combination within the Completion Window, or upon the exercise of a redemption right in connection with our initial business combination, we will be required to provide for payment of claims of creditors that were not waived that may be brought against us within the 10 years following redemption. Accordingly, due to claims of such creditors, the per share redemption amount received by public stockholders could be less than the per share amount initially held in the Trust Account.

Our Sponsor has agreed that it will be liable to us if and to the extent any claims by a third party (other than our independent registered public accounting firm) for services rendered or products sold to us, or a prospective target business with which we have discussed entering into a transaction agreement, reduce the amount of funds in the Trust Account to below (1) $10.00 per Public Share in the aggregate or (2) the actual amount per Public Share held in the Trust Account, if less than $10.00 per share due to reductions in the value of the Trust Account assets, net of Permitted Withdrawals, except as to any claims by a third party that executed a waiver of any and all rights to the monies held in the Trust Account (whether any such waiver is enforceable) and except as to any claims under our indemnity of the underwriters against certain liabilities, including liabilities under the Securities Act. We have not independently verified whether our Sponsor has sufficient funds to satisfy its indemnity obligations and we have not asked our Sponsor to reserve for such indemnification obligations. We have not asked our Sponsor to reserve for such obligations. As a result, if any such claims were successfully made against the Trust Account, the funds available for our initial business combination and redemptions could be reduced to less than $10.00 per Public Share. In such event, we may not be able to complete our initial business combination, and you would receive such lesser amount per share in connection with any redemption of your Public Shares. None of our officers or directors will indemnify us for claims by third parties including, without limitation, claims by vendors and prospective target businesses.

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Our independent directors may decide not to enforce the indemnification obligations of our Sponsor, resulting in a reduction in the amount of funds in the Trust Account available for distribution to our public stockholders.

In the event that the proceeds in the trust account are reduced below the lesser of: (1) $10.00 per Public Share in the aggregate or (2) the actual amount per Public Share held in the Trust Account, if less than $10.00 per share due to reductions in the value of the Trust Account assets, net of Permitted Withdrawals, and our Sponsor asserts that it is unable to satisfy its obligations or that it has no indemnification obligations related to a particular claim, our independent directors would determine whether to take legal action against our Sponsor to enforce its indemnification obligations. While we currently expect that our independent directors would take legal action on our behalf against our Sponsor to enforce its indemnification obligations to us, it is possible that our independent directors in exercising their business judgment may choose not to do so in certain instances. For example, the cost of such legal action may be deemed by the independent directors to be too high relative to the amount recoverable or the independent directors may determine that a favorable outcome is not likely. If our independent directors choose not to enforce these indemnification obligations, the amount of funds in the trust account available for distribution to our public stockholders may be reduced below $10.00 per share.

If, after we distribute the proceeds in the Trust Account to our public stockholders, we file a bankruptcy petition or an involuntary bankruptcy petition is filed against us that is not dismissed, a bankruptcy court may seek to recover such proceeds, and the members of our Board may be viewed as having breached their fiduciary duties to our creditors, thereby exposing the members of our Board and us to claims of punitive damages.

If, after we distribute the proceeds in the Trust Account to our public stockholders, we file a bankruptcy petition or an involuntary bankruptcy petition is filed against us that is not dismissed, any distributions received by stockholders could be viewed under applicable debtor/creditor and/or bankruptcy laws as either a "preferential transfer" or a "fraudulent conveyance." As a result, a bankruptcy court could seek to recover some or all amounts received by our stockholders. In addition, our Board may be viewed as having breached its fiduciary duty to our creditors and/or having acted in bad faith by paying public stockholders from the Trust Account prior to addressing the claims of creditors, thereby exposing the members of the Board and us to claims of punitive damages.

If, before distributing the proceeds in the Trust Account to our public stockholders, we file a bankruptcy petition or an involuntary bankruptcy petition is filed against us that is not dismissed, the claims of creditors in such proceeding may have priority over the claims of our stockholders and the per share amount that would otherwise be received by our stockholders in connection with our liquidation may be reduced.

If, before distributing the proceeds in the Trust Account to our public stockholders, we file a bankruptcy petition or an involuntary bankruptcy petition is filed against us that is not dismissed, the proceeds held in the Trust Account could be subject to applicable bankruptcy law, and may be included in our bankruptcy estate and subject to the claims of third parties with priority over the claims of our stockholders. To the extent any bankruptcy claims deplete the Trust Account, the per share amount that would otherwise be received by our public stockholders in connection with our liquidation would be reduced.

We Management identified a material weakness in our internal control over financial reporting. reporting as of December 31, 2023 that required us to restate the financial statements in our third quarter Form 10-Q. If we are unable to develop and maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results in a timely manner, which may adversely affect investor confidence in us, and materially and adversely affect our business and operating results. results and subject us to litigation and claims.

Disclosure controls and procedures are designed to ensure that information required to be disclosed by us in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. As required by Rules 13a-15 and 15d-15 under the Exchange Act, our Chief Executive Officer and Chief Financial Officer carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2022. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective, due solely to the material weakness in our internal control over financial reporting related to the Company's accounting for complex financial instruments. As a result, we performed additional analysis as deemed necessary to ensure that our financial statements were prepared in accordance with GAAP. Accordingly, management believes that the financial statements included in this Annual Report on Form 10-K present fairly in all material respects our financial position, results of operations and cash flows for the period presented.

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A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim consolidated financial statements will not be prevented, or detected and corrected on a timely basis.

Management intends to implement remediation steps to improve our disclosure controls and procedures and our internal control over financial reporting. Specifically, we intend to expand and improve our review process for complex securities and related accounting standards. We plan to further improve this process by enhancing access to accounting literature, identification of third-party professionals with whom to consult regarding complex accounting applications, and consideration of additional staff with the requisite experience and training to supplement existing accounting professionals.

Effective internal controls are necessary for us to provide reliable financial reports and prevent reduce the risk of fraud. We continue to evaluate steps measures to remediate the material weakness. These remediation measures may be time consuming and costly and there is no assurance that these initiatives will ultimately have the intended effects.

If we identify any new material weaknesses are identified in the future, any such newly identified material weakness could limit our ability to prevent or detect a misstatement of our accounts or disclosures that could result in a material misstatement of our annual or interim consolidated financial statements. In such case, we may be unable to maintain compliance with securities law requirements regarding timely filing of periodic reports in addition to applicable stock exchange NYSE listing requirements, investors may lose confidence in our financial reporting and our stock share price may decline as a result. We cannot assure you that the measures we have taken to date, or any measures we may take in the future, will be sufficient to avoid potential future material weaknesses.

If we are deemed Additionally, if our revenue and other accounting, auditing or tax systems do not operate as intended or do not scale with anticipated growth in our business, the effectiveness of our internal controls over financial reporting could be adversely affected. Any failure to be an investment company under the Investment Company Act, we may be required develop, implement, or maintain effective internal controls related to institute burdensome compliance requirements our revenue and other accounting, auditing or tax systems and associated reporting could materially adversely affect our activities may be restricted, which may make it difficult for business, results of operations, and financial condition or cause us to complete fail to meet our initial business combination.

If we are deemed to be an investment company under the Investment Company Act, our activities may be restricted, including:

- restrictions on the nature of our investments; and
- restrictions on the issuance of securities;

each of which may make it difficult for us to complete our initial business combination. In addition, we may have imposed upon us burdensome requirements, including:

- registration as an investment company with the SEC;
- adoption of a specific form of corporate structure; and
- reporting, record keeping, voting, proxy and disclosure requirements and compliance with other rules and regulations that we are currently not subject to.

In order not to be regulated as an investment company under the Investment Company Act, unless we can qualify for an exclusion, we must ensure that we are engaged primarily in a business other than investing, reinvesting or trading of securities and that our activities do not include investing, reinvesting, owning, holding or trading "investment securities" constituting more than 40% of our total assets (exclusive of U.S. government securities and cash items) on an unconsolidated basis. Our business will be to identify and complete a business combination and thereafter to operate the post-transaction business or assets for the long-term. We do not plan to buy businesses or assets with a view to resale or profit from their resale. reporting obligations.

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We do not plan have encountered difficulties with growth and change. If we fail to buy unrelated businesses address these difficulties in assessing data usage, if the personnel handling our accounting, auditing or assets finance function fail to perform at an appropriate level for a public company, or if other weaknesses in internal controls are detected, it may be determined that we have a material weakness. In addition, most of our employees who work within our accounting, auditing and financial reporting functions have limited to be no experience managing a passive investor.

We do not believe that our anticipated principal activities will subject us publicly traded company and have limited to no experience implementing, monitoring and enforcing the Investment Company Act. To this end, the proceeds held in the Trust Account may only be invested in United States "government securities" within the meaning of Section 2(a)(16) of the Investment Company Act having internal financial, auditing and accounting controls for a maturity of 185 days or less or in money market funds meeting certain conditions under Rule 2a-7 promulgated under the Investment Company Act which invest only in direct U.S. government treasury obligations. Pursuant to the trust agreement, the trustee is not permitted to invest in other securities or assets. By restricting the investment of the proceeds to these instruments, and by having a business plan targeted at acquiring and growing businesses for the long-term (rather than on buying and selling businesses in the manner publicly traded company. The identification of a merchant bank or private equity fund), we intend material weakness could result in regulatory scrutiny and cause investors to avoid being deemed an "investment company" within the meaning of the Investment Company Act.

The Trust Account is intended as a holding place for funds pending the earliest to occur of: (i) the completion of lose confidence in our primary business objective, which is a business combination; (ii) the redemption of any Public Shares properly submitted in connection with a stockholder vote to amend our Charter to modify the substance or timing of our obligation to provide for the redemption of our Public Shares in connection with an initial business combination or to redeem 100% of our Public Shares if we do not complete our initial business combination within the Completion Window; reported financial condition and (iii) absent a business combination, our return of the funds held in the Trust Account to our public stockholders as part of our redemption of the public shares. If we do not invest the proceeds as discussed above, we may be deemed to be subject to the Investment Company Act. If we were deemed to be subject to the Investment Company Act, compliance with these additional regulatory burdens would require additional expenses for which we have not allotted funds and may hinder our ability to consummate our initial business combination. If we are unable to complete our initial business combination within the Completion Window, our public stockholders may receive only approximately $10.00 per share on the liquidation of our Trust Account and our Warrants will expire worthless. In certain circumstances, our public stockholders may receive less than $10.00 per share on the redemption of their shares if we are unable to complete our initial business combination within the Completion Window. Please see "Item 1A. Risk Factors - Risks Relating to Our Business Operations and Our Search for and Consummation of, or Inability to Consummate, an Initial Business Combination - If third parties bring claims against us, the proceeds held in the Trust Account could be reduced and the per share redemption amount received by stockholders may be less than $10.00 per share" and other risk factors herein.

Changes in laws or regulations, or a failure to comply with any laws and regulations, may adversely affect our business, including our ability to negotiate and complete our initial business combination, and results of operations.

We are subject to laws and regulations enacted by national, regional and local governments. In particular, we will be required to comply with certain SEC and other legal requirements. Compliance with, and monitoring of, applicable laws and regulations may be difficult, time consuming and costly. Those laws and regulations and their interpretation and application may also change from time to time and those changes could otherwise have a material adverse effect on our business, investments and results of operations. In addition, a failure to comply with applicable laws financial condition, cash flow or regulations, as interpreted and applied, could have a material adverse effect on our business, including our ability to negotiate and complete our initial business combination, and results of operations.

Because We are in the process of designing and implementing measures to improve our internal control over financial reporting to remediate any possible material weaknesses, primarily by implementing additional review procedures within our accounting, auditing and finance department, hiring additional staff, designing and implementing information technology and application controls in our financially significant systems, and, if appropriate, engaging external auditing and accounting experts to supplement our internal resources in our computation and review processes. While we are neither limited designing and implementing measures to evaluating target businesses remediate the material weaknesses, we cannot predict the success of such measures or the outcome of our assessment of these measures at this time. We can give no assurance that these measures will remediate either of the deficiencies in internal control or that additional material weaknesses or significant deficiencies in our internal control over financial reporting will not be identified in the future. Our failure to implement and maintain effective internal control over financial reporting could result in errors in our consolidated financial statements that may lead to a restatement of our consolidated financial statements or cause us to fail to meet our reporting obligations.

As a public company, we are required, pursuant to Section 404 of the Sarbanes-Oxley Act, to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting for each annual report on Form 10-K to be filed with the SEC. This assessment will need to include disclosure of any material weaknesses identified by our management in our internal control over financial reporting. We are required to disclose changes made in our internal controls and procedures on a quarterly basis. To comply with the requirements of being a public company, we expect to need to undertake various actions, such as implementing new internal controls and procedures and hiring accounting or internal audit staff. Failure to comply with the Sarbanes-Oxley Act could potentially subject us to sanctions or investigations by the SEC, the NYSE or other regulatory authorities, as well as subject us to litigation and claims, any of which would require additional financial and management resources. We have begun the costly and challenging process of compiling the system and processing documentation necessary to perform the evaluation needed to comply with Section 404, but we may not be able to complete our evaluation, testing and any required remediation in a particular industry nor timely fashion.

As a public company, we have we selected any specific target businesses incurred and expect to continue to incur increased expenses associated with which to pursue our initial business combination, you will be unable to ascertain the merits or risks costs of any particular target business's operations. being a public company.

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We may seek have and expect to complete continue to face a business combination significant increase in insurance, legal, auditing, accounting, administrative and other costs and expenses as a public company that we did not currently incur as a private company. The Sarbanes-Oxley Act, including the requirements of Section 404 of that Act, as well as rules and regulations subsequently implemented by the SEC, the Dodd-Frank Act and the rules and regulations promulgated and to be promulgated thereunder, the Public Company Accounting Oversight Board ("PCAOB"), the SEC and the NYSE, impose additional reporting and other obligations on public companies. Compliance with an operating public company in any industry or sector. However, we requirements have and will not, under continue to increase our Charter, be permitted costs and make certain activities more time-consuming. A number of those requirements require us to effect our initial business combination with another blank check company or similar company with nominal operations. Because carry out activities that we have not yet selected done previously. For example, we recently created new board committees and adopted new internal controls and disclosure controls and procedures. In addition, additional expenses associated with SEC reporting requirements have and will continue to be incurred. Furthermore, if any issues in complying with those requirements are identified (for example, if our independent registered accounting firm identifies a material weakness or approached any specific target business with respect to a business combination, there is no basis to evaluate the possible merits or risks of any particular target business's operations, results of operations, cash flows, liquidity, financial condition or prospects. To the extent we complete our initial business combination, we may be affected by numerous risks inherent significant deficiency in the business operations internal control over financial reporting), we could incur additional costs to remediate those issues, and the existence of those issues could adversely affect our reputation or investor perceptions of it. Being a public company has and may in the future make it more difficult or costly for us to obtain certain types of insurance, including director and officer liability insurance. We may ultimately be forced to accept reduced policy limits and coverage with which we combine. For example, increased self-retention risk or incur substantially higher costs to obtain the same or similar coverage in the future. Furthermore, if we combine with are unable to satisfy our obligations as a financially unstable business or an entity lacking an established record of sales or earnings, public company, we may could be affected by the risks inherent in the business and operations of a financially unstable or a development stage entity. Although our officers and directors will endeavor subject to evaluate the risks inherent in a particular target business, we cannot assure you that we will properly ascertain or assess all of the significant risk factors or that we will have adequate time to complete due diligence. Furthermore, some of these risks may be outside delisting of our control common stock, fines, sanctions and leave us with no ability to control or reduce the chances that those risks will adversely impact a target business. We also cannot assure you that an investment in our Units will ultimately prove to be more favorable to investors than a direct investment, if such opportunity were available, in a business combination target. Accordingly, any stockholders or warrant holders who choose to remain a stockholder or warrant holder following our initial business combination could suffer a reduction in the value of their securities. Such stockholders or warrant holders are unlikely to have a remedy for such reduction in value. other regulatory action and potentially civil litigation.

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The additional reporting and other obligations imposed by various rules and regulations applicable to public companies has and is expected to continue to increase legal and financial compliance costs and the costs of related legal, auditing, accounting and administrative activities. These increased costs will require us to divert a significant amount of money that could otherwise be used to expand the business and achieve strategic objectives. Advocacy efforts by shareholders and third parties may also prompt additional changes in governance and reporting requirements, which could further increase costs.

Although

Our existing indebtedness, and any indebtedness we have identified general criteria incur in the future, could adversely affect our financial condition, our ability to raise additional capital to fund our operations, our ability to operate our business, our ability to react to changes in the economy or our industry and guidelines that we believe are important in evaluating prospective target businesses, we may enter into our initial business combination with a target that does not meet such criteria ability to pay our debts and guidelines, and as a result, the target business with which we enter into could divert our initial business combination may not have attributes entirely consistent with our general criteria and guidelines. cash flow from operations for debt payments.

Although In connection with the Credova acquisition we have identified general criteria and guidelines for evaluating prospective target businesses, it is possible will incur approximately $9 million of indebtedness. Our level of indebtedness increases the possibility that a target business with which we enter into our initial business combination will not have all may be unable to generate cash sufficient to pay the principal of, these positive attributes. If we complete our initial business combination with a target that does not meet some or all of these criteria and guidelines, such combination may not be as successful as a combination with a business that does meet all of our general criteria and guidelines. In addition, if we announce a prospective business combination with a target that does not meet our general criteria and guidelines, a greater number of stockholders may exercise their redemption rights, which may make it difficult for us to meet any closing condition with a target business that requires us to have a minimum net worth or a certain amount of cash. In addition, if stockholder approval of the transaction is required by applicable law or stock exchange rules, or we decide to obtain stockholder approval for business interest on, or other reasons, it may be more difficult for us amounts due with respect to attain stockholder approval of our initial indebtedness. Our leverage and debt service obligations could adversely impact our business, combination if the target business does not meet our general criteria and guidelines. If we are unable to complete our initial business combination, our public stockholders may receive only approximately $10.00 per share (or less in certain circumstances) on the liquidation of our Trust Account, and our warrants will expire worthless. including by:

- impairing our ability to generate cash sufficient to pay interest or principal, including periodic principal payments;
- increasing our vulnerability to general adverse economic and industry conditions;
- requiring the dedication of a portion of our cash flow from operations to service our debt, thereby reducing the amount of our cash flow available for other purposes, including capital expenditures, dividends to stockholders or to pursue future business opportunities;
- requiring us to sell debt or equity securities or to sell some of our core assets, possibly on unfavorable terms, to meet payment obligations;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industries in which we compete; and
- placing us at a possible competitive disadvantage with less leveraged competitors and competitors that may have better access to capital resources.

Any of the foregoing factors could have negative consequences on our financial condition and results of operations.

We

Limited insurance coverage and availability may seek acquisition opportunities in acquisition targets that may be outside prevent us from obtaining insurance to cover all risks of our management's areas of expertise. loss.

We have insured certain products and launches to the extent that insurance was available at acceptable premiums. This insurance will consider a business combination in sectors which may be outside of our management's areas of expertise if such business combination candidate is presented not protect us against all losses due to us specified exclusions, deductibles and we determine that such candidate offers an attractive acquisition opportunity for our company. In the event we elect to pursue an acquisition outside of the areas of our management's expertise, our management's expertise may not be directly applicable to its evaluation or operation, and the information contained in this prospectus regarding the areas of our management's expertise would not be relevant to an understanding of the business that we elect to acquire. As a result, our management may not be able to adequately ascertain or assess all of the significant risk factors relevant to such acquisition. Accordingly, any stockholders or warrant holders who choose to remain a stockholder or warrant holder following our initial business combination could suffer a reduction in the value of their securities. Such stockholders or warrant holders are unlikely to have a remedy for such reduction in value. material change limitations.

We may seek acquisition opportunities with an early stage company, have obtained and maintain insurance for director and officers, cybersecurity, business owner, commercial general liability and workers' compensation, based on a financially unstable business or an entity lacking an established record variety of revenue or earnings, which could subject us to volatile revenues or earnings, intense competition factors, including the availability of insurance in the market, the cost of available insurance and difficulties in obtaining the redundancy of our operating entities. Higher premiums on insurance policies will increase our costs and retaining key personnel.

To consequently reduce our operating income by the extent we complete our initial business combination with an early stage company, a financially unstable business or an entity lacking an established record amount of sales or earnings, we such increased premiums. If the terms of these

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insurance policies become less favorable than those currently available, there may be affected by numerous risks inherent in limits on the operations amount of the business with which coverage that we combine. These risks include investing in a business without a proven business model and with limited historical financial data, volatile revenues can obtain or earnings, intense competition and difficulties in obtaining and retaining key personnel. Although our officers and directors will endeavor to evaluate the risks inherent in a particular target business, we may not be able to properly ascertain obtain insurance at all. Even as obtained, our insurance will not cover any loss in revenue incurred as a result of a partial or assess all of the significant risk factors and we may not have adequate time to complete due diligence. Furthermore, some of these risks may be outside of our control and leave us with no ability to control or reduce the chances that those risks will adversely impact a target business. total loss.

We are Moreover, our insurance coverage may be inadequate to cover our liabilities related to such hazards or operational risks. In addition, passenger insurance may not required be accepted or may be prohibitive to obtain an opinion from an independent investment banking firm procure. Moreover, we may not be able to maintain adequate insurance in the future at rates we consider reasonable and commercially justifiable, and insurance may not continue to be available on terms as favorable as our current arrangements. The occurrence of a significant uninsured claim, or from an independent accounting firm regarding fairness. Consequently, you may have no assurance from an independent source that a claim in excess of the price we are paying for the insurance coverage limits maintained by us, could harm our business, is fair to our company—financial condition and by extension, the stockholders—from a financial point results of view.

Unless we complete our initial business combination with an affiliated entity, we are not required to obtain an opinion from an independent investment banking firm that is a member of FINRA or from an independent accounting firm that the price we are paying is fair to our stockholders from a financial point of view. operations.

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In addition, if our Board is not able Risks Related to determine the fair market value Ownership of the target business or businesses, in connection with the NYSE rules that require that an initial business combination be with one or more operating businesses or assets with a fair market value equal to at least 80% of the net assets held in the Trust Account (net of amounts disbursed to management for working capital purposes, if applicable, and excluding the amount of any deferred underwriting discount), we will obtain an opinion from an independent investment banking firm that is a member of FINRA or from an independent accounting firm with respect to the satisfaction of such criteria.Our Class A Common Stock

Other than the two circumstances described above, we are not required to obtain an opinion from an independent investment banking firm that is a member of FINRA or from an independent accounting firm. If no opinion is obtained, our stockholders will be relying on the judgment of our board of directors, who will determine fair market value based on standards generally accepted by the financial community. Such standards used will be disclosed in our tender offer documents or proxy solicitation materials, as applicable, related to our initial business combination.

We may issue additional shares Future sales of our Class A common stock or preferred stock to complete Common Stock could cause the market price for our initial business combination or under an employee incentive plan after completion of our initial business combination. We may also issue shares of Class A common stock upon the conversion of the Class B common stock at a ratio greater than one-to-one at the time of our initial business combination as a result of the anti-dilution provisions described herein. Any such issuances would dilute the interest of our stockholders and likely present other risks. Common Stock to decline.

Our Charter authorizes We cannot predict the issuance effect, if any, that market sales of up to 80,000,000 shares of Class A common stock, par value $0.0001 per share; 20,000,000 shares of Class B common stock, par value $0.0001 per share; and 1,000,000 shares of undesignated preferred stock, par value $0.0001 per share. There are 62,750,000 and 15,687,500 authorized but unissued shares of Class A and Class B common stock, respectively, available for issuance, which amount takes into account shares reserved for issuance upon exercise of outstanding warrants but not upon the conversion of the Class B common stock. Shares of Class B common stock are automatically convertible into shares of our Class A common stock at Common Stock or the time availability of shares of our initial business combination, initially at a one-for-one ratio but subject Class A Common Stock for sale will have on the market price of our Class A Common Stock prevailing from time to adjustment as set forth herein. There are no time. Sales of substantial amounts of shares of preferred stock issued and outstanding.our Class A Common Stock in the public market, or the perception that those sales will occur, could cause the market price of our Class A Common Stock to decline or be depressed.

We may issue our securities if we need to raise capital in connection with a substantial capital expenditure, working capital requirement or acquisition. The number of additional shares of our Class A Common Stock issued in connection with a capital expenditure, working capital requirement or acquisition could constitute a material portion of our then-outstanding shares of Class A common stock, and may issue shares of preferred stock, Common Stock. Any perceived excess in order to complete our initial business combination or under an employee incentive plan after completion the supply of our initial business combination (although our Charter provides that we may not issue additional securities that can vote on amendments to our Charter or on our initial business combination or that would entitle holders thereof to receive funds from the Trust Account). We may also issue shares upon conversion of the Class B common stock at a ratio greater than one-to-one at the time of our initial business combination as a result of the anti-dilution provisions described herein. However, our Charter provides, among other things, that prior to our initial business combination, we may not issue additional shares of capital stock that would entitle the holders thereof to (1) receive funds from the Trust Account or (2) vote on any initial business combination. The issuance of additional shares of common or preferred stock:

- may significantly dilute the equity interest of our investors;
- may subordinate the rights of holders of common stock if preferred stock is issued with rights senior to those afforded our common stock;
- could cause a change in control if a substantial number of shares of common stock are issued, which may affect, among other things, our ability to use our net operating loss carry forwards, if any, and could result in the resignation or removal of our present officers and directors; and
- may adversely affect prevailing market prices for our Units, Public Shares and/or Warrants.

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Resources could be wasted in researching initial business combinations that are not completed, which could materially adversely affect subsequent attempts to locate and acquire or merge with another business. If we are unable to complete our initial business combination, our public stockholders may receive only approximately $10.00 per share (or less than such amount in certain circumstances) on the liquidation of our Trust Account, and our warrants will expire worthless.

We anticipate that the investigation of each specific target business and the negotiation, drafting and execution of relevant agreements, disclosure documents and other instruments will require substantial management time and attention and substantial costs for accountants, attorneys and others. If we decide not to complete a specific initial business combination, the costs incurred up to that point for the proposed transaction likely would not be recoverable. Furthermore, if we reach an agreement relating to a specific target business, we may fail to complete our initial business combination for any number of reasons including those beyond our control. Any such event will result in a loss to us of the related costs incurred which could materially adversely affect subsequent attempts to locate and acquire or merge with another business. If we are unable to complete our initial business combination, our public stockholders may receive only approximately $10.00 per share (or less in certain circumstances) on the liquidation of our Trust Account and our warrants will expire worthless. Please see "Item 1A. Risk Factors - Risks Relating to Our Business Operations and Our Search for and Consummation of, or Inability to Consummate, an Initial Business Combination - If third parties bring claims against us, the proceeds held in the Trust Account could be reduced and the per-share redemption amount received by stockholders may be less than $10.00 per share" and other risk factors herein.

We may only be able to complete one business combination with the proceeds of our Initial Public Offering and the sale of the Private Placement Warrants, which will cause us to be solely dependent on a single business which may have a limited number of products or services. This lack of diversification may materially negatively impact our operations and profitability.

The net proceeds from our Initial Public Offering and the sale of the Private Placement Warrants provided us with $172,500,000 that we may use to complete our initial business combination (which includes $6,037,500 of deferred underwriting commissions being held in the Trust Account). We may effectuate our initial business combination with a single target business or multiple target businesses simultaneously or within a short period of time. However, we may not be able to effectuate our initial business combination with more than one target business because of various factors, including the existence of complex accounting issues and the requirement that we prepare and file pro forma financial statements with the SEC that present operating results and the financial condition of several target businesses as if they had been operated on a combined basis. By completing our initial business combination with only a single entity, our lack of diversification may subject us to numerous economic, competitive, and regulatory risks. Further, we would not be able to diversify our operations or benefit from the possible spreading of risks or offsetting of losses, unlike other entities which may have the resources to complete several business combinations in different industries or different areas of a single industry. Accordingly, the prospects for our success may be:

- solely dependent upon the performance of a single business, property or asset; or
- dependent upon the development or market acceptance of a single or limited number of products, processes or services.

This lack of diversification may subject us to numerous economic, competitive and regulatory risks, any or all of which may have a substantial adverse impact upon the particular industry in which we may operate subsequent to our initial business combination.

We may attempt to simultaneously complete business combinations with multiple prospective targets, which may hinder our ability to complete our initial business combination and give rise to increased costs and risks that could negatively impact our operations share price and profitability.

If we determine to simultaneously acquire several businesses that are owned by different sellers, we will need for each any issuance of such sellers to agree that our purchase of its business is contingent on the simultaneous closings of the other business combinations, which may make it more difficult for us and delay our ability to complete our initial business combination. With multiple business combinations, we could also face additional risks, including additional burdens and costs securities in connection with respect to possible multiple negotiations and due diligence investigations (if there are multiple sellers) and the additional risks associated with the subsequent assimilation of the operations and services investments or products of the acquired companies in a single operating business. If we are unable to adequately address these risks, it could negatively impact our profitability and results of operations.

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We may attempt to complete our initial business combination with a private company about which little information is available, which acquisitions may result in a business combination with a company that is not as profitable as we suspected, if at all.additional dilution to you.

In pursuingAn active market for our acquisition securities may not develop, which would adversely affect the liquidity and price of our securities.

The price of our securities may vary significantly due to factors specific to us as well as to general market or economic conditions. Furthermore, an active trading market for our securities may never develop or, if developed, it may not be sustained. You may be unable to sell your securities unless a market can be established and sustained.

Our issuance of additional capital stock in connection with financings, acquisitions, investments, the Stock Incentive Plan ("SIP"), the Employee Stock Purchase Plan ("ESPP") or otherwise will dilute all other stockholders.

We expect to issue additional capital stock in the future that will result in dilution to all other stockholders. We expect to grant additional equity awards to employees, directors and consultants under the SIP and grant options to our employees under the ESPP. We may also raise capital through equity financings in the future. As part of our business strategy, we may seek to effectuate our initial business combination with a privately held company. Very little public information generally exists about private acquire or make investments in complementary companies, products or technologies and we could be required to make our decision on whether to pursue a potential initial business combination on the basis of limited information, which may result in a business combination with a company that is not as profitable as we suspected, if at all.

Our management may not be able to maintain control of a target business after our initial business combination. We cannot provide assurance that, upon loss of control of a target business, new management will possess the skills, qualifications or abilities necessary to profitably operate such business.

We may structure our initial business combination so that the post-transaction company in which our public stockholders own shares will own less than 100% of the issue equity interests or assets of a target business, but we will only complete such business combination if the post-transaction company owns or acquires 50% or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target business sufficient for us not to be required to register as an investment company under the Investment Company Act. We will not consider any transaction that does not meet such criteria. Even if the post-transaction company owns 50% or more of the voting securities of the target, our stockholders prior to our initial business combination may collectively own a minority interest in the post business combination company, depending on valuations ascribed to the target and us in our initial business combination. For example, we could pursue a transaction in which we issue a substantial number of new shares of common stock in exchange for all of the outstanding capital stock of a target. In this case, we would acquire a 100% interest in the target. However, as a result of the issuance of a substantial number of new shares of common stock, our stockholders immediately prior to such transaction could own less than a majority of our outstanding shares of common stock subsequent to such transaction. In addition, other minority stockholders may subsequently combine their holdings resulting in a single person or group obtaining a larger share of the company's stock than we initially acquired. Accordingly, this may make it more likely that our management will not be able to maintain our control of the target business.

We do not have a specified maximum redemption threshold. The absence of such a redemption threshold may make it possible for us to complete our initial business combination with which a substantial majority of our stockholders do not agree.

Our Charter does not not provide a specified maximum redemption threshold, except that in no event will we redeem our Public Shares in an amount that would cause our net tangible assets to be less than $5,000,001 (such that we do not then become subject to the SEC's "penny stock" rules) or any greater net tangible asset or cash requirement which may be contained in the agreement relating to our initial business combination. As a result, we may be able to complete our initial business combination even though a substantial majority of our public stockholders do not agree with the transaction and have redeemed their shares or, if we seek stockholder approval of our initial business combination and do not conduct redemptions in connection with our initial business combination pursuant to the tender offer rules, have entered into privately negotiated agreements to sell their shares to our Sponsor, officers, directors, advisors or any of their respective affiliates. In the event the aggregate cash consideration we would be required to pay for all shares any such acquisition or investment. Any such issuances of common additional capital stock that are validly submitted for redemption plus any amount required may cause stockholders to satisfy cash conditions pursuant to the terms of the proposed business combination exceed the aggregate amount of cash available to us, we will not complete the business combination or redeem any shares, all shares of common stock submitted for redemption will be returned to the holders thereof, and we instead may search for an alternate business combination.

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In order to effectuate an initial business combination, blank check companies have, in the recent past, amended various provisions experience significant dilution of their charters ownership interests and modified governing instruments, including their warrant agreements. We cannot assure you that we will not seek to amend our Charter or governing instruments, including our warrant agreement, in a manner that will make it easier for us to complete our initial business combination that some of our stockholders or warrant holders may not support.

In order to effectuate an initial business combination, blank check companies have, in the recent past, amended various provisions of their charters and modified governing instruments, including their warrant agreements. For example, blank check companies have amended the definition of business combination, increased redemption thresholds extended the time to consummate an initial business combination and, with respect to their warrants, amended their warrant agreements to require the warrants to be exchanged for cash and/or other securities. We cannot assure you that we will not seek to amend our Charter or governing instruments or extend the time to consummate an initial business combination in order to effectuate our initial business combination.

Certain provisions of our Charter that relate to our pre-business combination activity (and corresponding provisions of the agreement governing the release of funds from our Trust Account) may be amended with the approval of holders of not less than 65% per share value of our common stock which is a lower amendment threshold than that of some other blank check companies. It may be easier for us, therefore, to amend our Charter and the trust agreement to facilitate the completion of an initial business combination that some of our stockholders may not support.decline.

Our Charter provides that any of its provisions (other than amendments relating to the appointment of directors, which require the approval by a majority of at least 90% of our common stock voting at a stockholder meeting) related to pre-business combination activity (including the requirement to fund the Trust Account and not release such amounts except in specified circumstances and to provide redemption rights to public stockholders as described herein) may be amended if approved by holders of at least 65% of our common stock, and corresponding provisions of the trust agreement governing the release of funds from our Trust Account may be amended if approved by holders of 65% of our common stock. In all other instances, our Charter provides that it may be amended by holders of a majority of our common stock, subject to applicable provisions of the DGCL, or applicable stock exchange rules. We may not issue additional securities that can vote on amendments to our Charter or on our initial business combination. Our Sponsor, who beneficially owns 20% of our common stock, may participate in any vote to amend our Charter and/or trust agreement and will have the discretion to vote in any manner it chooses. As a result, we may be able to amend the provisions of our Charter governing our pre-business combination behavior more easily than some other blank check companies, and this may increase our ability to complete our initial business combination with which you do not agree. Our stockholders may pursue remedies against us for any breach of our Charter.

Our Sponsor, officers and directors have agreed, pursuant to a written agreement, that they will not propose any amendment to our Charter to modify the substance or timing of our obligation to provide for the redemption of our public shares in connection with an initial business combination or to redeem 100% of our Public Shares if we do not complete our initial business combination within the Completion Window, unless we provide our public stockholders with the opportunity to redeem their Public Shares upon approval of any such amendment at a per share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest (net of Permitted Withdrawals) divided by the number of then-outstanding Public Shares. These agreements are contained in a letter agreement that we have entered into with our Sponsor, officers and directors. Our stockholders are not parties to or third-party beneficiaries of these agreements and, as a result, will not have the ability to pursue remedies against our Sponsor, officers or directors for any breach of these agreements. As a result, in the event of a breach, our stockholders would need to pursue a stockholder derivative action, subject to applicable law.

We may be unable to obtain additional financing to complete our initial business combination or to fund the operations and growth of a target business, which could compel us to restructure or abandon a particular business combination.

Although we believe that the net proceeds of our Initial Public Offering and the sale of the Private Placement Warrants will be sufficient to allow us to complete our initial business combination, because we have not yet selected any prospective target business, we cannot ascertain the capital requirements for any particular transaction. If the net proceeds of our Initial Public Offering and the sale of the Private Placement Warrants prove to be insufficient, either because of the size of our initial business combination, the depletion of the available net proceeds in search of a target business, the obligation to redeem for cash a significant number of shares from stockholders who elect redemption in connection with our initial business combination or the terms of negotiated transactions to purchase shares in connection with our initial business combination, we may be required to seek additional financing or to abandon the proposed business combination. We cannot assure you that such financing will be available on acceptable terms, if at all. To the extent that additional financing proves to be unavailable when needed to complete our initial business combination, we would be compelled to either restructure the transaction or abandon that particular business combination and seek an alternative target business candidate. In addition, even if we do not need additional financing to complete our initial business combination, we may require such financing to fund the operations or growth of the target business. The failure to secure additional financing could have a material adverse effect on the continued development or growth of the target business. None of our officers, directors, or stockholders is required to provide any financing to us in connection with or after our initial business combination. If we are unable to complete our initial business combination, our public stockholders may receive only approximately $10.00 per share (or less in certain circumstances) on the liquidation of our Trust Account, and our warrants will expire worthless.

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Our search for a business combination, and any target business with which we ultimately consummate a business combination, may be materially adversely affected by volatility in the capital markets, including as a result of the COVID-19 pandemic.

As of the filing date of this Annual Report on Form 10-K, there has been continued volatility in the capital markets, including as a result of a continued outbreak of the COVID-19 pandemic. This outbreak has led and for an unknown period of time may continue to lead to disruptions in local, regional, national and global markets and economies affected thereby. The COVID-19 pandemic and restrictive measures taken to contain or mitigate its spread have caused, and may continue to cause, business shutdowns or the re-introduction of business shutdowns, cancellations of events, restrictions on travel, significant reductions in demand for certain goods and services, reductions in business activity and financial transactions, supply chain interruptions, and overall economic and financial market instability both globally and in the United States. The impact of COVID-19 led to significant volatility and declines in the global public equity markets, and it is uncertain how long this volatility will continue.

As the number of special purpose acquisition companies evaluating targets increases, attractive targets may become scarcer and there may be more competition for attractive targets. This could increase the cost of our initial business combination and could even result in our inability to find a target or to consummate an initial business combination.

In recent years, the number of special purpose acquisition companies that have been formed has increased substantially. Many potential targets for special purpose acquisition companies have already entered into an initial business combination, and there are still many special purpose acquisition companies seeking targets for their initial business combination, as well as many such companies currently in registration. As a result, at times, fewer attractive targets may be available, and it may require more time, more effort and more resources to identify a suitable target and to consummate an initial business combination.

In addition, because there are more special purpose acquisition companies seeking to enter into an initial business combination with available targets, the competition for available targets with attractive fundamentals or business models may increase, which could cause target companies to demand improved financial terms. Attractive deals could also become scarcer for other reasons, such as economic or industry sector downturns, geopolitical tensions, or increases in the cost of additional capital needed to close business combinations or operate targets post-business combination. This could increase the cost of, delay or otherwise complicate or frustrate our ability to find and consummate an initial business combination, and may result in our inability to consummate an initial business combination on terms favorable to our investors altogether.

Our initial business combination and our structure thereafter may not be tax-efficient to our stockholders and warrant holders. As a result of our business combination, our tax obligations may be more complex, burdensome and uncertain.

Although we will attempt to structure our initial business combination in a tax-efficient manner, tax structuring considerations are complex, the relevant facts and law are uncertain and may change, and we may prioritize commercial and other considerations over tax considerations. For example, in connection with our initial business combination and subject to any requisite stockholder approval, we may structure our business combination in a manner that requires stockholders and/or warrant holders to recognize gain or income for tax purposes, effect a business combination with a target company in another jurisdiction, or reincorporate in a different jurisdiction (including, but not limited to, the jurisdiction in which the target company or business is located). We do not intend to make any cash distributions to stockholders or warrant holders to pay taxes in connection with our business combination or thereafter. Accordingly, a stockholder or a warrant holder may need to satisfy any liability resulting from our initial business combination with cash from its own funds or by selling all or a portion of the shares received. In addition, stockholders and warrant holders may also be subject to additional income, withholding or other taxes with respect to their ownership of us after our initial business combination.

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In addition, we may effect a business combination with a target company that has business operations outside of the United States, and possibly, business operations in multiple jurisdictions. If we effect such a business combination, we could be subject to significant income, withholding and other tax obligations in a number of jurisdictions with respect to income, operations and subsidiaries related to those jurisdictions. Due to the complexity of tax obligations and filings in other jurisdictions, we may have a heightened risk related to audits or examinations by U.S. federal, state, local and non-U.S. taxing authorities. This additional complexity and risk could have an adverse effect on our after-tax profitability and financial condition.

Changes in the market for directors and officers liability insurance could make it more difficult and more expensive for us to negotiate and complete an initial business combination.

In recent months, the market for directors and officers liability insurance for special purpose acquisition companies has changed. Fewer insurance companies are offering quotes for directors and officers liability coverage, the premiums charged for such policies have generally increased, and the terms of such policies have generally become less favorable. There can be no assurance that these trends we will not continue.continue to be able to comply with the continued listing standards of the NYSE.

The increased cost Our continued eligibility to maintain the listing of our Class A Common Stock and decreased availability of directors and officers liability insurance could make it more difficult and more expensive for us to negotiate an initial business combination. In order to obtain directors and officers liability insurance or modify its coverage as a result of becoming a public company, the post-business combination entity might need to incur greater expense, accept less favorable terms or both. However, any failure to obtain adequate directors and officers liability insurance could have an adverse impact Public Warrants on the post-business combination's ability to attract NYSE depends on a number of factors, including the price of our Class A Common Stock and retain qualified officers Public Warrants and directors.

In addition, even after we were to complete an initial business combination, the number of persons that hold our directors Class A Common Stock and officers could still be subject to potential liability from claims arising from conduct alleged to have occurred prior to Public Warrants. If the initial business combination. As a result, in order to protect our directors and officers, the post-business combination entity may need to purchase additional insurance with respect to any such claims ("run-off insurance"). The need for run-off insurance would be an added expense for the post-business combination entity, and could interfere with or frustrate our ability to consummate an initial business combination on terms favorable to our investors.

Risks Relating to Our Securities

The NYSE may delist delists our securities from trading on its exchange which could limit investors' ability to make transactions in our securities and subject us to additional trading restrictions.

Our Units, Class A common stock and Warrants are listed on the NYSE. Although we expect to continue for failure to meet the minimum initial its listing standards, set forth in the NYSE listing standards, we cannot assure you that our securities will continue to be listed on the NYSE in the future or prior to our initial business combination. In order to continue listing our securities on the NYSE prior to our initial business combination, we must maintain certain financial, distribution, and stock price levels. In general, we must maintain a minimum number of holders of our securities. Additionally, in connection with our initial business combination, we will be required to demonstrate compliance with the NYSE's initial listing requirements, which are more rigorous than the NYSE's continued listing requirements, in order to continue to maintain the listing of our securities on the NYSE. For instance, our stock price would generally be required to be at least $4 per share. We cannot assure you that we will be able to meet those initial listing requirements at that time.

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If the NYSE delists any of our securities from trading on its exchange and we are not able to list such securities on another national securities exchange, we expect such securities then our Class A Common Stock could be quoted on an over-the-counter market. If this were to occur, we and our stockholders could face significant material adverse consequences, including:

- a limited availability of market quotations for our securities;
- reduced liquidity for our securities;
- a determination that our the Class A common stock Common Stock is a "penny stock" stock," which will require brokers trading in our the Class A common stock Common Stock to adhere to more stringent rules, and possibly result resulting in a reduced level of trading activity in the secondary trading market for our securities;shares of Class A Common Stock;
- a limited amount of news and analyst coverage; and
- a decreased ability for us to issue additional securities or obtain additional financing in the future.

The National Securities Markets Improvement Act of 1996, which is a federal statute, prevents or preempts the states from regulating the sale of certain securities, which are referred to as "covered securities." Because our units, Class A common stock, and warrants are listed on the NYSE, they qualify as covered securities under such statute. Although the states are preempted from regulating the sale of our securities, the federal statute does allow the states to investigate companies if there is a suspicion of fraud, and, if there is a finding of fraudulent activity, then the states can regulate or bar the sale of covered securities in a particular case. While we are not aware of a state having used these powers to prohibit or restrict the sale of securities issued by blank check companies, other than the State of Idaho, certain state securities regulators view blank check companies unfavorably and might use these powers, or threaten to use these powers, to hinder the sale of securities of blank check companies in their states. Further, if we were no longer listed on the NYSE, our securities would not qualify as covered securities under such statute and we would be subject to regulation in each state in which we offer our securities.

You will not be entitled to protections normally afforded to investors of many other blank check companies.

Since our proceeds are intended to be used to complete an initial business combination with a target business that has not been selected, we may be deemed to be a "blank check" company under the U.S. securities laws. However, because we have net tangible assets in excess of $5,000,000, we are exempt from rules promulgated by the SEC to protect investors in blank check companies, such as Rule 419 under the Securities Act. Accordingly, investors will not be afforded the benefits or protections of those rules.

If we seek stockholder approval of our initial business combination and we do not conduct redemptions pursuant to the tender offer rules, and if you or a "group" of stockholders are deemed to hold in excess of 15% of our Class A common stock, you will lose the ability to redeem all such shares in excess of 15% of our Class A common stock.

If we seek stockholder approval of our initial business combination and we do not conduct redemptions in connection with our initial business combination pursuant to the tender offer rules, our Charter provides that a public stockholder, together with any affiliate of such stockholder or any other person with whom such stockholder is acting in concert or as a "group" (as defined under Section 13 of the Exchange Act), will be restricted from seeking redemption rights with respect to more than an aggregate of 15% of the shares sold in our Initial Public Offering without our prior consent, which we refer to as the "Excess Shares." However, our Charter does not restrict our stockholders' ability to vote all of their shares (including Excess Shares) for or against our initial business combination. Your inability to redeem the Excess Shares will reduce your influence over our ability to complete our initial business combination and you could suffer a material loss on your investment in us if you sell Excess Shares in open market transactions. Additionally, you will not receive redemption distributions with respect to the Excess Shares if we complete our initial business combination; as a result, you will continue to hold the Excess Shares and, in order to dispose of such shares, would be required to sell your Excess Shares in open market transactions, potentially at a loss.

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If securities or industry analysts do not publish or cease publishing research or reports about us, our business, or our market, or if they change their recommendations regarding our securities adversely, the price and trading volume of our securities could decline.

The trading market for our securities will be influenced by the research and reports that industry or securities analysts may publish about us, our business, markets, revenue streams, and competitors. Securities and industry analysts do not currently, and may never, publish research on us. If no securities or industry analysts commence coverage of us, our share price and trading volume would likely be negatively impacted. Presently, only Roth MKM covers us. If any of the analysts who may cover us adversely change their recommendation regarding our shares of common stock, or provide relatively more favorable recommendations with respect to competitors, the price of our shares of common stock would likely decline. If any analyst who may cover us were to cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our share price or trading volume to decline.

We do not intend to pay cash dividends for the foreseeable future.

We currently intend to retain our future earnings, if any, to finance the further development and expansion of our business and do not intend to pay cash dividends in the foreseeable future. Any future determination to pay dividends will be at the discretion of our Board and will depend on our financial condition, results of operations, capital requirements, restrictions contained in the Stockholders' Agreement and future agreements and financing instruments, business prospects and such other factors as our Board deems relevant.

Because there are no current plans to pay cash dividends on our Class A Common Stock for the foreseeable future, you may not receive any return on investment unless you sell your Class A Common Stock at a price greater than what you paid for it.

We intend to retain future earnings, if any, for future operations, expansion and debt repayment and there are no current plans to pay any cash dividends for the foreseeable future. The declaration, amount and payment of any future dividends on shares of our Class A Company Common Stock will be at the sole discretion of the Board. The Board may take into account general and economic conditions, our financial condition and results of operations, our available cash and current and anticipated cash needs, capital requirements, contractual, legal, tax and regulatory restrictions, implications of the payment of dividends by us to our stockholders or by our subsidiaries to us and such other factors as the Board may deem relevant. As a result, you may not receive any return on an investment in the Class A Common Stock unless you sell your Class A Common Stock for a price greater than that which you paid for it.

Our stockholders may be held liable for claims by third parties against us to experience dilution in the extent of distributions received by them upon redemption of their shares. future.

Under The percentage of shares of the DGCL, Class A Common Stock owned by current stockholders may be held liable diluted in the future because of equity issuances for claims by third parties against a corporation to the extent of distributions received by them in a dissolution. The pro rata portion of our Trust Account distributed acquisitions, capital market transactions or otherwise, including, without limitation, equity awards that we may grant to our public stockholders upon the redemption of our Public Shares in the event we do not complete our initial business combination within the completion window may be considered a liquidating distribution under Delaware law. If a corporation complies with certain procedures set forth in Section 280 of the DGCL intended to ensure that it makes reasonable provision for all claims against it, including a 60-day notice period during which any third-party claims can be brought against the corporation, a 90-day period during which the corporation may reject any claims brought, directors, officers and an additional 150-day waiting period before any liquidating distributions are made to stockholders, any liability of stockholders with respect to a liquidating distribution is limited to the lesser of such stockholder's pro rata share of the claim employees, or the amount distributed to the stockholder, and any liability of the stockholder would be barred after the third anniversary of the dissolution. However, it is our intention to redeem our Public Shares as soon as reasonably possible following June 11, 2023 (or September 11, 2023 if we have executed a letter of intent, agreement in principle or definitive agreement for an initial business combination prior to June 11, 2023) in the event we do not complete our initial business combination and, therefore, we do not intend to comply with the foregoing procedures.

Because we do not intend to comply with Section 280, Section 281(b) of the DGCL requires us to adopt a plan based on facts known to us at such time that will provide for our payment of all existing and pending claims or claims that may be potentially brought against us within the 10 years following our dissolution. However, because we are a blank check company rather than an operating company and our operations will be limited to searching for prospective target businesses to acquire, the only likely claims to arise would be from our vendors (such as lawyers, investment bankers, and consultants, among others) or prospective target businesses. If our plan of distribution complies with Section 281(b) of the DGCL, any liability of stockholders with respect to a liquidating distribution is limited to the lesser of such stockholder's pro rata share of the claim or the amount distributed to the stockholder, and any liability of the stockholder would likely be barred after the third anniversary of the dissolution. We cannot assure you that we will properly assess all claims that may be potentially brought against us. As such, our stockholders could potentially be liable for any claims to the extent of distributions received by them (but no more) and any liability of our stockholders may extend beyond the third anniversary of such date. Furthermore, if the pro rata portion of our trust account distributed to our public stockholders upon the redemption of our public shares in the event we do not complete our initial business combination within the completion window is not considered a liquidating distribution under Delaware law and such redemption distribution is deemed to be unlawful, then pursuant to Section 174 of the DGCL, the statute of limitations for claims of creditors could then be six years after the unlawful redemption distribution, instead of three years, as in the case of a liquidating distribution.

We may not hold an annual meeting of stockholders until after we consummate our initial business combination and you will not be entitled to any of the corporate protections provided by such a meeting.

We may not hold an annual meeting of stockholders until after we consummate our initial business combination (unless required by the NYSE) and thus may not be in compliance with Section 211(b) of the DGCL, which requires an annual meeting of stockholders be held for the purposes of electing directors in accordance with a company's bylaws unless such election is made by written consent in lieu of such a meeting. Therefore, if our stockholders want us to hold an annual meeting prior to our consummation of our initial business combination, they may attempt to force us to hold one by submitting an application to the Delaware Court of Chancery in accordance with Section 211(c) of the DGCL. Moreover, our Class B stockholders will be entitled to elect all of our directors prior to the completion of our initial business combination and may elect to do so by written consent without a meeting.

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We are not registering the shares of Class A common stock issuable upon exercise of the warrants under the Securities Act or any state securities laws at this time, and such registration may not be in place when an investor desires to exercise warrants, thus precluding such investor from being able to exercise its warrants except on a "cashless basis" and potentially causing such warrants to expire worthless.

We are not registering the shares of Class A common stock issuable upon exercise of the warrants under the Securities Act or any state securities laws at this time. However, under the terms of the warrant agreement, we have agreed that as soon as practicable, but in no event later than 15 business days after the closing of our initial business combination, we will use our reasonable best efforts to file with the SEC, and within 60 business days following our initial business combination to have declared effective, a registration statement covering the issuance of the shares of Class A common stock issuable upon exercise of the warrants and to maintain a current prospectus relating to those shares of Class A common stock until the warrants expire or are redeemed. We cannot assure you that we will be able to do so if, for example, any facts or events arise which represent a fundamental change in the information set forth in the registration statement or prospectus, the financial statements contained or incorporated by reference therein are not current, complete, or correct, or the SEC issues a stop order. If the shares issuable upon exercise of the warrants are not registered under the Securities Act, we will be required to permit holders to exercise their warrants on a cashless basis. However, no warrant will be exercisable for cash or on a cashless basis, and we will not be obligated to issue any shares to holders seeking to exercise their warrants, unless the issuance of the shares upon such exercise is registered or qualified under the securities laws of the state of the exercising holder or an exemption from registration or qualification is available.

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Notwithstanding the above, if our Class A common stock is at the time of any exercise of a warrant not listed on a national securities exchange such that it satisfies the definition of a "covered security" under Section 18(b)(1) of the Securities Act, we may, at our option, require holders of public warrants who exercise their warrants to do so on a "cashless basis" in accordance with Section 3(a)(9) of the Securities Act and, in the event we so elect, we will not be required to file or maintain in effect a registration statement, but we will use our reasonable best efforts to register or qualify the shares under applicable blue sky laws to the extent an exemption is not available. In no event will we be required to net cash settle any warrant, or issue securities or other compensation in exchange for the warrants in the event that we are unable to register or qualify the shares underlying the warrants under applicable state securities laws and no exemption is available. If the issuance of the shares upon exercise of the warrants is not so registered or qualified or exempt from registration or qualification, the holder of such warrant shall not be entitled to exercise such warrant and such warrant Warrants. Such issuances may have no value and expire worthless. In such event, holders who acquired their warrants as part of a purchase of units will have paid the full unit purchase price solely for the shares of Class A common stock included in the units. If and when the warrants become redeemable by us, we may exercise dilutive effect on our redemption right even if we are unable to register or qualify the underlying shares of Class A common stock for sale under all applicable state securities laws.

The grant of registration rights to our Sponsor and its permitted transferees may make it more difficult to complete our initial business combination, and the future exercise of such rights may earnings per share, which could adversely affect the market price of our Class A common stock.

Pursuant to an agreement we entered into concurrently with the issuance and sale of the securities in our Initial Public Offering, our Sponsor and its permitted transferees can demand that we register the resale of their Founder Shares after those shares convert to shares of our Class A common stock at the time of our initial business combination. In addition, our sponsor and its permitted transferees can demand that we register the resale of the Private Placement Warrants and the shares of Class A common stock issuable upon exercise of the Private Placement Warrants, and holders of warrants that may be issued upon conversion of working capital loans may demand that we register the resale of such warrants or the Class A common stock issuable upon exercise of such warrants. We will bear the cost of registering these securities. The registration and availability of such a significant number of securities for trading in the public market Common Stock.

Our Warrants may have an adverse effect on the market price of our Class A common stock. Common Stock.

In addition, connection with the existence Business Combination, we assumed from Colombier, Warrants to purchase 11,450,000 shares of our Class A Common Stock, each exercisable to purchase one share of Class A Common Stock at $11.50 per share. Such Warrants, when and if exercised, will increase the number of issued and outstanding shares of Class A Common Stock and may reduce the value of the registration rights Class A Common Stock.

The exercise of Warrants, and any proceeds we may make our initial business combination more costly or difficult to complete. This is because the stockholders of the target business may increase the equity stake they seek in the combined entity or ask for more cash consideration to offset the negative impact receive from their exercise, are highly dependent on the market price of our Class A common stock that is expected when and the spread between the exercise price of the Warrant and the price of our Class A common stock owned at the time of exercise. For example, to the extent that the price of our Class A common stock exceeds $11.50 per share, it is more likely that holders of our Warrants will exercise their warrants. If the price of our Class A common stock is less than $11.50 per share, we believe it is much less likely that such holders will exercise their warrants. On March 12, 2024, the closing price of the Class A Common Stock as reported by our initial stockholders or their permitted transferees, the NYSE was $4.86 per share, which price was less than the $11.50 per share exercise price of the Private Placement Warrants. There can be no assurance that our Warrants owned by our will be in the money after the date of this report and prior to their expiration. Colombier Sponsor or warrants issued LLC and its distributees have the option to exercise the Private Warrants on a cashless basis. Holders of Public Warrants may generally only exercise such Warrants for cash, subject to very limited exceptions in connection with working capital loans are registered certain circumstances as provided for resale. in the Warrant Agreement relating to the Warrants.

We may issue notes or other debt securities, or otherwise incur substantial debt, to complete a business combination, which may adversely affect our leverage and financial condition and thus negatively impact the value of our stockholders' investment in us.

Although we have no commitments to issue any notes or other debt securities, or to otherwise incur outstanding debt, we may choose to incur substantial debt to complete our initial business combination. We have agreed that we will not incur any indebtedness unless we have obtained from the lender a waiver of any right, title, interest or claim of any kind in or to the monies held in the Trust Account. As such, no issuance of debt will affect the per share amount available for redemption from the Trust Account. Nevertheless, the incurrence of debt could have a variety of negative effects, including:

- default and foreclosure on our assets if our operating revenues after an initial business combination are insufficient to repay our debt obligations;

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- acceleration of our obligations to repay the indebtedness even if we make all principal and interest payments when due if we breach certain covenants that require the maintenance of certain financial ratios or reserves without a waiver or renegotiation of that covenant;
- our immediate payment of all principal and accrued interest, if any, if the debt is payable on demand;
- our inability to obtain necessary additional financing if the debt contains covenants restricting our ability to obtain such financing while the debt security is outstanding;
- our inability to pay dividends on our common stock;
- using a substantial portion of our cash flow to pay principal and interest on our debt, which will reduce the funds available for dividends on our common stock if declared, expenses, capital expenditures, acquisitions and other general corporate purposes;
- limitations on our flexibility in planning for and reacting to changes in our business and in the industry in which we operate;
- increased vulnerability to adverse changes in general economic, industry and competitive conditions and adverse changes in government regulation; and
- limitations on our ability to borrow additional amounts for expenses, capital expenditures, acquisitions, debt service requirements, execution of our strategy and other purposes and other disadvantages compared to our competitors who have less debt.

Our initial stockholders Founder and Chief Executive Officer will continue to exercise significant control the election over our business and operations, including through his holdings of a special Class C Common Stock with majority voting rights.

Michael Seifert, our Board until the consummation of our initial business combination Founder, President, Chief Executive Officer and will hold a substantial interest in us. As a result, they will elect all of our directors prior to the consummation of our initial business combination and may exert a substantial influence on actions requiring a stockholder vote, potentially in a manner that you do not support. Similarly, following the consummation of our initial business combination, one or more shareholders Chairman of the target may have a substantial interest in the combined company and may require us to enter into agreements or other arrangements with respect to board composition and for designation rights.

Our Sponsor owns 20% of our outstanding common stock. In addition, the Founder Shares, all of which are held by our Sponsor and its permitted transferees, will entitle the holders to elect all of our directors prior to the consummation of our initial business combination. Holders of our Public Shares will have no right to vote on the election of directors during such time. These provisions of our Charter may only be amended by a majority of at least 90% of our common stock voting at a stockholder meeting. As a result, you will not have any influence over the election of directors prior to our initial business combination.

Neither our Sponsor nor, to our knowledge, any of our officers or directors, have any current intention to purchase additional securities, other than as disclosed in this Annual Report. Factors that would be considered in making such additional purchases would include consideration of the current trading price Board, hold shares of our Class A common stock. In addition, as C Common Stock. Each holder of Class C Common Stock has the right to a result number of their substantial ownership in our company, our Sponsor may exert a substantial influence on other actions requiring a stockholder vote, potentially in a manner that you do not support, including amendments to our Charter and approval of major corporate transactions. If our Sponsor purchases any additional shares of common stock in the aftermarket or in privately negotiated transactions, this would increase their influence over these actions. Accordingly, our Sponsor will exert significant influence over actions requiring a stockholder vote.

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Our Sponsor contributed $25,000, or approximately $0.006 per Founder Share, and, accordingly, you will experience immediate and substantial dilution from the purchase of our Class A common stock.

Our Sponsor acquired the Founder Shares at a nominal price, significantly contributing votes (rounded up to the dilution nearest whole number) per share of holders Class C Common Stock held of our Class A common stock. This dilution would increase to the extent that the anti-dilution provisions record by such holder as of the Class B common stock result in applicable record date equal to (i) (x) the issuance of Class A shares on a greater than one-to-one basis upon conversion of the Class B common stock at the time of our initial business combination and would become exacerbated to the extent that public stockholders seek redemptions from the trust. In addition, because of the anti-dilution rights of the Founder Shares, any equity or equity-linked securities issued or deemed issued in connection with our initial business combination would be disproportionately dilutive to our Class A common stock.

The purchase price paid by our Sponsor for the Founder Shares may significantly dilute the value of our Public Shares in the event we consummate an initial business combination, and our Sponsor may make a substantial profit on its investment in us in the event we consummate an initial business combination, even if the trading price of our common stock were to materially decline following completion of an initial business combination.

Our Sponsor paid an aggregate purchase price of $25,000 for the Founder Shares, or approximately $0.006 per share. Additionally, our Sponsor purchased an aggregate of 5,250,000 Private Placement Warrants at a price of $1.00 per warrant, for an aggregate purchase price of $5,250,000. As a result, even if the trading price of our common stock significantly declines following a business combination, and assuming our Sponsor does not agree to any lock-up or vesting terms for its Founder Shares in connection with our initial business combination, our Sponsor, as well as our directors and officers that have an economic interest in our Sponsor, would be able to make significant profit on its investment in us even if the trading price of our common stock at such time is substantially less than $10.00 per share. Accordingly, our Sponsor, as well as our directors and officers that have an economic interest in our Sponsor, may be more willing to pursue an initial business combination with a riskier, weaker-performing or less-established target business than would be the case if our Sponsor had paid the same per share price for the Founder Shares as our public stockholders paid for their Public Shares.

We may amend the terms of the warrants in a manner that may be adverse to holders of public warrants with the approval by the holders of at least 50% of the then-outstanding public warrants. As a result, the exercise price of your warrants could be increased, the warrants could be converted into cash or stock (at a ratio different than initially provided), the exercise period could be shortened, and the total number of shares of our Class A common stock purchasable upon exercise of a warrant could be decreased, all without shareholder approval.

The warrant agreement provides that the terms Common Stock entitled to vote on such matter as of the warrants may be amended without applicable record date, plus (y) one hundred (100); divided by (ii) the consent of any holder to cure any ambiguity or correct any defective provision, but requires the approval by the holders of at least 50% of the then-outstanding public warrants to make any change that adversely affects the interests of the registered holders of public warrants. Accordingly, we may amend the terms of the public warrants in a manner adverse to a holder if holders of at least 50% of the then-outstanding public warrants approve of such amendment. Although our ability to amend the terms of the public warrants with the consent of at least 50% of the then outstanding public warrants is unlimited, examples of such amendments could be amendments to, among other things, increase the exercise price of the warrants, convert the warrants into cash or stock (at a ratio different than initially provided), shorten the exercise period or decrease the total number of shares of Class C Common Stock issued and outstanding as of the applicable record date. Consequently, since Mr. Seifert is the sole holder of the Class C Common Stock as of the date of this report, he possesses approximately 50.63% of the voting power of our common stock purchasable upon exercise of equity, and, as a warrant. Our initial stockholders may purchase public warrants with the intention of reducing the number of public warrants outstanding or to vote such warrants on any matters submitted to warrant holders for approval, including amending the terms of the public warrants in a manner adverse to the interests of the registered holders of public warrants. While our initial stockholders have no current commitments, plans or intentions to engage in such transactions and have not formulated any terms or conditions for such transactions, there is no limit on the number of our public warrants that our initial stockholders may purchase and it is not currently known how many public warrants, if any, our initial stockholders may hold at the time of our initial business combination or at any other time during which the terms of the public warrants may be proposed to be amended.

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We may redeem unexpired warrants prior to their exercise at a time that is disadvantageous to warrant holders, thereby making the warrants worthless.

We have result Mr. Seifert has the ability to redeem outstanding warrants at control the result of most matters to be voted upon our stockholders. Mr. Seifert's Class C shares will automatically convert into Class A Common Stock upon transfer (subject to customary exceptions for transfers for estate planning purposes), but Mr. Seifert has agreed not to sell any time after they become exercisable of his Class C Common Stock during the period (the "**Lock-Up Period**") commencing from the Closing and prior ending on the earlier of (A) the one (1) year anniversary of the date of the Closing, (B) the first date subsequent to their expiration, at a price of $0.01 per warrant, provided that the Closing with respect to which the closing price of our Class A common stock equals Common Stock has equaled or exceeds $18.00 exceeded $12.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 twenty (20) trading days within a 30 trading-day any 30-trading day period ending on commencing at least 150 days after the third trading day prior to Closing or (C) the date on which we send complete a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of our stockholders having the notice right to exchange their shares of redemption Class A Common Stock for cash, securities or other property. Mr. Seifert can transfer shares of Class C Common Stock to certain "permitted transferees" without consequence. In addition, although any shares of Class C Common Stock transferred to any person or entity who is not a permitted transferee will automatically convert into shares of Class A Common Stock, the warrant holders. If and when remaining shares of Class C Common Stock, collectively, will continue to control the warrants become redeemable by us, we may exercise our redemption right even if we are unable outcome any vote until such time as the Class C Common Stock is voluntarily converted into Class A Common Stock, or involuntarily converted into Class A Common Stock as a result of Mr. Seifert no longer being an officer or director of PSQ, or upon the transfer of shares Class C Common Stock, individually or in a series of transaction (other than transfers to register or qualify the underlying securities for sale under all applicable state securities laws. Redemption permitted transferees), of greater than 50% of the number of shares of Class C Common Stock issued and outstanding warrants could force you to: (1) exercise your warrants and pay immediately following closing of the exercise price therefor at a time when it may be disadvantageous for you to do so (2) sell your warrants at the then-current market price when you might otherwise wish to hold your warrants; or (3) accept the nominal redemption price which, at the time the outstanding warrants are called for redemption, is likely to be substantially less than the market value of your warrants.Business Combination.

This concentrated control may limit or preclude your ability to influence corporate matters for the foreseeable future, including the election of directors, amendments of our organizational documents and any merger, consolidation, sale of all or substantially all of our assets or other major corporate transactions requiring stockholder approval. In addition, this concentrated control may prevent or discourage unsolicited acquisition proposals or offers for our capital stock that you may feel are in your best interest as one of our stockholders. As a result, such concentrated control may adversely affect the market price of our Class A Common Stock.

We are a "controlled company" within the meaning of NYSE listing standards and, as a result, we qualify for, and rely on, exemptions from certain corporate governance requirements. As a result, you do not and may not in the future have the same protections afforded to shareholders of companies that are subject to such requirements.

We have a dual class structure which allows our Founder, President, Chief Executive Officer and Chairman of the Board, Michael Seifert, to control a majority of the voting power of our common equity. As a result, we qualify as a "controlled company" within the meaning of the corporate governance standards of NYSE. Under these rules, a listed company of which more than 50% of the voting power is held by an individual, group or another company is a "controlled company." As a controlled company, elect not to comply with certain corporate governance requirements, specifically (i) that a majority of our Board consist of independent directors and (ii) that director nominees be selected or recommended to the board by independent directors. It is our intention as of the date of this report to comply with the requirement that we have a compensation committee that is composed entirely of independent directors. However, we may at any time after the date of this report elect to avail ourselves of one or more additional controlled company exemptions provided that we continue to qualify as a controlled company. To the extent we rely on any of these exemptions, holders of our Class A Common Stock will not have the same protections afforded to shareholders of companies that are subject to all of the corporate governance requirements of NYSE and we cannot predict the impact this may have on the price of our Class A Common Stock.

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Our warrants Warrants are accounted for as a warrant liability and Founder Shares were recorded at fair value upon issuance with changes in fair value each period reported in earnings, which may have an adverse effect on the market price of our Class A common stock and make it more difficult to effectuate our initial business combination. Common Stock.

We issued In accordance with ASC 815, *Derivatives and Hedging* ("**ASC 815**"), the Company's warrants are classified as derivative liabilities and measured at fair value on its balance sheet, with any changes in fair value to purchase 5,750,000 be reported each period in earnings on our statement of operations.

As a result of the recurring fair value measurement, our financial statements may fluctuate quarterly, based on factors that are outside of our control. Due to the recurring fair value measurement, we expect we will recognize non-cash gains or losses on our Warrants each reporting period and that the amount of such gains or losses could be material.

Future sales, or the perception of future sales, by us or our stockholders in the public market following could cause the market price for the Class A Common Stock to decline.

The sale of shares of our Class A common stock at a Common Stock in the public market, or the perception that such sales could occur, could harm the prevailing market price of $11.50 per whole share (subject to adjustment as provided herein), as part of the units offered in the Initial Public Offering (inclusive of the underwriters' exercise of its over-allotment option in full). Simultaneously with the closing of the Initial Public Offering, we also issued in a private placement an aggregate of 5,250,000 Private Placement Warrants, each exercisable to purchase one share of Class A common stock at a price of $11.50 per share, subject to adjustment as provided herein. Our Sponsor currently holds 4,312,500 Founder Shares. The Founder Shares are convertible into shares of Class A common stock on a one-for-one basis, subject to adjustment as set forth herein. In addition, if our Sponsor, an affiliate of our Sponsor Common Stock. These sales, or certain of our officers and directors make any working capital loans, up to $1,500,000 of such loans the possibility that these sales may be converted into warrants, at the price of $1.00 per warrant, at the option of the lender. Such warrants would be identical to the Private Placement Warrants.

To the extent we issue shares of Class A common stock to effectuate a business transaction, the potential for the issuance of a substantial number of additional shares of Class A common stock upon exercise of these warrants or conversion rights could make us a less attractive acquisition vehicle to a target business. Any such issuance will increase the number of outstanding shares of our Class A common stock and reduce the value of the Class A common stock issued to complete the business transaction. Therefore, our warrants and Founder Shares may make it more difficult to effectuate a business combination or increase the cost of acquiring the target business.

The Private Placement Warrants are identical to the warrants sold as part of the Units in the Initial Public Offering except that, so long as they are held by our Sponsor or its permitted transferees: (1) they will not be redeemable by us; (2) they (including the Class A common stock issuable upon exercise of these warrants) may not, subject to certain limited exceptions, be transferred, assigned or sold by our Sponsor until 30 days after the completion of our initial business combination; (3) they may be exercised by the holders on a cashless basis; and (4) the holders thereof (including with respect to the shares of common stock issuable upon exercise of these warrants) are entitled to registration rights.

Because we must furnish our stockholders with target business financial statements, we may lose the ability to complete an otherwise advantageous initial business combination with some prospective target businesses.

The federal proxy rules require that a proxy statement with respect to a vote on a business combination include historical and/or pro forma financial statement disclosure. We will include the same financial statement disclosure in connection with our tender offer documents, whether or not they are required under the tender offer rules. These financial statements may be required to be prepared in accordance with, or be reconciled to, GAAP or IFRS, depending on the circumstances and the historical financial statements may be required to be audited in accordance with the standards of the PCAOB. These financial statement requirements may limit the pool of potential target businesses we may acquire because some targets may be unable to provide such financial statements in time for us to disclose such financial statements in accordance with federal proxy rules and complete our initial business combination within the completion window.

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Compliance obligations under the Sarbanes-Oxley Act may occur, also might make it more difficult for the us to effectuate our initial business combination, require substantial financial and management resources, and increase the time and costs of completing an initial business combination.

Section 404 of the Sarbanes-Oxley Act requires that we evaluate and report on our system of internal controls beginning with our Annual Report on Form 10-K for the year ending December 31, 2022. Only in the event we are deemed to be a large accelerated filer or an accelerated filer, and no longer qualify as an emerging growth company, will we be required to comply with the independent registered public accounting firm attestation requirement on our internal control over financial reporting. Further, for as long as we remain an emerging growth company, we will not be required to comply with the independent registered public accounting firm attestation requirement on our internal control over financial reporting. The fact that we are a blank check company makes compliance with the requirements of the Sarbanes-Oxley Act particularly burdensome on us as compared to other public companies because a target business with which we seek to complete our initial business combination may not be in compliance with the provisions of the Sarbanes-Oxley Act regarding adequacy of its internal controls. The development of the internal control of any such entity to achieve compliance with the Sarbanes-Oxley Act may increase the time and costs necessary to complete any such initial business combination.

Provisions in our Charter and Delaware law may inhibit a takeover of us, which could limit the price investors might be willing to pay sell equity securities in the future for our at a time and at a price that it deems appropriate.

As of the date of this report we have a total of 25,073,575 shares of Class A common stock and could entrench management.

Our Charter contains provisions Common Stock outstanding (i) without giving effect to any awards that may discourage unsolicited takeover proposals be issued under the SIP, ESPP or any Earnout Shares that stockholders may consider to be in their best interests. These provisions include three-year director terms and the ability of the Board to designate the terms of and issue new series of preferred shares, which may make more difficult the removal of management and may discourage transactions that otherwise could involve payment of a premium over prevailing market prices for our securities.

Section 203 of the DGCL affects the ability of an "interested stockholder" to engage in certain business combinations for a period of three years following the time that the stockholder becomes an "interested stockholder." We have elected in our Charter not to be subject to Section 203 of the DGCL. Nevertheless, our Charter contains provisions that have the same effect as Section 203 of the DGCL, except that it provides that affiliates of our Sponsor and their transferees will not be deemed to be "interested stockholders," regardless of the percentage of our voting stock owned by them, and therefore are not subject to such restrictions. These Charter provisions may limit the ability of third parties to acquire control of our company.

In connection with the recent restatement of our financial statements, our management has concluded that our disclosure controls and procedures were not effective as of December 31, 2022 due to a material weakness in internal control over financial reporting solely related to our accounting for complex financial instruments. If we are unable to maintain an effective system of disclosure controls and procedures and internal control over financial reporting, we may not be able to accurately report our financial results in a timely manner, which may adversely affect investor confidence in us and materially and adversely affect our business and financial results.

As previously disclosed in our Current Report on Form 8-K filed with the SEC on November 29, 2021 and in periodic reports on Forms 10-K and 10-Q in each reporting period thereafter, after consultation with our independent registered public accounting firm, our management team and our audit committee concluded that it was appropriate to restate our previously issued audited balance sheet as of June 11, 2021 included as Exhibit 99.1 to our Current Report on Form 8-K filed with the SEC on June 17, 2021 and our unaudited and interim financial statements as of and for the three months ended June 30, 2021 contained in the Company's Quarterly Report on Form 10-Q filed with the SEC on August 12, 2021. As part of such process, we identified a material weakness in our internal control over financial reporting, solely related to our accounting for complex financial instruments.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected and corrected on a timely basis. Effective internal controls are necessary for us to provide reliable financial reports and prevent fraud. We have taken steps to remediate the material weakness, but there is no assurance that any remediation efforts will ultimately have the intended effects.

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If we identify any new material weaknesses in the future, and (iii) assuming no exercise of the outstanding Warrants. All shares currently held by Public Stockholders and all of the shares issued in the Business Combination to former Private PSQ stockholders are freely tradable without registration under the Securities Act, and without restriction by persons other than our "affiliates" (as defined under Rule 144 under the Securities Act, ("**Rule 144**")), including our directors, executive officers and other affiliates.

In addition, the shares of Class A Company Common Stock reserved for future issuance under the SIP and ESPP will become eligible for sale in the public market once those shares are issued, subject to any applicable vesting requirements, lock-up agreements and other restrictions imposed by law. A total number of 5,769,864 and 600,000 shares of the Class A Common Stock have been reserved for future issuance under the SIP and ESPP, respectively. We have filed a registration statement on Form S-8 under the Securities Act to register shares of the Class A Common Stock or securities convertible into or exchangeable for shares of Class A Common Stock issued pursuant to the SIP and ESPP, which automatically became effective upon filing. Accordingly, shares registered under such newly identified material weakness registration statement will be available for sale in the open market.

In the future, we may also issue our securities in connection with investments or acquisitions. The amount of shares of the Class A Common Stock issued in connection with an investment or acquisition could limit our ability to prevent or detect a misstatement of our accounts or disclosures that could result in constitute a material misstatement portion of our annual the then-outstanding shares of the Class A Common Stock. Any issuance of additional securities in connection with investments or interim financial statements. In such case, we may be unable to maintain compliance with securities law requirements regarding timely filing of periodic reports in addition to applicable stock exchange listing requirements, investors may lose confidence in our financial reporting and our stock price may decline as a result. We cannot assure you that the measures we have taken to date, or any measures we may take in the future, will be sufficient to avoid potential future material weaknesses.

Risks Relating to Our Management Team

Our officers and directors will allocate their time to other businesses, thereby causing conflicts of interest in their determination as to how much time to devote to our affairs. This conflict of interest could have a negative impact on our ability to complete our initial business combination.

Our officers and directors are not required to, and will not, commit their full time to our affairs, which acquisitions may result in a conflict of interest in allocating their time between our operations and our search for a business combination and their other responsibilities. We do not intend to have any full-time employees prior to the completion of our business combination. Each of our officers and directors is engaged in several other business endeavors for which he or she may be entitled to substantial compensation and our officers and directors are not obligated to contribute any specific number of hours per week additional dilution to our affairs.stockholders.

If our officers' and directors' other business affairs require them to devote substantial amounts of time to such affairs in excess of their current commitment levels, it could limit their ability to devote time to our affairs which may have a negative impact on our ability to complete our initial business combination. Please see "Item 10. Directors, Executive Officers, and Corporate Governance - Conflicts of Interest" for a discussion of our officers' and directors' other business affairs.

We are dependent upon our officers and directors, and their departure could adversely affect our ability to operate.

Our operations are dependent upon a relatively small group of individuals. We believe that our success depends on the continued service of our officers and directors, at least until we have completed our initial business combination. We do not have an employment agreement with (or key-man insurance on the life of) any of our other directors or officers. The unexpected loss of the services of one or more of our directors or officers could have a detrimental effect on us.

Our ability to successfully effect our initial business combination and to be successful thereafter will be dependent upon the efforts of our key personnel, some of whom may join us following our initial business combination. The loss of key personnel could negatively impact the operations and profitability of our post-combination business.

Our ability to successfully effect our initial business combination is dependent upon the efforts of our key personnel. The role of our key personnel in the target business, however, cannot presently be ascertained. Although some of our key personnel may remain with the target business in senior management or advisory positions following our initial business combination, we do not currently expect that any of them will do so. While we intend to closely scrutinize any individuals we engage after our initial business combination, we cannot assure you that our assessment of these individuals will prove to be correct. These individuals may be unfamiliar with the requirements of operating a company regulated by the SEC, which could cause us to have to expend time and resources helping them become familiar with such requirements.

In addition, the officers and directors of an acquisition candidate may resign upon completion of our initial business combination. The departure of a business combination target's key personnel could negatively impact the operations and profitability of our post-combination business. The role of an acquisition candidate's key personnel upon the completion of our initial business combination cannot be ascertained at this time. Although we contemplate that certain members of an acquisition candidate's management team will remain associated with the acquisition candidate following our initial business combination, it is possible that members of the management of an acquisition candidate will not wish to remain in place. The loss of key personnel could negatively impact the operations and profitability of our post-combination business.

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Our key personnel may negotiate employment or consulting agreements with a target business in connection with a particular business combination, and a particular business combination may be conditioned on the retention or resignation of such key personnel. These agreements may cause our key personnel to have conflicts of interest in determining whether to proceed with a particular business combination. However, we do not expect that any of our key personnel will remain with us after the completion of our initial business combination.

Our key personnel may be able to remain with our company after the completion of our initial business combination only if they are able to negotiate employment or consulting agreements in connection with the business combination. Such negotiations would take place simultaneously with the negotiation of the business combination and could provide for such individuals to receive compensation in the form of cash payments and/or our securities for services they would render to us after the completion of the business combination. Such negotiations also could make such key personnel's retention or resignation a condition to any such agreement. The personal and financial interests of such individuals may influence their motivation in identifying and selecting a target business. However, we believe the ability of such individuals to remain with us after the completion of our initial business combination will not be the determining factor in our decision as to whether or not we will proceed with any potential business combination, as we do not expect that any of our key personnel will remain with us after the completion of our initial business combination. The determination as to whether any of our key personnel will remain with us will be made at the time of our initial business combination.

We may have a limited ability to assess the management of a prospective target business and, as a result, may affect our initial business combination with a target business whose management may not have the skills, qualifications or abilities to manage a public company.

When evaluating the desirability of effecting our initial business combination with a prospective target business, our ability to assess the target business's management may be limited due to a lack of time, resources or information. Our assessment of the capabilities of the target business's management, therefore, may prove to be incorrect and such management may lack the skills, qualifications or abilities we suspected. Should the target business's management not possess the skills, qualifications or abilities necessary to manage a public company, the operations and profitability of the post-combination business may be negatively impacted. Accordingly, any stockholders or warrant holders who choose to remain a stockholder or warrant holder following our initial business combination could suffer a reduction in the value of their securities. Such stockholders or warrant holders are unlikely to have a remedy for such reduction in value.

The officers and directors of an initial business combination candidate may resign upon completion of our initial business combination. The departure of a business combination target's key personnel could negatively impact the operations and profitability of our post-combination business. The role of an initial business combination candidate's key personnel upon the completion of our initial business combination cannot be ascertained at this time. Although we contemplate that certain members of an acquisition candidate's management team will remain associated with the initial business combination candidate following our initial business combination, it is possible that members of the management of an acquisition candidate will not wish to remain in place. As a result, we may need to reconstitute the management team of the post-transaction company in connection with our initial business combination, which may adversely impact our ability to complete an initial business combination in a timely manner or at all.

Certain of our officers and directors are now, and all of them may in the future become, affiliated with entities engaged in business activities similar to those intended to be conducted by us and, accordingly, may have conflicts of interest in determining to which entity a particular business opportunity or other transaction should be presented.

Until we consummate our initial business combination, we intend to engage in the business of identifying and combining with one or more businesses. Our Sponsor and officers and directors are, or may in the future become, affiliated with entities (such as operating companies or investment vehicles) that are engaged in a similar business. We do not have employment contracts with our officers and directors that will limit their ability to work at other businesses. In addition, our Sponsor, officers and directors may participate in the formation of, or become an officer or director of, any other blank check company prior to completion of our initial business combination. As a result, our Sponsor, officers, or directors could have conflicts of interest in determining whether to present business combination opportunities to us or to any other blank check company with which they may become involved.

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As described in "Item 10. Directors, Executive Officers, and Corporate Governance - Conflicts of Interest," each of our officers and directors presently has, and any of them in the future may have additional, fiduciary, contractual or other obligations or duties to one or more other entities pursuant to which such officer or director is or will be required to present a business combination opportunity to such entities. Accordingly, if any of our officers or directors becomes aware of a business combination opportunity which is suitable for one or more entities to which he or she has fiduciary, contractual or other obligations or duties, he or she will honor these obligations and duties to present such business combination opportunity to such entities first, and only present it to us if such entities reject the opportunity and he or she determines to present the opportunity to us. These conflicts may not be resolved in our favor and a potential target business may be presented to another entity prior to its presentation to us. Our Charter provides that we renounce our interest in any corporate opportunity offered to any director or officer unless (i) such opportunity is expressly offered to such person solely in his or her capacity as a director or officer of our company, (ii) such opportunity is one we are legally and contractually permitted to undertake and would otherwise be reasonable for us to pursue and (iii) the director or officer is permitted to refer the opportunity to us without violating another legal obligation.

Please see "Item 10. Directors, Executive Officers, and Corporate Governance - Conflicts of Interest" and "Item 11. Certain Relationships and Related Party Transactions" for a discussion of our officers' and directors' business affiliations and potential conflicts of interest.

Our officers, directors, security Certain holders of our common stock are entitled to a contingent right to receive Earnout Shares that is conditioned on specific circumstances, of which the occurrence is uncertain, and their respective affiliates may have competitive pecuniary interests that conflict with our interests. the failure of any of such circumstances to occur could create potential negative effects such as an increased risk of litigation.

We have not adopted a policy that expressly prohibits our directors, officers, security holders or affiliates from having a direct or indirect pecuniary or financial interest in any investment to be acquired or disposed of by us or in any transaction to which we are a party or have an interest. In fact, we may enter into a business combination with a target business that is affiliated with our sponsor or our directors or officers. We do not have a policy that expressly prohibits any such persons from engaging for their own account in business activities of the types conducted by us. Accordingly, such persons or entities may have a conflict between their interests and ours.

In particular, affiliates of our Sponsor, our directors and our officers have invested, and may in the future invest, in a broad array of sectors, including those in which our company may invest. As a result, there may be substantial overlap between companies that would be a suitable business combination for us and companies that would make an attractive target for such other affiliates.

We may engage Subject to the terms and conditions set forth in a business combination with one the Merger Agreement, holders of Private PSQ's common stock prior to the Closing Date and certain executive officers, employees and service providers (collectively, the "Participating Equityholders") are entitled to receive their pro rata portion of up to 3,000,000 "Earnout Shares" (subject to equitable adjustment for share splits, share dividends, combinations, recapitalizations and the like after the Closing Date, including to account for any equity securities into which such shares are exchanged or more target businesses that have relationships with entities converted) as additional consideration based on the performance of the Class A Common Stock during the five (5) year period after the Closing Date (the "Earnout Period"), as set forth below upon satisfaction of any of the following conditions:

- in the event that, and upon the date during the Earnout Period on which, the volume-weighted average trading price of the Class A Common Stock quoted on the NYSE (or such other exchange on which our Class A Common Stock is then listed) for any twenty (20) trading days within any thirty (30) consecutive trading day period (the "Earnout Trading Price") is greater than or equal to $12.50 ("Triggering Event I"), the Participating Equityholders will be entitled to receive an aggregate of 1,000,000 Earnout Shares;
- in the event that, and upon the date during the Earnout Period on which, the Earnout Trading Price is greater than or equal to $15.00 ("Triggering Event II"), the Participating Equityholders will be entitled to receive an aggregate of 1,000,000 additional Earnout Shares; and
- in the event that, and upon the date during the Earnout Period on which, the Earnout Trading Price is greater than or equal to $17.50 ("Triggering Event III" and, together with Triggering Event I and Triggering Event II, the "Triggering Events"), the Participating Equityholders will be entitled to receive an aggregate of 1,000,000 additional Earnout Shares.

Whether the Triggering Events will be met is uncertain and depends on factors that may be affiliated with our Sponsor, officers, or directors, which may raise potential conflicts of interest.

In light of the involvement out of our Sponsor, officers direct control, such as market conditions and directors with other businesses, we may decide to acquire one or more businesses affiliated with or competitive with our sponsor, officers, and directors, and their respective affiliates. Our directors also serve as officers and board members for other entities, including, without limitation, those described under "Item 10. Directors, Executive Officers, and Corporate Governance - Conflicts of Interest." Such entities may compete with us for business combination opportunities. Our Sponsor, officers, and directors are not currently aware stock price. The failure of any specific opportunities for us Triggering Event to complete our initial occur could give rise to potential litigation and other negative effects because of management's business combination with any entities with decisions, which they are affiliated, and there have been no substantive discussions concerning a business combination with any such entity or entities. Although we will not be specifically focusing on, or targeting, any transaction with any affiliated entities, we would pursue such a transaction if we determined that such affiliated entity met our criteria for a business combination and such transaction was approved by a majority of our independent and disinterested directors. Despite our agreement to obtain an opinion from an independent investment banking firm that is a member of FINRA or from an independent accounting firm regarding the fairness to our stockholders from a financial point of view of a business combination with one or more domestic or international businesses affiliated with our Sponsor, officers, or directors, potential conflicts of interest still may exist and, as a result, the terms of the business combination may not be as advantageous to our public stockholders as they would be absent any conflicts of interest.

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Since our initial stockholders will lose their entire investment in us if our initial business combination is not completed (other than with respect to any public shares they may hold), a conflict of interest may arise in determining whether a particular business combination target is appropriate for our initial business combination.

On February 15, 2021, our Sponsor purchased an aggregate of 4,312,500 Founder Shares for an aggregate purchase price of $25,000, or approximately $0.006 per share. The number of Founder Shares issued was determined based on the expectation that the Founder Shares would represent 20% of the outstanding shares of common stock upon the completion of our Initial Public Offering. The Founder Shares will be worthless if we do not complete an initial business combination.

In addition, our Sponsor purchased an aggregate of 5,250,000 Private Placement Warrants for a purchase price of $5,250,000, or $1.00 per warrant, that will also be worthless if we do not complete our initial business combination. Each Private Placement Warrant entitles the holder thereof to purchase one share of our Class A common stock at a price of $11.50 per share, subject to adjustment as provided herein.

The Founder Shares are identical to the shares of Class A common stock included in the Units sold in our Initial Public Offering, except that: (1) only holders of the Founder Shares have the right to vote on the election and removal of directors prior to our initial business combination; (2) the Founder Shares are subject to certain transfer restrictions, as described in more detail below; (3) our Sponsor, officers and directors have entered into a letter agreement with us, pursuant to which they have agreed to: (a) waive their redemption rights with respect to any Founder Shares and any Public Shares held by them in connection with the completion of our initial business combination, (b) waive their redemption rights with respect to any Founder Shares and Public Shares held by them in connection with a stockholder vote to approve an amendment to our Charter to modify the substance or timing of our obligation to provide for the redemption of our Public Shares in connection with an initial business combination or to redeem 100% of our Public Shares if we have not consummated our initial business combination within the Completion Window; and (c) waive their rights to liquidating distributions from the Trust Account with respect to any Founder Shares held by them if we fail to complete our initial business combination within the Completion Window (although they will be entitled to liquidating distributions from the Trust Account with respect to any Public Shares they hold if we fail to complete our initial business combination within the Completion Window); (4) the Founder Shares are automatically convertible into shares of our Class A common stock at the time of our initial business combination on a one-for-one basis, subject to adjustment pursuant to certain anti-dilution rights, as described herein; and (5) the holders of Founder Shares are entitled to registration rights.

The personal and financial interests of our Sponsor, officers and directors may influence their motivation in identifying and selecting a target business combination, completing an initial business combination and influencing the operation of the business following the initial business combination. This risk may become more acute as the deadline for completing our initial business combination nears.

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Risks Associated with Acquiring and Operating a Business in Foreign Countries

If our management team pursues a company with operations or opportunities outside of the United States for our initial business combination, we may face additional burdens in connection with investigating, agreeing to and completing such combination, and if we effect such initial business combination, we would be subject to a variety of additional risks that may negatively impact our operations.stock price.

If our management team pursues a company with operations or opportunities outside of the United States for our initial business combination, we would be subject to risks associated with cross-border business combinations, including in connection with investigating, agreeing to and completing our initial business combination, conducting due diligence in a foreign jurisdiction, having such transaction approved by any local governments, regulators or agencies and changes in the purchase price based on fluctuations in foreign exchange rates.

If we effect our initial business combination with such a company, we would be subject to any special considerations or risks associated with companies operating in an international setting, including any of the following:

- costs and difficulties inherent in managing cross-border business operations and complying with commercial and legal requirements of overseas markets;
- rules and regulations regarding currency redemption;
- complex corporate withholding taxes on individuals;
- laws governing the manner in which future business combinations may be effected;
- tariffs and trade barriers;
- regulations related to customs and import/export matters;
- longer payment cycles;
- tax consequences;
- currency fluctuations and exchange controls;
- rates of inflation;
- challenges in collecting accounts receivable;
- cultural and language differences;
- employment regulations;
- crime, strikes, riots, civil disturbances, terrorist attacks, invasions, natural disasters, and wars;
- downstream effects of the actual or potential imposition of sanctions against certain nations;
- deterioration of political relations with the United States;
- obligatory military service by personnel; and
- government appropriation of assets.

We may not be able to adequately address these additional risks. If we were unable to do so, we may be unable to complete such initial business combination or, if we complete such initial business combination, our operations might suffer, either of which may adversely impact our business, results of operations and financial condition.

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If our management following our initial business combination is unfamiliar with U.S. securities laws, they may have to expend time and resources becoming familiar with such laws, which could lead to various regulatory issues.

Following our initial business combination, any or all of our management could resign from their positions as officers of the Company, and the management of the target business at the time of the business combination could remain in place. Management of the target business may not be familiar with U.S. securities laws. If new management is unfamiliar with U.S. securities laws, they may have to expend time and resources becoming familiar with such laws. This could be expensive and time-consuming and could lead to various regulatory issues which may adversely affect our operations.

General Risk Factors

The continued threat of global terrorism and/or war and the impact of military and other action will likely continue to cause volatility in the economies of certain countries and various aspects thereof, including in prices of commodities, and could affect our financial results.

A prospective business target's operations may involve significant strategic assets having a national or regional profile. The nature of these assets could expose such a target to a greater risk of being the subject of a terrorist attack or military activity than other assets or businesses. Any terrorist attacks that occur at or near such assets would likely cause significant harm to employees, property and, potentially, the surrounding community, and may result in losses far in excess of available insurance coverage. As a result of global events and continued terrorism concerns, insurers significantly reduced the amount of insurance coverage available for liability to persons other than employees for claims resulting from acts of terrorism, war, or similar events. As a result of a terrorist attack or terrorist activities in general, we may not be able to obtain insurance coverage and other endorsements at commercially reasonable prices or at all.

Certain agreements related to our Initial Public Offering may be amended without stockholder approval.

Certain agreements, including the underwriting agreement relating to our Initial Public Offering, the letter agreement among us and our Sponsor, officers, and directors, and the registration rights agreement among us and our initial stockholders, may be amended without stockholder approval. These agreements contain various provisions that our public stockholders might deem to be material. While we do not expect our Board to approve any amendment to any of these agreements prior to our initial business combination, it may be possible that our Board, in exercising its business judgment and subject to its fiduciary duties, chooses to approve one or more amendments to any such agreement in connection with the consummation of our initial business combination. Any such amendments would not require approval from our stockholders, may result in the completion of our initial business combination that may not otherwise have been possible, and may have an adverse effect on the value of an investment in our securities.

We are an emerging "emerging growth company company" and a "smaller reporting company" within the meaning of the Securities Act, and if we take advantage of certain exemptions from disclosure requirements available to emerging growth companies and smaller reporting companies, this could make our securities less attractive to investors and may make it more difficult to compare our performance with other public companies.

We are an "emerging growth company" and "smaller reporting company" within the meaning of the Securities Act, as modified by the JOBS Act, and we Act. We may continue to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies or smaller reporting companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. As a result, our stockholders may not have access to certain information they may deem important. We could be an emerging growth company for up to five years, although circumstances could cause us to lose that status earlier, including if the market value of our common stock held by non-affiliates exceeds $700 million as of the end of any second quarter of a fiscal year, in which case we would no longer be an emerging growth company as of the end of such fiscal year. We cannot predict whether investors will find our securities issued by us less attractive because we will elect to rely on these exemptions. If some investors find our those securities less attractive as a result of our its reliance on these exemptions, the trading prices of our securities may be lower than they otherwise would be, there may be a less active trading market for our securities and the trading prices of our securities may be more volatile.

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Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. We have elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, we, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of our financial statements with another public company which that is neither an emerging growth company nor an emerging growth company which that has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

Provisions We will remain an emerging growth company until the earliest of: (i) the last day of the fiscal year following the fifth anniversary of the closing of our IPO, (ii) the last day of the fiscal year in our Charter and Delaware law may which we have total annual gross revenue of at least $1.235 billion; (iii) the effect last day of discouraging lawsuits against our directors and officers.

Our Charter requires, to the fullest extent permitted by law, that derivative actions brought fiscal year in our name, actions against directors, officers, and employees for breach of fiduciary duty, and other similar actions may be brought only in the Court of Chancery in the State of Delaware and, if brought outside of Delaware, the stockholder bringing the suit will be which we are deemed to have consented to service of process on such stockholder's counsel. This provision may have the effect of discouraging lawsuits against our directors and officers.

Our Charter designates the Court of Chancery of the State of Delaware be a "large accelerated filer" as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with the Company or the Company's directors, officers, or other employees.

Our Charter provides that unless we consent defined in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for any (i) derivative action or proceeding brought on behalf of the Company, (ii) action asserting a claim of breach of a fiduciary duty owed by any director, officer, employee, or agent of the Company to the Company or our stockholders, or any claim for aiding and abetting any such alleged breach, (iii) action asserting a claim against the Company or any director, officer, or employee of the Company arising pursuant to any provision of the DGCL or our Charter or our bylaws, or (iv) action asserting a claim against us or any director, officer, or employee of the Company governed by the internal affairs doctrine except for, as to each of (i) through (iv) above, any claim (a) as to which the Court of Chancery of the State of Delaware determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), (b) which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or (c) arising Rule 12b-2 under the Federal securities laws, including the Securities Act, as to which the Court of Chancery and the Federal district court for the District of Delaware shall concurrently be the sole and exclusive forums.

Notwithstanding the foregoing, the provisions of this paragraph will not apply to suits brought to enforce any liability or duty created by the Exchange Act, or any other claim for which would occur if the Federal district courts market value of our Class A Common Stock held by non-affiliates exceeded $700.0 million as of the United States last business day of America shall be the sole second fiscal quarter of such year; or (iv) the date on which we have issued more than $1.0 billion in non-convertible debt securities during the prior three-year period.

Item 1B. Unresolved Staff Comments

Not applicable.

Item 1C. Cybersecurity

We recognize the critical importance of developing, implementing and exclusive forum. Any person or entity purchasing or otherwise acquiring any interest in any shares maintaining robust cybersecurity measures to safeguard our information systems and protect the confidentiality, integrity, and availability of our capital stock shall be deemed to have consented to the forum provisions in our Charter. If any action, the subject matter of which is within the scope the forum provisions, is filed in a court other than a court located within the State of Delaware (a "foreign action") in the name of any stockholder, such stockholder shall be deemed to have consented to: (x) the personal jurisdiction of the state and federal courts located within the State of Delaware in connection with any action brought in any such court to enforce the forum provisions (an "enforcement action"); and (y) having service of process made. data.

This choice-of-forum provision may limit Within our risk management framework, we engage in application security assessments, vulnerability management, penetration testing, security audits, and continuous risk assessments. Additionally, we uphold a stockholder's ability range of incident response plans that come into play upon incident detection. We mandate that all employees, including corporate personnel with access to bring a claim in a judicial forum that it finds favorable for disputes with the Company or its directors, officers or other employees, which may discourage such lawsuits. Alternatively, if a court were to find this provision information systems, undergo annual data protection and cybersecurity training as well as compliance programs.

Senior leadership, as part of our amended enterprise risk assessments, thoroughly evaluates our cybersecurity risks and restated certificate corresponding mitigations.

Our Principal Security Engineer has over twenty years of incorporation inapplicable or unenforceable with respect experience in various roles involving managing information security, developing cybersecurity strategy, implementing effective information and cybersecurity programs, and secure architecture and design, as well as several relevant certifications, including a Bachelor of Science in Computer Science and security related certifications which includes ISC2 Certified Information Systems Security Professional (CISSP), AWS Security Specialty and Google Cloud Professional Cloud Security Engineer. The Information Security team furnishes routine reports to one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could materially and adversely affect our business, financial condition, and results of operations and result in a diversion of the time and resources of our senior management and board pertinent stakeholders, detailing a spectrum of directors. cybersecurity threats, assessments, and discoveries.

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Our information security team remains abreast of the latest cybersecurity advancements, staying informed about potential threats and emerging risk management strategies. This continuous learning is vital for proactively preventing, detecting, mitigating, and remediating cybersecurity incidents. Our information security team is responsible for implementing and supervising processes for ongoing monitoring of our information systems, incorporating advanced security measures and regular system audits to pinpoint vulnerabilities. In the event of a cybersecurity incident, our information security team employs a well-defined incident response plan, comprising immediate actions to minimize impact and long-term strategies for remediation and prevention of future incidents.

Our information security team consistently updates the CFO and CEO on all cybersecurity risks and incidents to ensure top management stays informed about our cybersecurity posture and potential risks. Additionally, significant cybersecurity matters and strategic risk management decisions are escalated to the Board of Directors, granting them comprehensive oversight and the ability to provide guidance on critical cybersecurity issues.

To date, we have not experienced any previous cybersecurity incidents that have materially affected or are reasonably likely to materially affect our business strategy, results of operations, or financial condition.

Item 1B. Unresolved Staff Comments.2. Properties

None.Our headquarters are currently located in West Palm Beach, Florida, consisting of approximately 7,053 square feet of office space, and our mailing address there is 250 S. Australian Avenue, Suite 1300, West Palm Beach, Florida 33401. We relocated our headquarters to Florida from California in April 2023. Our lease for this facility expires in January 2025. We continue to maintain approximately 6,881 square feet of office space in California. A number of our employees work remotely across the United States. Our facilities, which are leased, are adequate to meet our current needs though we intend to procure additional space in the future, if and as necessary, as we continue to add employees and expand our business. For D2C products we have introduced and may introduce in the future, we rely and continue to expect to rely on third party contract manufacturers and not be required to acquire or lease our own manufacturing or other facilities.

Item 2. Properties.3. Legal Proceedings

We maintain executive offices at 214 Brazilian Avenue, Suite 200-A, Palm Beach, Florida 33480. The cost for the use of this space is included From time to time, we may be subject to legal proceedings and claims in the aggregate $10,000 per month fee ordinary course of business. We are not presently a party to any legal proceedings that are expected to have a material adverse impact on our financial position, results of operations or cash flows, nor have we pay been to an affiliate of the Sponsor for office space and administrative and support services. We consider our current office space adequate for our current operations.date since inception.

Item 3. Legal Proceedings.

We are not currently subject to any material legal proceedings, nor, to our knowledge, is any material legal proceeding threatened against us or any of our officers or directors in their corporate capacity.

Item 4. Mine Safety Disclosures. Disclosures

Not applicable.

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PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities. Securities

Market Information

Our Units, Class A Common Stock and Public Shares and Warrants are currently listed on NYSE under the symbols "CLBR.U," "CLBR," "PSQH" and "CLBR.WS, "PSQH.WS," respectively. Our Units began trading on June 11, 2021, and our Public Shares and Warrants began separate trading on the New York Stock Exchange on July 6, 2021.

Holders

As of March 23, 2023 March 12, 2024, there were 1 50 holders of record of our Units, 1 Class A Common Stock, one holder of record of our Public Shares, Class C Common Stock and 1 holder six holders of record of our Public Warrants. The number of holders of record does not include a A substantially greater number of holders are "street name" holders or beneficial holders, whose Units, Public Shares, and Warrants shares of record are held of record by banks, brokers, and other financial institutions.

Dividends

We have not paid any cash dividends on any class our common stock to date. It is the present intention of our common equity Board to date retain all earnings, if any, for use in our business operations and, do accordingly, our Board does not intend to pay anticipate declaring any cash dividends prior to the completion of our initial business combination. The payment of cash dividends in the future will be dependent upon our revenues and earnings, if foreseeable future.

Securities Authorized for Issuance under Equity Compensation Plans

The information required by Item 5 of Form 10-K regarding equity compensation plans is incorporated herein by reference to Item 12 of Part III of this Annual Report on Form 10-K.

Unregistered Sales of Equity Securities

In 2023, we did not sell any capital requirements and general financial condition after shares of stock that were not registered under the completion Securities Act of our initial business combination and will be at the discretion of our Board at such time. 1933, as amended, other than those sales previously reported in a Current Report on Form 8-K.

Sales of Unregistered Equity Securities

There were no sales of unregistered equity securities during the fiscal year ended December 31, 2022.

Repurchases

There were no repurchases of shares or other units of any class of our equity securities registered under Section 12 of the Exchange Act in the fourth quarter of the fiscal year ended December 31, 2022.

Item 6. [Reserved]

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Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion "Management's Discussion and analysis Analysis of our financial condition Financial Condition and results Results of operations Operations" should be read in conjunction with our audited consolidated financial statements as of and for the notes related thereto, which are years ended December 31, 2023 and 2022, and other information included elsewhere in "Item 8. Financial Statements this report. This discussion contains forward-looking statements that involve risks and Supplementary Data" of this Annual Report on Form 10-K. Certain information contained in the discussion and analysis set forth below includes forward-looking statements. uncertainties. Our actual results may could differ materially from such forward-looking statements. Factors that could cause or contribute to those anticipated differences include, but are not limited to, those identified below and those discussed in these forward-looking statements as a result of many factors, including those set forth under the sections titled "Risk Factors" and "Special Note Regarding Forward-Looking Statements," "Item 1A. Risk Factors," and Statements" included elsewhere in this Annual Report on Form 10-K.report. Additionally, our historical results are not necessarily indicative of the results that may be expected in any future period.

Overview

We are a blank check company formed under *Unless the laws context otherwise requires, references in this "Management's Discussion and Analysis of the State of Delaware on February 12, 2021 for the purpose of effectuating a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or other similar business combination with one or more businesses. We intend to effectuate our business combination using cash from the proceeds of our Initial Public Offering of 17,250,000 Units (which included the full exercise by the underwriter of its over-allotment option in the amount of 2,250,000 Units, at $10.00 per Unit), the sale of the Private Placement Warrants, our capital stock, debt, or a combination of cash, stock, Financial Condition and debt.*

We expect to continue to incur significant costs in the pursuit of our acquisition plans. We cannot assure you that our plans to complete a business combination will be successful.

Results of Operations

We have neither engaged in any operations nor generated any revenues Operations" to date. Our only activities from February 12, 2021 (inception) through December 31, 2022 were organizational activities, those necessary to prepare for the Initial Public Offering, described below, and, after that, identifying a target company for a business combination. We do not expect to generate any operating revenues until after the completion of our business combination. We generate non-operating income in the form of interest income on marketable securities held in the Trust Account. We incur expenses as a result of being a public company (for legal, financial reporting, accounting and auditing compliance), as well as for due diligence expenses.

For the year ended December 31, 2022, we had a net income of $5,796,203, which consisted of interest earned on marketable securities held in the Trust Account of $2,441,515 "PSQ," "we," "us," "our," and the change in fair value "Company" are intended to refer to (i) following the Business Combination, the business and operations of warrant liabilities of $5,053,016, offset by formation PSQ Holdings, Inc. and operating costs of $1,173,551 its consolidated subsidiaries, and provision for income taxes of $524,777.

For the period from February 12, 2021 (inception) through December 31, 2021, we had a net income of $3,732,702, which consisted of interest earned on marketable securities held in the Trust Account of $6,512 and the change in fair value of warrant liability of $4,907,984, offset by formation and operational costs of $852,175 and transaction costs allocated to warrants associated with the Initial Public Offering of $329,619.

Liquidity, Capital Resources, Results of Operations, and Going Concern

Liquidity

On February 15, 2021, the Sponsor purchased 4,312,500 Founder Shares for an aggregate price of $25,000. At the time of the purchase, the Founder Shares included an aggregate of up to 562,500 shares subject to forfeiture by the Sponsor (ii) prior to the extent that the underwriter's over-allotment option was not exercised Business Combination, Private PSQ (the predecessor entity in full or in part, so that the Sponsor would collectively own, on an as-converted basis, 20% of our issued and outstanding shares after the Initial Public Offering (assuming the Sponsor did not purchase any Public Shares in the Initial Public Offering). As a result of the underwriters' election existence prior to fully exercise their over-allotment option on July 1, 2021 (as discussed below), 562,500 Founder Shares are no longer subject to forfeiture.

On June 11, 2021, we completed the Initial Public Offering of 15,000,000 Units, at $10.00 per Unit, generating gross proceeds of $150,000,000. Simultaneously with the closing of the Initial Public Offering, we completed the sale of 5,250,000 Private Placement Warrants at a price of $1.00 per Private Placement Warrant in a private placement to the Sponsor, generating gross proceeds of $5,250,000.

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On July 1, 2021, in connection with the underwriters' exercise of their over-allotment option in full, we consummated the sale of an additional 2,250,000 Units at a price of $10.00 per Unit, generating total gross proceeds of $22,500,000. In addition, we also consummated the sale of an additional 450,000 Private Placement Warrants at $1.00 per warrant, generating total gross proceeds of $450,000.

Following the Initial Public Offering, the full exercise of the over-allotment option and the sale of the Private Placement Warrants, a total of $172,500,000 was placed in the Trust Account. We incurred $9,947,799 in Initial Public Offering related costs, including $3,450,000 of underwriting fees, $6,037,500 of deferred underwriting fees payable upon completion of an initial business combination, and $460,299 of other costs.

For the year ended December 31, 2022, cash used in operating activities was $645,887. Net income of $5,796,203 was affected by interest earned on marketable securities held in the Trust Account of $2,441,515, the change in fair value of warrant liabilities of $5,053,016 and income taxes payable of $524,777. Changes in operating assets and liabilities used $527,664 of cash for operating activities.

For the period from February 12, 2021 (inception) through December 31, 2021, cash used in operating activities was $973,475. Net income of $3,732,702 was affected by interest earned on marketable securities held in the Trust Account of $6,512, a change in fair value of warrant liabilities of $4,907,984, and Initial Public Offering transaction costs allocable to warrants of $329,619. Changes in operating assets and liabilities used $121,300 of cash for operating activities.

As of December 31, 2022, we had marketable securities held in the Trust Account of $174,948,027 (including $2,448,027 of interest income) consisting of money market funds, which are invested primarily in U.S. Treasury Securities. Interest income on the balance in the Trust Account may be used by us to pay franchise taxes and any other Permitted Withdrawals. In the fiscal year ended December 31, 2022, we did not withdraw any amount from the Trust Account.

As of December 31, 2021, we had marketable securities held in the Trust Account of $172,506,512 (including $6,512 of interest income) consisting of money market funds, which were invested primarily in U.S. Treasury Securities. In the fiscal year ended December 31, 2021, we withdrew $1,240,000 from the Trust Account for working capital purposes, which was the result of an overfunding of the Trust Account. See "Item 1. Business – Company History – Initial Public Offering" for more information.

We intend to use substantially all of the funds held in the Trust Account, including any amounts representing interest earned on the Trust Account (less income taxes payable and any other Permitted Withdrawals), to complete our business combination. To the extent that our capital stock or debt is used, in whole or in part, as consideration to complete our business combination, the remaining proceeds held in the Trust Account will be used as working capital to finance the operations of the target business or businesses, make other acquisitions and pursue our growth strategies.

At December 31, 2022, we had cash of $195,339 and working capital of $178,223 (after adding back approximately $212,212 in franchise tax payable as that liability, which is included in "accrued expenses" in our financial statements, may be settled using earnings from the Trust Account; $177,036 of franchise taxes paid out of an operating cash account not yet reimbursed from the Trust Account; and $524,777 in accrued income tax payable, which may be settled using earnings from the Trust Account).

At December 31, 2021, we had cash of $840,000 and working capital of $790,000 (after adding back approximately $6,000 in franchise tax payable as that liability, which is included in "accrued expenses" in our financial statements, may be settled using the Trust Account).

Our liquidity needs up to December 31, 2022 were satisfied through the proceeds of $25,000 from the sale of the Founder Shares, a loan of $46,975 under an unsecured and non-interest bearing promissory note, and the net proceeds from the consummation of the Initial Public Offering Business Combination) and the sale of the Private Placement Warrants held outside of the Trust Account. See "Note 5. Related Party Transactions" to our its consolidated financial statements for more information regarding our borrowings and indebtedness.subsidiaries.

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Overview

Additionally,

PSQ is a values-aligned platform where consumers with traditional American values can connect with and patronize business members whose values align with their own. PSQ is free-to-use for consumer members, who can use its platform to fund working capital requirements, search for and shop from values-aligned business members both locally, online, and nationally. Since our nationwide launch in July 2022, we have permitted withdrawals from become the Trust Account up to an annual limit largest values-aligned platform of $1,000,000. We may withdraw additional funds to pay income tax pro-America businesses and franchise tax obligations. These Permitted Withdrawals are limited to only the interest available that has been earned in excess of the initial deposit in the Trust Account upon consummation of the Initial Public Offering. In the fiscal year ended December 31, 2022, we withdrew $0 of the available annual limit. consumers.

We do not believe we will need to raise additional funds in order to meet the expenditures required for operating our business. However, if our actual costs of identifying a target business, undertaking in-depth due diligence and negotiating a business combination are more than our estimated amount, we may have insufficient funds available to operate our business prior to our business combination. Moreover, we may need to obtain additional financing either to complete our business combination or because we become obligated to redeem a significant number of our Public Shares upon consummation of our business combination, in which case we may issue additional securities or incur debt in connection with such business combination. In connection with our assessment of going concern considerations in accordance with Financial Accounting Standard Board's Accounting Standards Update ("ASU") 2014-15, "Disclosures of Uncertainties about an Entity's Ability to Continue as a Going Concern," we have until June 11, 2023 (or September 11, 2023 if we have executed a letter of intent, agreement in principle or definitive agreement for an initial business combination prior to June 11, 2023) to consummate a business combination. It is not guaranteed that we will be able to consummate a business combination by this time. If a business combination is not consummated by this date, there will be a mandatory liquidation and subsequent dissolution of the Company. Management has determined that the liquidity condition and mandatory liquidation, should a business combination not occur, and potential subsequent dissolution raises substantial doubt about our ability to continue as a going concern. No adjustments have been made to the carrying amounts of assets or liabilities should we be required to liquidate after June 11, 2023 (or September 11, 2023 if we have executed a letter of intent, agreement in principle or definitive agreement for an initial business combination prior to June 11, 2023).

Off-Balance Sheet Financing Arrangements

We have no obligations, assets, or liabilities which would be considered off-balance sheet arrangements as of December 31, 2022. We do not participate in transactions that create relationships with unconsolidated entities or financial partnerships (often referred to as variable interest entities) which would have been established for the purpose of facilitating off-balance sheet arrangements. We have not entered into any off-balance sheet financing arrangements, established any special purpose entities, guaranteed any debt or commitments of other entities, or purchased any non-financial assets.

We did not have any obligations, assets, or liabilities which would be considered off-balance sheet arrangements as of December 31, 2021.

Contractual Obligations

We do not have any long-term debt, capital lease obligations, operating lease obligations or long-term liabilities, other than an agreement to pay an affiliate of the Sponsor a monthly fee of $10,000 for office space, administrative and support services. We began incurring these fees on June 8, 2021 and will continue to incur these fees monthly until the earlier of the completion of the business combination and our liquidation. For the year ended December 31, 2022, the Company incurred $120,000 in fees for these services. For the period from February 12, 2021 (inception) through December 31, 2021, the Company incurred $70,000 in fees for these services. As of December 31, 2022 and 2021, $183,750 and $70,000, respectively, were outstanding and included in accrued expenses in the accompanying balance sheets.

The underwriters are entitled to a deferred fee of $0.35 per Unit, or $6,037,500. The deferred fee will become payable to the underwriters from the amounts held in the Trust Account solely in the event that we complete a business combination, subject to the terms of the underwriting agreement.

The terms of our Charter provide a Completion Window of 24 months from the the IPO Date, or 27 months from the IPO Date if we have entered into a letter of intent, agreement in principle or definitive agreement for an initial business combination within 24 months from the IPO Date. As a result of our entering into the Merger Agreement with incorporated PSQ Holdings, Inc. in February of 2021, began development of our digital platform (mobile app and website) in May 2021 and launched our initial product regionally in San Diego County, California in October 2021 on February 27, 2023 (prior iOS, Android and on our website. After 10 months of testing in various markets and courting member feedback, we launched the Platform nationwide on July 4, 2022. As of December 31, 2023, on the Platform we have more than 1.6 million active consumer members (defined as unique consumer membership accounts for which we have received all required contact information and which have not been deactivated or deleted since our reception) and more than 75,000 business members from a wide variety of industries.

On February 23, 2023, PSQ completed a stock-for-stock transaction to the 24-month anniversary purchase 100% of the IPO Date), our Completion Window has been automatically extended from June 11, 2023 to September 11, 2023 in accordance with the terms of our Charter.

Critical Accounting Policies

The preparation of financial statements and related disclosures in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and income and expenses during the periods reported. Actual results could materially differ from those estimates. We have identified the following critical accounting policies.

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Warrant Liabilities

We account for the Warrants in accordance with the guidance contained in ASC 815-40, under which the Warrants do not meet the criteria for equity treatment and must be recorded as liabilities. Accordingly, we classify the Warrants as liabilities at their fair value and adjusts the Warrants to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the statements of operations. For periods where no observable traded price was available, the Warrants are valued using a binomial/lattice model. For periods subsequent to the detachment of the Warrants from the Units, the Warrant quoted market price will be used as the fair value as of each relevant date.

Class A Common Stock Subject to Possible Redemption

We account for our Class A common stock subject to possible conversion in accordance with the guidance in ASC 480 "Distinguishing Liabilities from Equity." Shares of Class A common stock subject to mandatory redemption are classified as a liability instrument and measured at fair value. Conditionally redeemable common stock (including common stock that features redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within our control) is classified as temporary equity. At all other times, common stock is classified as stockholders' equity. Our Class A common stock features certain redemption rights that are considered to be outside of our control and subject to occurrence of uncertain future events. Accordingly, Class A common stock subject to possible redemption is presented at redemption value as temporary equity, outside of the stockholders' deficit section of our balance sheets.

Immediately upon the closing of the Initial Public Offering, we recognized the re-measurement from initial book value to redemption amount, which approximates fair value. The change in the carrying value of the redeemable Class A common stock subject to possible redemption resulted in charges against additional paid-in capital (to the extent available) and accumulated deficit and Class A common stock.

We recognize changes in redemption value immediately as they occur and adjusts the carrying value of redeemable common stock to equal the redemption value at the end of each reporting period. Increases or decreases in the carrying amount of redeemable common stock are affected by charges against additional paid in capital and accumulated deficit.

Net Income per Common Share

Net income per common share is computed by dividing net income by the weighted average number of common shares outstanding for the period. Re-measurement associated with the redeemable shares of Class A common stock is excluded from income per common share as the redemption value approximates fair value.

The calculation of diluted income per common share does not consider the effect of the warrants issued EveryLife, Inc. ("EveryLife"), a Delaware corporation, in connection with the (i) Initial Public Offering, and (ii) the private placement to purchase an aggregate of 11,450,000 exchange for 1,071,229 shares of common stock, in the calculation par value $0.001 per share, of diluted income per common share, since the exercise of the warrants is contingent upon the occurrence of future events. For the years ended December 31, 2022 and 2021, we did not have any dilutive securities or other contracts that could, potentially, be exercised or converted into shares of common stock and then share in the earnings of the Company. As a result, diluted net income per common stock is the same as basic net income per common share for the period presented.Private PSQ ("Private PSQ Common Stock").

Recent Accounting Standards

We do not believe that any other recently issued, but not yet effective, accounting standards, if currently adopted, would have a material effect on our financial statements.The mailing address of PSQ's principal executive office is 250 S. Australian Avenue, Suite 1300, West Palm Beach, Florida 33401.

Recent Developments

We have evaluated subsequent events and transactions that have occurred after December 31, 2022 and until the date of this Annual Report. Based upon this review, we did not identify any subsequent events that would require adjustment or disclosure in the financial statements.

Pursuant to our Investment Management Trust Agreement dated June 8, 2021, in January 2023, we withdrew $1,000,000 and $389,298 from the Trust Account for fiscal year 2022 working capital purposes and fiscal year 2021 and fiscal year 2022 tax obligations, respectively. Additionally, in March 2023, we withdrew $1,000,000 from the Trust Account for fiscal year 2023 working capital purposes.

*Agreement On March 13, 2024, the Company entered into a note purchase agreement for a 9.75% private placement convertible note for $10,000,000 invested by a board member and Plan his affiliates. Terms for the note were priced based on notes exchanged as part of Merger*the Credova transaction. The funds are currently held in escrow and the investment is subject to stockholder approval of the issuance of the underlying shares as part of the Company's annual shareholder meeting.

On February 27, 2023, we entered into an Agreement and Plan of Merger (the "Merger Agreement") by and among us, Colombier-Liberty Acquisition, Inc., a Delaware corporation and a wholly owned subsidiary of the Company (the "Merger Sub"), our Sponsor, in the capacity as "Purchaser representative" (solely for purposes of certain sections of the Merger Agreement), and PSQ Holdings, Inc., a Delaware corporation ("PSQ"). Pursuant to the terms of the Merger Agreement, a business combination between us and PSQ (the "Merger") will be effected and our name will be changed to "PSQ Holdings, Inc." For more information, please see the Current Report on Form 8-K filed with the SEC on February 28, 2023.

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Simultaneous***Credova Merger Agreement***

On March 13, 2024 , the Company entered into an agreement and plan of merger (the "Credova Merger Agreement") with Cello Merger Sub, Inc., a Delaware corporation and our wholly-owned subsidiary ("Merger Sub" and, together with PSQ, the "Buyer Parties"), Credova Holdings, Inc., a Delaware corporation ("Credova"), and Samuel L. Paul, in the capacity as the Seller Representative in accordance with the execution terms of the Credova Merger Agreement the Sponsor entered into ("Credova Merger").

Credova assists consumers, lenders, and retailers in offering point-of-sale financing products. Credova has developed and maintains an internet-based proprietary retail finance platform and related application programming interfaces ("APIs") through which Credova, certain FDIC and NCUA insured financial institutions, and other financial institutions authorized by Credova (each a support agreement (the "Sponsor Support Agreement" "Financing Partner"), pursuant to which it agreed that it will (i) fully comply with and perform all of merchants can dynamically offer certain financing products (collectively, the obligations, covenants and agreements set forth in that certain letter agreement, dated June 8, 2021, between us and Sponsor (the "Insider Letter" "Services"); (ii) waive the anti-dilution rights with respect to its Founder Shares that are triggered upon the conversion of the Founder Shares into Public Shares upon the consummation of the Merger; (iii) waive any claims it has or may have against us and each of our affiliates and PSQ and each of their affiliates with respect to any claims occurring (or any circumstances existing) prior to the closing of the Merger ("Closing") (subject to certain exceptions); (iv) forfeit one percent of its Founder Shares and Warrants for every one percent of redemptions in excess of an amount of shares equal to eighty percent of the sum of (a) the number of Public Shares issued and outstanding immediately prior to Closing, plus (b) the result of (i) the aggregate proceeds raised in any Permitted Financing (as such term is defined in the Merger Agreement), divided by (ii) $10.00. .

Pursuant to the Sponsor Support Credova Merger Agreement, we have agreed to enforce on March 13 2024, the Insider Letter in accordance with its terms, and not to amend, modify or waive any provision transactions which are the subject of the Insider Letter without the prior written consent Credova Merger Agreement were consummated (the "Closing") and Merger Sub merged with and into Credova (the "Merger"), with Credova surviving as a wholly-owned subsidiary of PSQ.

Also simultaneous In connection with the execution Merger, each share of Credova was converted into the Merger Agreement, certain stockholders of PSQ (the "PSQ Holders") entered into support agreements (the "Company Support Agreements"), pursuant to which such stockholders agreed, among other things, to vote all shares of capital stock of PSQ beneficially owned by the PSQ Holders (the "PSQ Shares") in favor of the Merger and related transactions. Such PSQ Holders also agreed to take certain other actions in support of the Merger Agreement and related transactions (and any actions required in furtherance thereof) and to refrain from taking actions that would adversely affect such PSQ Holders' ability to perform their obligations under the Company Support Agreement. Pursuant to the Company Support Agreements, the PSQ Holders also agreed not to transfer their PSQ Shares during the period from and including the date of the Company Support Agreement and the first to occur of the date of Closing or the date on which the Company Support Agreement is terminated, except for certain permitted transfers where the recipient also agrees to comply with the Company Support Agreement.

Certain PSQ Holders have also agreed, subject to certain customary exceptions, not to (i) sell, offer to sell, contract or agree to sell, pledge or otherwise dispose of, directly or indirectly, any shares of certain classes of our common stock held by them and issued as Merger Consideration (as such term is defined in the Merger Agreement) (such shares, together with any securities convertible into or exchangeable for or representing the rights right to receive newly-issued shares of us acquired during the Lock-Up Period, as defined below, the "Lock-Up Shares"), (ii) enter into a transaction that would have the same effect, (iii) enter into any swap, hedge or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Lock-Up Shares or otherwise, or engage in any short sales or other arrangement with respect to the Lock-Up Shares, or (iv) publicly announce any intention to do any of the foregoing until the date that is one year after the date of Closing (the "Effective Time") (the period from the Effective Time until such date, the "Lock-Up Period"). Such restrictions will lapse if, commencing on the 150th day following Closing, the volume-weighted average trading price of one share of our Class A common stock quoted on ("Class A Common Stock"), delivered to the NYSE (or such other exchange on which Credova stockholders at the Closing ("Credova Stockholders").

As consideration for the Merger, Credova stockholders received 2,920,993 newly-issued shares of Class A common stock are then listed) for any twenty trading days within any thirty consecutive trading day period is greater than or Common Stock (the "Consideration Shares"). A number of Consideration Shares equal to $12.00. ten percent (10%) of the Consideration Shares (the "Escrow Shares") was placed in an escrow account for indemnity claims made under the Credova Merger Agreement. Assuming they are not subject to indemnity claims, the Escrow Shares remaining in escrow upon the 12-month anniversary of the Closing will be released and distributed pro rata to the former stockholders of Credova.

The Prior to the execution of the Credova Merger Agreement, may be terminated at any time Credova, PSQ and certain holders of outstanding subordinated notes ("Subdebt Notes") issued by Credova (the "Participating Noteholders") entered into a Note Exchange Agreement (the "Note Exchange Agreement") pursuant to which, immediately prior to the Effective Time by either us or PSQ if Closing, the Merger and related transactions are not consummated on or before September 11, 2023 (the "Outside Date"), provided that we may extend the Outside Date Participating Noteholders delivered their subdebt notes of Credova for an additional period ending on the earlier of (A) the last date for us to consummate its business combination pursuant to an extension granted pursuant to our organizational documents and (B) December 31, 2023.

The terms of our Charter provide a time period to complete an initial business combination (a "Completion Window") of 24 months from the date of closing of our Initial Public Offering (the "IPO Date") or 27 months from the IPO Date if we have entered into a letter of intent, agreement in principle or definitive agreement for an initial business combination within 24 months from the IPO Date (such additional three-month period of the Completion Window, as incorporated into the terms of our Charter, the "Automatic Three Month Extension"). As previously disclosed in our Current Report on Form 8-K dated and filed with the SEC on February 27, 2023 relating to our entry into the Merger Agreement and other transaction documents with PSQ, as a result of our entering into the Merger Agreement with PSQ on February 27, 2023 (prior to the 24-month anniversary of the IPO Date), our Completion Window has been automatically extended from June 11, 2023 to September 11, 2023 cancellation,, in accordance with the terms exchange for newly-issued replacement notes issued by PSQ, convertible into shares of our Charter.

*Other Agreements*Class A Common Stock (the "Replacement Notes"). The Replacement Notes have 9.75% simple interest per annum and ten-year maturity dates.

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In connection with Pursuant to the proposed business combination which is the subject terms of the Merger Agreement Replacement Notes, at any time after the Closing, Participating Noteholders may elect to convert their Replacement Notes into a number of shares of Class A Common Stock equal to the quotient obtained by dividing (x) the outstanding principal amount of the Replacement Note to be converted plus accrued and unpaid interest by (y) 4.63641, subject to adjustment for stock splits and other similar transactions (the "PSQ Business Combination" "Conversion Price"), . At any time, the Company may call the Replacement Notes for a cash amount equal to accrued interest plus (i) between the Closing and the Representative first anniversary of the Company's underwriters for its Initial Public Offering (the "UW Representative"), agreed, pursuant to a letter agreement dated March 9, 2023, that Closing, 120% of the then outstanding principal amount, (ii) between the first anniversary and the second anniversary of the Closing, 105% of the then outstanding principal amount and (iii) after the second anniversary of the Closing, the then outstanding principal amount of the Replacement Note. Further, the Replacement Notes permit the Company, in its discretion, could reallocate a portion to require conversion of the "Deferred Discount," as such term is defined in Replacement Notes into shares of Class A Common Stock if the Underwriting Agreement, dated June 8, 2021, entered into by daily volume-weighted average trading price of the Company and the UW Representative, as representative Class A Common Stock exceeds 140% of the underwriters in connection with the Initial Public Offering, to one or more third parties not participating in the Initial Public Offering, provided that the UW Representative is paid Conversion Price on each of at least an agreed minimum amount ten consecutive trading days during the twenty trading day period prior to notice of the Deferred Discount at the closing, if any, of the PSQ Business Combination. such required conversion.

The Company has not engaged Credova Merger meets the criteria to be accounted for as a business combination and does not intend to engage Farvahar Capital to provide financial or other advisory services to will be accounted for using the Company in connection with the PSQ Business Combination and, since inception, Farvahar Capital has not received, and is not expected to receive, any fees, commissions or reimbursements acquisition method of any expenses from the Company and has not and is not expected to provide any advisory or other services to the Company in connection with the PSQ Business Combination or otherwise (as previously disclosed, our Sponsor, an affiliate of Farvahar Capital, entered into an Administrative Support Agreement, dated June 8, 2021, accounting, with the Company pursuant being treated as the accounting acquirer. Under the acquisition method of accounting, the assets and liabilities of Credova and its subsidiaries will be recorded at their respective fair values as of the date of completion of the Credova Merger and added to which the Company has Company's and the difference between the fair value of the consideration paid our Sponsor for office space the acquired entity and administrative fair value of the net assets acquired will be recorded as goodwill. We have not yet completed the purchase accounting for the Credova Merger, including determining the preliminary fair value of the assets acquired and support services, as described liabilities assumed. The preliminary purchase price allocation is expected to be completed in Item 13. Certain Relationships the first quarter of fiscal year 2024 and Related Transactions, is subject to change for up to one year subsequent to the closing date of the Credova Merger. Determining the fair value of the assets and Director Independence — Administrative Support Agreement). liabilities of Credova requires judgment and certain assumptions to be made.

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Launch of the Platform

On November 1, 2023, the Company officially launched its Platform functionality on mobile and desktop devices. The Platform features a single-cart shopping experience where consumers can purchase a variety of products from multiple vendors in one transaction. The Company has built its Platform with multiple user experience enhancements and is experiencing tremendous engagement from businesses with over 450,000 products now available for purchase.

Business Combination

On February 27, 2023, PublicSq. Inc. (formerly known as PSQ Holdings, Inc.) entered into the Agreement and Plan of Merger (the "**Merger Agreement**") with Colombier-Liberty Acquisition, Inc. ("**Merger Sub**"), Colombier Sponsor LLC (the "**Sponsor**") and PSQ Holdings, Inc. (formerly known as Colombier Acquisition Corp.) ("**Colombier**").

On July 19, 2023 (the "**Closing Date**"), we consummated the Business Combination, pursuant to the terms of the Merger Agreement.

The Business Combination (as defined in the Merger Agreement) was accounted for as a reverse recapitalization in accordance with United States Generally Accepted Accounting Principles ("**GAAP**"). Under this method of accounting, Colombier was treated as the "acquired" company for financial reporting purposes and PSQ was treated as the "acquirer."

Upon the closing of the Business Combination, the CEO possessed approximately 52.62% of the voting power of the Combined Company through the issuance to him of shares of Class C Common Stock in connection with the Business Combination. As of the date of this report, the CEO controls approximately 50.63% of our outstanding voting power due to his ownership of all of our outstanding shares of Class C Common Stock.

Components of Results of Operations

During the years ended December 31, 2023 and 2022, our net loss was $53.3 million and $7.0 million, respectively. Our net loss increased in 2023 from 2022, largely due to the $14.6 million increase in the fair value of the convertible notes, $1.3 million increase in fair value of the warrant liabilities, as well as $6.8 million related to transaction costs incurred due to the business combination and $6.7 million of share-based compensation incurred, this was partially offset by a $1.7 million decrease in fair value of the earn-out liabilities. Our operating expenses will likely increase in the future as we develop and launch new offerings and platform features, expand in existing and new markets, increase our sales and marketing efforts and continue to invest in the Platform, as well as a result of becoming a public company. We have not been profitable since inception, and as of December 31, 2023 and December 31, 2022, our accumulated deficit was $62.2 million and $8.9 million, respectively. Since inception, we have financed our operations primarily through equity and debt raises.

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Revenues, net

We generate revenues primarily from our Marketplace through advertising and eCommerce sales and through our Brands through product sales.

Marketplace

Our advertising revenues are derived from short-term, typically multi-month fixed price contracts for advertising subscription arrangements. Revenues from subscription contracts are recognized using the “over-time” method of revenue recognition. Accordingly, we recognize revenues over-time as the advertisements are displayed over the subscription period and the service is being consumed by the business member simultaneously over the period of service. Over-time revenue recognition is based on an input measure of progress. Each advertisement has a contractual revenue value and an estimated cost. The over-time revenue is recognized over the contract term as the Company performs on its performance obligation.

Additionally, we recognize advertising revenue from push notifications and email blasts at the point of delivery. Push notifications and email blasts are considered delivered when an advertisement is displayed to users.

E-commerce revenue is generated from the Platform. The Platform features a single cart shopping experience where consumers can purchase a variety of products from multiple vendors in one transaction. The Company is not the seller of record in these transactions. The commissions revenue earned from these arrangements are recognized at the point of sale on a net basis, which equates to the commission and processing fees earned in exchange for the seller marketplace services.

In the future, in addition to greater levels of advertising revenue expected as a result of the growth of our marketplace, we also expect to realize increased amounts of business-to-business (“B2B”) revenue and e-commerce transactional revenue as we expand our business operations into those areas.

Brands

Our brand revenues have been derived primarily from our sale of products.

In July 2023, the Company launched the EveryLife business and began to generate revenue through the sale of diapers and wipes to consumers by way of the EveryLife’s website. In November 2023, EveryLife’s products became available for purchase on the Platform. The Company considers customer orders to be the contracts with the customer. There is a single performance obligation, which is the Company’s promise to transfer the Company’s product to customers based on specific payment and shipping terms in the arrangement.

For a description of our revenue recognition policies, see Note 3, Summary of Significant Accounting Policies, in our consolidated financial statements.

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Cost of Sales - Services (exclusive of depreciation and amortization)

Cost of sales- services (exclusive of depreciation and amortization) consists of the direct costs incurred in building and running the Platform. We recognize the cost of revenue associated with personnel costs, general administrative expenses, and fees related to servers that assist in hosting the Platform.

Cost of goods sold (exclusive of depreciation and amortization)

Cost of goods sold (exclusive of depreciation and amortization) includes the purchase price of merchandise sold to customers, inbound and outbound shipping and handling costs, freight and duties, shipping and packaging supplies and warehouse fulfillment costs incurred.

Operating Expenses

Operating expenses primarily include general and administrative, sales and marketing, research and development, and depreciation and amortization. The most significant component of our operating expenses is personnel-related costs such as salaries, benefits, share-based and variable compensation. We expect our personnel-related costs as a percentage of total costs to decrease over time.

We expect to continue to invest substantial resources to support our growth. We anticipate that each of the following categories of operating expenses, other than transaction costs incurred in connection with the Business Combination, will increase in absolute dollar amounts and decrease as a percentage of revenue for the foreseeable future.

Transaction costs incurred in connection with the Business Combination

Transaction costs incurred in connection with the Business Combination primarily consists of professional fees, travel expenses and one-time share-based payments to non-employee advisors and influencers.

General and Administrative Expenses

General and administrative expenses consist primarily of personnel-related expenses for our finance, legal, human resources and administrative personnel, as well as the costs of information technology, professional services, insurance, travel, and other administrative expenses. We expect to invest in our corporate organization and incur additional expenses associated with transitioning to, and operating as, a public company, including increased legal, audit, tax and accounting costs, investor relations costs, higher insurance premiums and compliance costs. As a result, we expect that general and administrative expenses will increase in absolute dollars in future periods but decline as a percentage of total revenue over time. Our inability to scale our expenses could negatively impact profitability.

Sales and Marketing Expenses

Sales and marketing expenses consist primarily of salaries, employee benefits, consultant fees, commissions, and direct marketing costs related to the promotion of PSQ’s platforms/solutions and certain costs related to the acquisition of both consumer and business members on the Platform. As a result, we expect that sales expenses will increase in absolute dollars in future periods as we increase marketing activities, grow our operations, and continue to build our brand awareness, but decline as a percentage of total revenue over time. Our inability to scale our expenses could negatively impact profitability.

Research and Development Expenses

Research and development expenses consist primarily of salaries, employee benefits and consultant fees related to our development activities to originate, develop, and enhance the Platform. We expect research and development expenses to increase over time due to growth in our engineering and product teams, especially related to the continued development of e-commerce functionality.

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Depreciation and Amortization Expense

Depreciation and amortization expense consists primarily of amortization of capitalized software development costs.

Non-Operating Income and Other Items

Other Income, Net

Other income, net primarily relates to realized and unrealized gains on our available for sale investments for the year ended December 31, 2023 and Employee Retention Tax Credit ("ERTC") and the Research and Development Tax Credit ("R&D Tax Credit") for the year ended December 31, 2022.

Change in fair value of convertible promissory notes

Changes in the fair value of the convertible promissory notes are recorded in the consolidated statement of operations. The convertible promissory notes represent a financial instrument other than an outstanding share that embodies a conditional obligation that the issuer must or may settle by issuing a variable number of its equity shares. We record the convertible promissory notes liability at its fixed monetary amount by measuring and recording a premium, as applicable, on the convertible promissory notes' issuance date with a charge to expense. The convertible promissory notes were converted to equity at the close of the Business Combination.

Change in fair value of earnout liabilities

Changes in the fair value of earnout liabilities are recorded in the consolidated statement of operations. The earn-out liabilities represent a financial instrument other than an outstanding share that embodies a conditional obligation that the issuer must or may settle by issuing a variable number of its equity shares. We record the earnout liability at its fair value at each reporting period.

Change in fair value of warrant liabilities

Changes in the fair value of warrant liabilities are recorded in the consolidated statement of operations. The warrant liabilities represent a financial instrument other than an outstanding share that embodies a conditional obligation that the issuer must or may settle by issuing a variable number of its equity shares. We record the warrant liabilities at its fair value at each reporting period.

Interest Expense, net

Interest expense incurred consists of interest accrued on Notes issued. The Notes were converted to equity at the close of the Business Combination.

Income Tax Expense

We are subject to income taxes in the United States, but due to our net operating loss ("NOL") position, we have recognized a minimal provision or benefit in recent years. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. A valuation allowance is provided when it is more likely than not that the deferred tax assets will not be realized. We have established a full valuation allowance to offset our U.S. net deferred tax assets due to the uncertainty of realizing future tax benefits from our NOL carryforwards and other deferred tax assets.

Key Business Metrics and Selected Financial Data

We use certain key metrics and financial measures not prepared in accordance with GAAP to evaluate and manage our business.

Adjusted EBITDA

We define adjusted EBITDA, a non-GAAP financial measure, as earnings (loss) before interest expense, income tax expense (benefit), depreciation and amortization, as adjusted to exclude change in fair value of our financial instruments, other income (expense), net, transaction expenses and share-based compensation expense. See "Non-GAAP Financial Measures" for a reconciliation of GAAP net loss to adjusted EBITDA.

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Total Active Consumer Members on Platform

We perform calculations utilizing total active consumer members on the Platform as a measure of the reach of our app and website over time. Total active members, as defined by us, are unique consumer membership accounts for which we have received all required contact information, and which have not been deactivated or deleted. These numbers are based on data provided directly from our database. Total active consumer members on the Platform do not include unique visitors to the site nor individuals who download the app but do not create an account to login. Our definition of total active consumer members may differ from similar definitions and metrics used by other companies.

Total active consumer members on the Platform were over 1.6 million at December 31, 2023, an increase of 338% from December 31, 2022. We believe that significant growth in our total active consumer members is attributable to earned media, word of mouth referrals, our outreach program and consumer interest in the Platform.

*please note that PSQ introduced guest browsing November 1, 2023

Total Business Members on Platform

We calculate the total business members on the Platform as a measure of the reach of our app and website over time. Total business members represent unique business members who have been verified and added to the platform by our team. Total business members do not include business members that were not approved by our team to be on the Platform. Our definition of total business members on the Platform may differ from similar definitions and metrics used by other companies.

Total business members increased to over 75,000 at December 31, 2023, an increase of 130% from December 31, 2022. We believe that the significant growth in the total business members on the Platform is attributable to earned media, word of mouth referrals, and our Outreach Program.

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Results of Operations

The results of operations presented below should be reviewed in conjunction with the audited consolidated financial statements for the years ended December 31, 2023 and 2022 found elsewhere in this document.

The following table sets forth our consolidated statement of operations for the years ended December 31, 2023 and 2022, and the dollar and percentage change between the two periods:

	For the years ended December 31,		Variance	Variance
	2023	2022	($)	(%)
Net services sales - Marketplace	$ 2,987,406	$ 475,175	$ 2,512,231	529 %
Net product sales - Brands	2,698,581	-	2,698,581	NM
Total net revenues	5,685,987	475,175	$ 5,210,812	1097 %
Costs and expenses:				
Cost of sales - services (exclusive of depreciation and amortization expense shown below)	1,829,066	716,102	1,112,964	155 %
Cost of goods sold (exclusive of depreciation and amortization expense shown below)	1,969,147	-	1,969,147	NM
General and administrative	15,222,451	2,016,638	13,205,813	655 %
Sales and marketing	12,096,211	2,550,418	9,545,793	374 %
Transaction costs incurred in connection with the Business Combination	6,845,777	-	6,845,777	NM
Research and development	4,626,625	1,446,347	3,180,278	220 %
Depreciation and amortization	2,442,706	842,195	1,600,511	190 %
Total operating expenses	45,031,983	7,571,700	37,460,283	495 %
Operating loss	(39,345,996)	(7,096,525)	(32,249,471)	454 %
Other income (expense):				
Other income, net	340,807	118,158	222,649	188 %
Change in fair value of convertible promissory notes	(14,571,109)	-	(14,571,109)	NM
Change in fair value of earn-out liabilities	1,740,000	-	1,740,000	NM
Change in fair value of warrant liabilities	(1,313,500)	-	(1,313,500)	NM
Interest (expense) income	(177,444)	591	(178,035)	-30124 %
Loss before income taxes	(53,327,242)	(6,977,776)	(46,349,466)	664 %
Income tax expense	1,945	800	1,145	143 %
Net loss	$ (53,329,187)	$ (6,978,576)	$ (46,350,611)	664 %

NM* — Percentage change not meaningful.

Revenues, net

	For the years ended December 31,	
	2023	2022
Revenues, net:		
Marketplace		
Advertising and eCommerce sales	$ 2,987,406	$ 475,175
Brands		
Product sales	3,185,931	-
Returns and discounts	(487,350)	-
Total Brand revenues, net	2,698,581	-
Total revenues, net	$ 5,685,987	$ 475,175

Total revenues, net increased by $5.2 million for the year ended December 31, 2023 compared to the year ended December 31, 2022. The increase was driven by net product sales - Brands of $3.2 million offset by returns and discounts of $0.5 million, as well as an increase in the business member base, launch of eCommerce sales and promotion of new advertising features on the Platform, which resulted in additional Net services sales - Marketplace of $2.5 million.

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Cost of sales - services (exclusive of depreciation and amortization)

Cost of sales (exclusive of depreciation and amortization) increased by $1.1 million, or 155%, for the year ended December 31, 2023 compared to the year ended December 31, 2022. The increase was mainly due to an increase in personnel expenses.

Cost of goods sold (exclusive of depreciation and amortization)

Cost of goods sold (exclusive of depreciation and amortization) increased by $2.0 million for the year ended December 31, 2023 compared to the year ended December 31, 2022. The increase was mainly due to the launch of product sales in July 2023.

General and Administrative Expense

General and administrative expense increased by $13.2 million, or 655%, for the year ended December 31, 2023 compared to the year ended December 31, 2022. The increase was due to the growth and expansion of our operations as well as costs related to being a public company, specifically a $7.2 million increase in staffing-related costs, a $2 million increase in professional services, a $1 million increase in software costs, a $0.8 million increase in insurance costs, and $0.6 million increase in acquisition costs as well as a $1.6 million increase in other administrative expenses.

Sales and Marketing Expense

Sales and marketing expense increased by $9.5 million, or 374%, for the year ended December 31, 2023 compared to the year ended December 31, 2022. The increase was due to an increase in expenses related to the Outreach Program, as well as brand awareness campaigns.

Transaction costs incurred in connection with the Business Combination

Transaction costs incurred in connection with the Business Combination for the year ended December 31, 2023 include legal fees of $5.0 million, accounting fees of $0.8 million, travel and other expenses of $0.3 million and a one-time share-based payment expense of $0.7 million for immediately-vested RSUs issued to non-employee influencers and advisors.

Research and Development Expense

Research and development expense increased by $3.2 million, or 220%, for the year ended December 31, 2023 compared to the year ended December 31, 2022. The increase was due to an increase in staffing-related costs in our product and engineering teams, as well as costs related to computer software, hardware, and other administrative expenses.

Depreciation and amortization

Depreciation and amortization expense increased $1.6 million, or 190% for year ended December 31, 2023 compared to the year ended December 31, 2022. The increase was primarily related to the amortization of capitalized software development costs.

Other Income, net

Other income, net increased by $0.2 million for the year ended December 31, 2023 compared to the year ended December 31, 2022. The increase was primarily related to the realized gain on short term investments.

Change in fair value of convertible promissory notes

The change in fair value of convertible promissory notes represents the premium recorded on the convertible promissory note’s date with a charge to expense. The convertible promissory notes were converted to equity at the close of the Business Combination.

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Change in fair value of earnout liabilities

Changes in the fair value of earnout liabilities of $1.7 million represents the decrease in fair value of the earn-out liabilities from the date of the Business Combination through December 31, 2023.

Change in fair value of warrant liabilities

Changes in the fair value of warrant liabilities of $1.3 million represents the net increase in fair value of the warrant liabilities from the date of the Business Combination through December 31, 2023.

Interest Expense, net

Interest expense, net increased by $0.2 million for the year ended December 31, 2023 compared to the year ended December 31, 2022. The increase was due to the interest expense on the convertible promissory notes that were subsequently converted in connection with the closing of the Business Combination.

Income Tax Expense

Income tax expense increased by an insignificant amount for the year ended December 31, 2023 compared to the year ended December 31, 2022.

Liquidity and Capital Resources

Historically, we have financed operations primarily through cash generated from equity and debt raises. Our primary short-term requirements for liquidity and capital are to fund general working capital and capital expenditures. Our principal long-term working capital uses include increasing our advertising and marketing exposure, expanding our internal engineering and product teams, developing and launching direct-to-consumer ("D2C") products, and developing and rolling out e-commerce capabilities.

Longer term, our expected liquidity and capital requirements will likely consist of research and development needed to identify additional D2C and business-to-business ("B2B") opportunities as well as potential strategic acquisitions. We do not currently anticipate that growth and expansion into new areas, such as D2C consumer products, will require us to make significant capital investments in our business, as we plan to employ an "asset light" business model and rely on third party manufacturers and other outsourced third-party relationships as we build this part of our business.

As of December 31, 2023 and December 31, 2022, our cash and cash equivalents balance was $16.4 million, and $2.3 million, respectively. Cash and cash equivalents consist of interest-bearing deposit accounts managed by third-party financial institutions, and highly liquid investments with maturities of one year or less.

From March through June 2023, we issued $22.5 million in convertible promissory notes ("Notes"), of which $22.5 million were received as of June 30, 2023, as part of a permitted financing under the Merger Agreement. The Notes were unsecured obligations and earned interest at a rate of 5% per annum. In July 2023, in connection with the consummation of the Business Combination, the Notes automatically converted into shares of PSQ Common Stock immediately prior to completion of the Business Combination at a conversion rate based upon an implied $100 million fully diluted pre-money valuation of Private PSQ, excluding the Notes. Upon such conversion and before giving effect to the Merger, the shares of Private PSQ Common Stock issued in respect of the aggregate balances under all Notes represented approximately 18.4% of the total outstanding shares of Private PSQ Common Stock. The Notes were issued in a private placement transaction exempt from registration under the Securities Act of 1933, as amended.

In conjunction with the consummation of the Business Combination, we received proceeds totaling $34,938,880 in July 2023, after giving effect to Colombier's stockholder redemptions and before payment of transaction expenses, which will be utilized to fund our operations and growth plans. To the extent our Warrants are exercised for cash, we will receive up to an aggregate of approximately $131.7 million from the exercises thereof. On March 12, 2024, the closing price of the Class A Common Stock as reported by the NYSE was $4.86 per share, which price was less than the $11.50 per share exercise price of the Warrants. There can be no assurance that the trading price of our Class A Common Stock will exceed the exercise price per share of the Warrants after the date of this report and prior to their expiration. Until such time occurs, holders of our Warrants are less likely to exercise their Warrants for cash. In considering our capital requirements and sources of liquidity, we have not assumed or relied on the receipt of any proceeds from potential future exercises of the Warrants.

On March 13, 2024, the Company entered into a note purchase agreement for a 9.75% private placement convertible note for $10,000,000 invested by a board member and his affiliates. Terms for the note were priced based on notes exchanged as part of the Credova transaction. The funds are currently held in escrow and the investment is subject to stockholder approval of the issuance of the underlying shares as part of the Company's annual shareholder meeting.

Also in March 2024, we completed an acquisition of Credova in exchange for the issuance of shares of our common stock. Additionally, Credova generates positive cash flow from operations.

We believe that as a result of the Business Combination, convertible note proceeds, and acquisition of Credova, our existing cash and short-term investments will be sufficient to fund operations and capital needs for at least one year from the date the consolidated financial statements were issued for the year ended December 31, 2023.

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Our future capital requirements will depend on many factors, including our revenue growth rate, the timing and extent of spending by us to support further sales and marketing and research and development efforts, the degree to which we are successful in launching new business initiatives such as our e-commerce and D2C business initiatives and the cost associated with these initiatives, and the growth of our business generally. In order to finance these opportunities and associated costs, it is possible that we will need to raise additional financing if the proceeds realized by us from the Merger are insufficient to support our business needs. While we believe that the proceeds realized by us through the Merger will be sufficient to meet our currently contemplated business needs, we cannot assure you that this will be the case. If additional financing is required by us from outside sources, we may not be able to raise it on terms acceptable to us or at all. If we are unable to raise additional capital on acceptable terms when needed, our business, results of operations and financial condition would be materially and adversely affected.

Comparison of the Years Ended December 31, 2023 and 2022

The following table shows our cash flows provided by (used in) operating activities, investing activities and financing activities for the stated periods:

	For the years ended December 31,		
	2023	**2022**	**Variance**
Net cash used in operating activities	$ (25,764,078)	$ (6,034,149)	(19,729,929)
Net cash used in investing activities	(3,324,227)	(1,554,334)	(1,769,893)
Net cash provided by financing activities	43,203,930	9,519,485	33,684,445

Net Cash Used in Operating Activities

Net cash used in operating activities for the year ended December 31, 2023 was $25.8 million compared to $6.0 million used in operating activities during the year ended December 31, 2022. The increase in cash used in operating activities was due to an overall increase in operating expenses, resulting in an increased net loss of $53.3 million (which includes the increase in fair value of Notes of $14.6 million and change in fair value of the warrants of $1.3 million). This was partially offset with a decrease in fair value of earn-out liabilities of $1.7 million, an increase in non-cash expenses of $1.6 million for depreciation and amortization and share-based compensation of $6.7 million. Also offsetting this was an increase in cash provided by operating assets and liabilities of $4.1 million.

Net Cash Used in Investing Activities

Net cash used in investing activities for the year ended December 31, 2023 was $3.3 million, an increase of $1.7 million from cash used in investing activities of $1.6 million for the year ended December 31, 2022. The increase was primarily due to additional costs incurred with the internally developed software (the gross capitalized software development costs, net of retired assets included in intangible assets as of December 31, 2023 were $5.0 million).

Net Cash Provided by Financing Activities

Net cash provided by financing activities for year ended December 31, 2023 was $43.2 million compared to $9.5 million provided by financing activities for the year ended December 31, 2022. The increase was primarily due to $22.5 million of proceeds from the issuance of Notes, $18.1 million of proceeds from the reverse recapitalization and $2.6 million of proceeds from the issuance of Private PSQ Common Stock.

Non-GAAP Financial Measures

The non-GAAP financial measures below have not been calculated in accordance with GAAP and should be considered in addition to results prepared in accordance with GAAP and should not be considered as a substitute for, or superior to, GAAP results. In addition, Adjusted EBITDA should not be construed as indicators of our operating performance, liquidity or cash flows generated by operating, investing and financing activities, as there may be significant factors or trends that they fail to address. We caution investors that non-GAAP financial information, by its nature, departs from traditional accounting conventions. Therefore, its use can make it difficult to compare our current results with our results from other reporting periods and with the results of other companies.

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Our management uses these non-GAAP financial measures, in conjunction with GAAP financial measures, as an integral part of managing our business and to, among other things: (i) monitor and evaluate the performance of our business operations and financial performance; (ii) facilitate internal comparisons of the historical operating performance of our business operations; (iii) facilitate external comparisons of the results of our overall business to the historical operating performance of other companies that may have different capital structures and debt levels; (iv) review and assess the operating performance of our management team; (v) analyze and evaluate financial and strategic planning decisions regarding future operating investments; and (vi) plan for and prepare future annual operating budgets and determine appropriate levels of operating investments.

Adjusted EBITDA

We define adjusted EBITDA, a non-GAAP financial measure, as net earnings (loss) before interest and other expenses, net, income tax expense, depreciation and amortization, as adjusted to exclude change in fair value of our financial instruments, other income (expense), net, transaction expenses, acquisition costs and share-based compensation expense. We utilize adjusted EBITDA as an internal performance measure in the management of our operations because we believe the exclusion of these non-cash and non-recurring charges allow for a more relevant comparison of our results of operations to other companies in our industry. Adjusted EBITDA should not be viewed as a substitute for net loss calculated in accordance with GAAP, and other companies may define adjusted EBITDA differently.

The following table provides a reconciliation of net loss to adjusted EBITDA to net loss for the periods presented:

	For the years ended December 31,	
	2023	**2022**
Net loss	(53,329,187)	(6,978,576)
Excluding:		
Interest expense, net	177,444	(591)
Income tax expense	1,945	800
Change in fair value of convertible notes	14,571,109	-
Change in fair value of earnout liabilities	(1,740,000)	-
Change in fair value of warrant liabilities	1,313,500	-
Other income, net	(340,807)	(118,158)
Depreciation and amortization	2,442,706	842,195
Transaction costs incurred in connection with the Business Combination	6,845,777	-
Share-based compensation (exclusive of what is shown above in transaction costs)	5,998,019	-
Transaction costs incurred in connection with potential acquisitions	550,792	-
Adjusted EBITDA	(23,508,702)	(6,254,330)

Off-Balance Sheet Arrangements

None.

Critical Accounting Policies and Significant Management Estimates

We prepare our consolidated financial statements in accordance with GAAP. The preparation of consolidated financial statements also requires we make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs and expenses and related disclosures. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could differ significantly from the estimates made by our management. To the extent that there are differences between our estimates and actual results, our future financial statement presentation, balance sheet, results of operations and cash flows will be affected. We believe that the accounting policies discussed below are critical to understanding our historical and future performance, as these policies relate to the more significant areas involving our management's judgments and estimates. Critical accounting policies and estimates are those that we consider the most important to the portrayal of our balance sheet and results of operations because they require our most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain.

The preparation of our consolidated financial statements in conformity with GAAP requires us to make estimates and judgments that affect the amounts reported in those consolidated financial statements and accompanying notes. Although we believe that the estimates we use are reasonable, due to the inherent uncertainty involved in making those estimates, actual results reported in future periods could differ from those estimates. Our significant accounting policies are described in Note 3 to our consolidated financial statements for the years ended December 31, 2023 and 2022 included elsewhere in this report. Our critical accounting policies are described below.

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Revenue Recognition

[1] Marketplace Revenues

eCommerce revenues

The Platform features a single cart shopping experience where consumers can purchase a variety of products from multiple vendors in one transaction. The Company is not the seller of record in these transactions. The commissions revenue earned from these arrangements are recognized on a net basis, which equates to the commission and processing fees earned in exchange for the seller marketplace services. The commission and processing fees are recognized when the corresponding transaction is confirmed by the buyer and seller. The Company does not take title to inventory sold or assume risk of loss at any point in time during the transaction and is authorized to collect consideration from the buyer and remit net consideration to the seller to facilitate the processing of the confirmed purchase transaction.

Advertising services

Advertising revenue is generated by displaying ad products and services on the Company's platform. Customers enter into advertising subscription arrangements. The Company recognizes revenues over-time as the ads are displayed over the subscription period so the Company is providing a service and the service is being consumed by the customer simultaneously over the period of service. In general, we report advertising revenue on a gross basis, since we control the advertising inventory before it is transferred to our customers. Our control is evidenced by our sole ability to monetize the advertising inventory before it is transferred to our customers.

The Company recognizes revenue from push notifications and email blasts at a point in time when delivered. Push notifications and email blasts are considered delivered when an ad is displayed to users. When a customer enters into an advertising subscription arrangement that includes push notifications and/or email blasts, the Company allocates a portion of the total consideration to the push notification and email blast performance obligations based on the residual approach.

[2] Brand Sales

Product Sales

The Company generates revenue through the sale of diapers and wipes to consumers by way of the Company's website. The Company considers customer orders to be the contracts with the customer. There is a single performance obligation, which is the Company's promise to transfer the Company's product to customers based on specific payment and shipping terms in the arrangement. The entire transaction price is allocated to this single performance obligation. Product revenue is recognized when a customer obtains control of the Company's product, which occurs at shipment. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring products.

The Company evaluated principal versus agent considerations to determine whether it is appropriate to record third-party logistics provider fees paid as an expense. These fees are recorded shipping and handling expenses within cost of goods sold and are not recorded as a reduction of revenue because the Company owns and controls all the goods before they are transferred to the customer. The Company can, at any time, direct the third-party logistics provider to return the Company's inventories to any location specified by the Company. It is the Company's responsibility to make any returns made by customers directly to logistic providers and the Company retains the back-end inventory risk. Further, the Company is subject to credit risk (i.e., credit card chargebacks), establishes prices of its products, fulfills the goods to the customer and can limit quantities or stop selling the goods at any time.

Product Returns

Consistent with industry practice, the Company generally offers customers a limited right of return for products purchased. The Company reviews its receivables quarterly and records a reserve, if necessary.

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Capitalized Software

The Company capitalizes costs related to the development of its internal accounting software and certain projects for internal use in accordance with ASC 350 - *Intangibles – Goodwill and Other*. The Company capitalizes costs to develop its mobile application and website when preliminary development efforts are successfully completed, management has authorized and committed project funding, and it is probable that the project will be completed, and the software will be used as intended. Costs incurred during the preliminary planning and evaluation stage of the project and during the post implementation operational stage, including maintenance, are expensed as incurred. Costs incurred for enhancements that are expected to result in additional functionality are capitalized and expensed over the estimated useful life of the upgrades on a per project basis. Amortization is computed on an individual product basis over the estimated economic life of the product using the straight-line method. Software development costs expensed and not capitalized, which are included in research and development expense in the accompanying consolidated statements of operations, were approximately $1,078,000 and $170,000 for years ended December 31, 2023, and 2022, respectively.

Warrant Liabilities

The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments, including issued share purchase warrants, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to Financial Accounting Standards Board's ("FASB") Accounting Standards Codification Topic, ASC 815-40, *Derivatives and Hedging* ("ASC 815-40"). The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. The Company accounts for the Public Warrants (as defined in Note 11) and the Private Placement Warrants (collectively, with the Public Warrants, the "Warrants") in accordance with the guidance contained in ASC 815-40 under which the Warrants do not meet the criteria for equity treatment and must be recorded as liabilities. Accordingly, the Company classifies the Warrants as liabilities at their fair value and adjusts the Warrants to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the consolidated statements of operations. The Warrants for periods where no observable traded price was available are valued using a binomial lattice model. For periods subsequent to the detachment of the Public Warrants from the Units, the Public Warrant quoted market price will be used as the fair value as of each relevant date.

Share-Based Compensation

The Company recognizes an expense for share-based compensation awards based on the estimated fair value of the award on the date of grant.

The Company accounts for share-based compensation under the provisions of ASC Topic 718. As noted above, ASC Topic 718 requires that share-based payment transactions with employees and non-employees, in certain cases, be recognized in the consolidated financial statements based on their fair value. As of December 31, 2023 there were 2,354,989 units outstanding. At December 31, 2022, there were no board approved grants of share-based compensation awards.

Income Taxes

We use the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized by applying the statutory tax rates in effect in the years in which the differences between the financial reporting and tax filing bases of existing assets and liabilities are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized.

We utilize a two-step approach to recognizing and measuring uncertain income tax positions (tax contingencies). The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount which is more than 50% likely of being realized upon ultimate settlement. We make estimates, assumptions and judgments to determine its provision for income taxes and also for deferred tax assets and liabilities and any valuation allowances recorded against deferred tax assets. Actual future operating results and the underlying amount and type of income could differ materially from our estimates, assumptions and judgments thereby impacting its financial position and results of operations.

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Business Combinations

The Company evaluates whether acquired net assets should be accounted for as a business combination or an asset acquisition by first applying a screen test to determine whether substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If so, the transaction is accounted for as an asset acquisition. If not, the Company applies its judgement to determine whether the acquired net assets meets the definition of a business by considering if the set includes an acquired input, process, and the ability to create outputs.

The Company accounts for business combinations using the acquisition method when it has obtained control. The Company measures goodwill as the fair value of the consideration transferred including the fair value of any non-controlling interest recognized, less the net recognized amount of the identifiable assets acquired and liabilities assumed, all measured at their fair value as of the acquisition date. Transaction costs, other than those associated with the issuance of debt or equity securities, that the Company incurs in connection with a business combination are expensed as incurred.

Any contingent consideration ("Earnout liabilities") is measured at fair value at the acquisition date. For contingent consideration that does not meet all the criteria for equity classification, such contingent consideration is required to be recorded at its initial fair value at the acquisition date, and on each balance sheet date thereafter. Changes in the estimated fair value of liability-classified contingent consideration are recognized on the consolidated statements of operations in the period of change.

When the initial accounting for a business combination has not been finalized by the end of the reporting period in which the transaction occurs, the Company reports provisional amounts. Provisional amounts are adjusted during the measurement period, which does not exceed one year from the acquisition date. These adjustments, or recognition of additional assets or liabilities, reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

Emerging Growth Company Status

In April 2012, the JOBS Act was enacted. Section 107(b) of the JOBS Act provides that an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting standards. Thus, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of the extended transition period to comply with new or revised accounting standards and to adopt certain of the reduced disclosure requirements available to emerging growth companies. As a result of the accounting standards election, we will not be subject to the same implementation timing for new or revised accounting standards as other public companies that are not emerging growth companies which may make comparison of our financials to those of other public companies more difficult.

Implications of being a Smaller Reporting Company

Additionally, PSQ is a "smaller reporting company" as defined in Item 10(f)(1) of Regulation S-K. Smaller reporting companies may take advantage of certain reduced disclosure obligations, including, among other things, providing only two years of audited financial statements. PSQ will remain a smaller reporting company until the last day of the fiscal year in which (i) the market value of common stock held by non-affiliates exceeds $250 million as of the end of that year's second fiscal quarter (if PSQ's annual revenues exceeded $100 million during such completed fiscal year), or (ii) The market value of common stock held by non-affiliates equals or exceeds $700 million as of the end of that year's second fiscal quarter (if PSQ's annual revenues did not exceed $100 million during such completed fiscal year). To the extent PSQ takes advantage of such reduced disclosure obligations, it may also make comparison of its financial statements with other public companies difficult or impossible.

Recent Accounting Pronouncements

See Note 3, Summary of Significant Accounting Policies, to our consolidated financial statements for the years ended December 31, 2023 and 2022.

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Item 7A. Quantitative and Qualitative Disclosures about Market Risk

As a smaller reporting company, we are not required to provide the information required by this Item.

Item 8. Financial Statements and Supplementary Data

This information appears following The consolidated financial statements required pursuant to this item are included in Part IV, Item 15 of this Annual Report on Form 10-K, and is included herein by reference. beginning on page F-1.

Item 9. Changes in and Disagreements with With Accountants on Accounting and Financial Disclosure

None.Not applicable.

Item 9A. Controls and Procedures. Procedures

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Evaluation of Disclosure Controls and Procedures

Disclosure controls are procedures that are designed with the objective of ensuring that information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized, and reported within the time period specified in the SEC's rules and forms. Disclosure controls are also designed with the objective of ensuring that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure.

As required by Rules 13a-15 and 15d-15 under the Exchange Act, our Chief Executive Officer and Chief Financial Officer carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2022 December 31, 2023. Based upon their on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) were not effective, due solely to the material weakness in our internal control over financial reporting, related to including controls surrounding the Company's accounting for complex financial instruments. preparation of the condensed consolidated statement of cash flows. As a result, we performed additional analysis as deemed necessary to ensure that our financial statements were prepared in accordance with GAAP. Accordingly, management believes that the financial statements included in this Annual Report on Form 10-K present fairly in all material respects our financial position, results of operations and cash flows for the period presented.

Management's Report on Internal Controls over Financial Reporting

As required by SEC rules and regulations implementing Section 404 of the Sarbanes-Oxley Act, our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is designed Management intends to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with GAAP. Our internal control over financial reporting includes those policies and procedures that:

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of our company,

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors, and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect errors or misstatements in our financial statements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree or compliance with the policies or procedures may deteriorate. Management assessed the effectiveness of our internal control over financial reporting at December 31, 2022. In making these assessments, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control — Integrated Framework (2013). Based on our assessments and those criteria, management determined that we did not maintain effective internal control over financial reporting as of December 31, 2022.

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Management has implemented implement remediation steps to improve our disclosure controls and procedures and our internal control over financial reporting. Specifically, we expanded intend to expand and improved improve our review process for complex securities and related accounting standards. transactions. We plan to further improve this process by enhancing access to accounting literature, identification of third-party professionals with whom to consult regarding complex accounting applications, and consideration of additional staff with the requisite experience and training to supplement existing accounting professionals.

This Annual Report on Form 10-K does not include an attestation report of our independent registered public accounting firm due to our status as an emerging growth company under the JOBS Act.

Changes in Internal Control over Over Financial Reporting

There were During the most recently completed fiscal quarter ended December 31, 2023, there was no changes change in our internal control over financial reporting during (as defined in Rules 13a-15(f) and 15d-15(f) under the most recent fiscal quarter Exchange Act) that have has materially affected, or are is reasonably likely to materially affect, our internal control over financial reporting.reporting with the exception of the ongoing implementation of our plan to remediate the material weakness described above.

Item 9B. Other Information

None.*Securities Trading Plans of Directors and Executive Officers*

During our last fiscal quarter, the following director(s) and officer(s), as defined in Rule 16a-1(f), adopted a "Rule 10b5-1 trading arrangement" as defined in Regulation S-K Item 408, as follows:

On November 21, 2023, Omeed Malik Advisors LLC, an entity controlled by Omeed Malik, a member of our Board, adopted a Rule 10b5-1 trading arrangement providing for the sale from time to time of an aggregate of up to 1,200,000 of our Warrants. The trading arrangement is intended to satisfy the affirmative defense in Rule 10b5-1(c). The duration of the trading arrangement is until November 21, 2025, or earlier if all transactions under the trading arrangement are completed.

No other officers or directors, as defined in Rule 16a-1(f), adopted and/or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement," each as defined in Regulation S-K Item 408, during the last fiscal quarter.

Item 9C. Disclosure Regarding Foreign Jurisdictions That Prevent Jurisdiction that Prevents Inspections

Not applicable.

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PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Directors and Executive Officers

Our directors and executive officers are as follows:

Name	Age	Position
Omeed Malik	43	Chief Executive Officer, Chairman of the Board of Directors and Director
Joe Voboril	44	Chief Financial Officer and Director
Ryan Kavanaugh	48	Director
Eddie Kim	41	Director
Jonathan Keidan	49	Director
Keri Findley	40	Director
Claire Councill	28	Director

Each of our directors and executive officers has served in their positions since 2021. Biographies for each of our directors and executive officers are set forth below.

Omeed Malik is our Chief Executive Officer, Chairman of the Board of Directors and a Director. Since 2018, Omeed has served as the Founder and CEO of Farvahar Partners, a broker/dealer and investment bank that advises high growth, venture backed private companies around primary capital issuances, M&A and provides liquidity solutions through secondary transactions, having facilitated over several hundred million dollars of such deals.

Prior to starting his own firm, Omeed was a Managing Director and the Global Head of the Hedge Fund Advisory Business at Bank of America Merrill Lynch from 2012 to 2018. Omeed was also the founder and head of the Emerging Manager Program within the Global Equities business. In this capacity, Omeed was charged with selecting both established and new hedge funds for the firm to partner with and oversaw the allocation of financing/prime brokerage, capital strategy, business consulting and talent introduction resources.

Before joining Bank of America Merrill Lynch, Omeed was a Senior Vice President at MF Global where he helped reorganize the firm's distribution platform globally and developed execution and clearing relationships with institutional clients.

An experienced financial services professional and securities attorney, Omeed was a corporate lawyer at Weil, Gotshal & Manges LLP working on transactional matters in the capital markets, corporate governance, private equity and bankruptcy fields. Omeed has also worked in the United States Senate and House of Representatives. Omeed received a JD, with Honors, from Emory Law School (where he serves on the Advisory Board) and a BA in Philosophy and Political Science, Cum Laude, from Colgate University. He holds Series 7, 63, 3, 79 and 24 registrations.

Omeed is a Term Member of the Council on Foreign Relations, a Centennial Society Member of the Economic Club of New York and a Chairman's Circle Member of the Milken Institute. Omeed is a Contributing Editor and minority owner of The Daily Caller.

Omeed was selected to serve on our Board of Directors due to his significant leadership and financial experience.

Joe Voboril is our Chief Financial Officer and a Director. Since 2018, Joe has served as the Co-Founder and Managing Partner of Farvahar Partners, a broker/dealer and investment bank that advises high growth, venture backed private companies around primary capital issuances, M&A and provides liquidity solutions through secondary transactions, having facilitated over several hundred million dollars of such deals.

Joe was a public market investor at different hedge funds from 2002-2015 where he constructed and risk managed public equity portfolios, in roles ranging from analyst to portfolio manager, and CIO. Despite being a generalist, his areas of focus were in Consumer, Tech/Media/Telecom (TMT), and Financial Institutions. During that period Joe made over two hundred investments into growth equity businesses, with a core focus of identifying companies that have surpassed an inflection point.

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At Bank of America from 2015 to 2018, Joe co-created the Hedge Fund Advisory group and managed the internal vetting effort of investment managers for Bank of America's Emerging Manager Program. He also led the banks' Separately Managed Account (SMA) Initiative, which assisted Pensions, Endowments, and Fund of Funds in optimizing the financing of their multi-manager portfolios.

Joe is a graduate of Colgate University with a double major in Philosophy (honors) and Political Science. He was a member of the Track and Field team. He holds Series 7, 63 and 79 licenses.

Joe was selected to serve on our Board of Directors due to his significant leadership and financial experience.

Ryan Kavanaugh is a Director. Ryan Kavanaugh is one of the most accomplished, prolific and honored executives in entertainment industry history. Using an intelligent financial model of film finance, and dubbed the creator of "moneyball for movies," he produced, distributed, and/or structured financing for more than 200 films, generating more than $20 billion in worldwide box office revenue and earning 60 Oscar nominations, holding the distinction of being the 25th highest grossing film producer of all time, including Fast and Furious 2-6, 300, The Social Network, Limitless, Fighter, Talladega Nights, Step Brothers, and Mamma Mia! Ryan and/or his films and shows have been Oscar, Emmy, Grammy and Tony nominated.

Ryan also originated a number of "first of their kind" deals including the creation of Marvel Studios where Kavanaugh pioneered an innovative finance deal for post-bankruptcy Marvel, creating the studio and finance structure which led to Marvel Cinematic Universe. He went on to create the SVOD (streaming) category with Netflix, an agreement that boosted that company's market capitalization significantly.

Ryan then launched a sports agency from the ground up, known today as Independent Sports & Entertainment, which under Kavanaugh's leadership grew to become the 2nd largest sports agency in the U.S. with over 2.5 billion dollars in player contracts.

He also created a television production company, now known as Critical Content, producing hit shows like Catfish on MTV and Limitless on CBS, which he sold for $200 million. Prior to its sale the company had 40 television series on air across 19 networks.

Ryan has built and or invested in numerous successful tech and biotech companies including funding PreCash, renamed Noventus, which sold earlier this year for over $300 million. Ryan seed invested in ZetaRX, which later reversed into a shell vehicle, Juno, the largest biotech IPO of 2014, and recently lead the acquisition, merger and re-launch of the social media and music app, Triller.

Ryan has earned several achievements and awards, from Variety's Producer of the Year Award to The Hollywood Reporters Leadership Award, from Fortune's 40 Under 40 Most Influential People in Business to Forbes' Future 400, Billion-Dollar Producer by the Daily Variety and the 100 Most Influential People in the World by Vanity Fair.

Since 2017, Ryan has served as co-founder of Triller, one of the three fastest growing social media apps. In November 2020, he started The Fight Club, which launched with the record-breaking Tyson-Roy Jones Jr Pay Per View event becoming the 8th highest grossing PPV event. In 2017, Ryan also launched Proxima, a holding company set up to build media, technology, and related entities, and in 2016, Ryan served as Chief Executive Officer of Relativity Holdings, a media, sports, television and content company. Since 2017, Ryan has served as Chief Executive Officer of Knight Global, a family office.

Given his passion for animals, Ryan is also active in a pet food brand, Dog for Dog, who donates dog food to local and national shelters for each product purchased to save dogs from being euthanized. He also served on the boards of several charitable foundations including the Sheriff's Youth Foundation and Cedars-Sinai's Board of Governors and served as the Chairman of Art Of Elysian for almost 8 years amongst others.

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Ryan was selected to serve on our board of directors due to his significant leadership and entrepreneurial experience.

Eddie Kim is a Director. Since 2019, Eddie has served as the Founder/CEO of Memo, one of the fastest growing companies in the brand insights industry, and counts the largest companies in the world as its clients. Memo is backed by MHS Capital, Susa Ventures and Founder Collective. Previously, from 2010 to 2019, Eddie was the Founder/CEO of SimpleReach.

Eddie is also the Founding Board Member of several companies, each of which is an industry leader in their respective categories:

- Parachute Home has already been called the "Lululemon of the home category", a profitable 9-figure revenue business which continues to achieve outstanding growth. Parachute Home has raised from investors including HIG, Upfront Ventures and Flybridge Ventures.
- Mixlab is the leading next-gen pet pharmacy with facilities in both NYC and LA. Mixlab has seen several consecutive years of 3x YoY growth and has an unprecedented perfect rating on every review site and platform. Mixlab's investors include Global Founders Capital, Monogram Capital and Mars Petcare.
- Gracious Hospitality Management is the holding company for Cote Korean Steakhouse, the first and only Korean BBQ restaurant in the world to receive a Michelin star. Cote was part of Eater's Best New Restaurants list in 2018 and GQ's Best New Restaurants in America. Most recently, Cote opened its second location in Miami.

Eddie is also a Venture Partner at Lakehouse Ventures which invests in companies at the earliest stages. Lakehouse has invested in companies including Rhino and Billie well before they ever launched.

Eddie graduated from the University of Virginia with a BA in Music. He also studied Korean at Seoul National University and Chinese at Shanghai International Studies University.

Eddie was selected to serve on our Board of Directors due to his significant leadership and financial experience.

Jonathan Keidan is a Director. Jonathan is an entrepreneur and investor who has focused his career on the intersection between consumers, media and technology. He is the co-founder of digital media company InsideHook, and the founder of Torch Capital since 2018, an early-stage consumer venture fund focusing on mission-oriented, next-gen consumer brands and tech platforms. Jonathan was an early backer of a number of top consumer startups including Compass, Zoc Doc, Acorns, Sweetgreen, Ro (Roman), and Digital Ocean, which have a total current market value of over $13B. He also was the initial backer of Sir Kensington's Condiments (acquired by Unilever) and Parcel (acquired by Walmart). Jonathan has also served as President of Keidan Management, Inc. since 1998.

Jonathan previously worked at McKinsey & Company in their Media & Technology practice. He then went on to work for former General Electric CEO Jack Welch, launching his online education venture, and at Mendeley, a UK tech company that offered the world's largest online research collaboration platform. He started his career in the entertainment business, where he founded a music talent management company, developing and directing the careers of high-profile artists, songwriters and producers.

Jonathan has an MBA from Columbia Business School and a BA from Washington University in St. Louis. He is a founding board member of the Bronx Success Academy 1 elementary charter school, and a board member of All-Star Code, an organization training minority boys to code and encouraging more diversity in the tech industry. He is also a life member of the Council on Foreign Relations and the Co-Trustee of the George Gershwin Family Trust.

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Jonathan was selected to serve on our Board of Directors due to his significant leadership and financial experience.

Keri Findley is a Director. Keri is the Chief Executive Officer of Tacora Capital, which provides asset-based lending to venture capital-backed private companies in the fintech sector. Prior to founding Tacora, Keri was a Senior Managing Director at SuRo Capital Corp., a Nasdaq-listed business development company (NASDAQ:SSSS) designed to provide access to high-growth, venture capital-backed emerging private companies, from 2020 to 2022.

Before that, Keri was Partner at Third Point LLC from 2016 to 2017, a hedge fund founded and run by Daniel Loeb, from 2009 to 2017, having joined the firm to start and build its structured credit business.

Prior to joining Third Point, Keri was an analyst with EOS Partners, an alternative investment firm, and before that with D.B. Zwirn & Co., a special situations investment firm spun off from Highbridge Capital Management (now part of JPMorgan Chase).

Keri serves as an advisor to Firework Ventures and 8VC, a venture capital firm founded by Joe Lonsdale, and on the boards of directors of Clearbanc, Point Digital, and Shogun.

Keri earned a B.S. in Operations Research from Columbia University.

Keri was selected to serve on our Board of Directors due to her significant leadership and financial experience.

Claire Councill is a Director. Claire is a Managing Director at Tacora Capital, having served in that position since 2022. Prior to joining Tacora, Claire served as an investor at SuRo Capital from 2019 to 2022. Prior to SuRo Capital, from 2018 to 2019, Claire worked in strategic finance at 1stdibs, a VC-backed luxury ecommerce marketplace, where she helped the company execute M&A and raise Series D financing.

She began her career in investment banking at Goldman Sachs in New York, where she served as an investment banking analyst from 2017 to 2018.

Claire graduated with a M.S. in Finance and B.A. in Art History with distinction from the University of Virginia, where she was a Jefferson Scholar.

Claire was selected to serve on our Board of Directors due to her significant leadership and financial experience.

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Involvement in Legal Proceedings

There are no legal proceedings that have occurred within the past ten years concerning our directors or control persons which involved a criminal conviction, a criminal proceeding, an administrative or civil proceeding limiting one's participation in the securities or banking industries, or a finding of securities or commodities law violations.

Director Independence

The rules of the NYSE require that a majority of our Board be independent within one year of our Initial Public Offering. An "independent director" is defined generally as a person that, in the opinion of the company's board of directors, has no material relationship with the listed company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the company). Our Board has determined that each of Eddie Kim, Jonathan Keidan, Keri Findley, and Claire Councill is an independent director under applicable SEC and NYSE rules. Our independent directors have regularly scheduled meetings at which only independent directors are present.

Board Committees

Our Board has three standing committees: an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. Both our Audit Committee and our Compensation Committee are composed solely of independent directors. Subject to phase-in rules, the rules of NYSE and Rule 10A-3 of the Exchange Act require that the Audit Committee of a listed company be comprised solely of independent directors, and the rules of NYSE require that the Compensation Committee and the Nominating and Corporate Governance Committee of a listed company be comprised solely of independent directors. Each committee operates under a charter approved by our Board that lays out the composition and responsibilities described below.

Audit Committee

Under the phase-in provisions of Rule 303A of the NYSE rules and applicable SEC rules, we are required to have at least three members of the Audit Committee, all of whom must be independent. We have established an Audit Committee of the Board consisting of Claire Councill, Eddie Kim, and Keri Findley, each of whom is an independent director. Keri Findley is the chair of the Audit Committee. Each member of the Audit Committee is financially literate and our Board has determined that Keri Findley qualifies as an "audit committee financial expert," as defined in applicable SEC rules, and has accounting or related financial management expertise.

The Audit Committee is governed by the Audit Committee charter, which details the purpose and principal functions of the Audit Committee, including:

- assisting Board oversight of (1) the integrity of our financial statements, (2) our compliance with legal and regulatory requirements, (3) our independent auditor's qualifications and independence, and (4) the performance of our internal audit function and independent auditors;
- the appointment, compensation, retention, replacement, and oversight of the work of the independent auditors and any other independent registered public accounting firm engaged by us;
- pre-approving all audit and non-audit services to be provided by the independent auditors or any other registered public accounting firm engaged by us, and establishing pre-approval policies and procedures;
- reviewing and discussing with the independent auditors all relationships the auditors have with us in order to evaluate their continued independence;
- setting clear hiring policies for employees or former employees of the independent auditors;
- setting clear policies for audit partner rotation in compliance with applicable laws and regulations;

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- obtaining and reviewing a report, at least annually, from the independent auditors describing (1) the independent auditor's internal quality-control procedures and (2) any material issues raised by the most recent internal quality-control review, or peer review, of the audit firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years respecting one or more independent audits carried out by the firm and any steps taken to deal with such issues;
- meeting to review and discuss our annual audited financial statements and quarterly financial statements with management and the independent auditor, including reviewing our specific disclosures under "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations";
- reviewing and approving any related party transaction required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the SEC prior to us entering into such transaction; and
- reviewing with management, the independent auditors, and our legal advisors, as appropriate, any legal, regulatory or compliance matters, including any correspondence with regulators or government agencies and any employee complaints or published reports that raise material issues regarding our financial statements or accounting policies and any significant changes in accounting standards or rules promulgated by the Financial Accounting Standards Board, the SEC or other regulatory authorities.

Compensation Committee

Our Board has established a Compensation Committee. The members of the Compensation Committee consist of Keri Findley, Claire Councill, and Jonathan Keidan, each of whom is an independent director. Jonathan Keidan is the chair of the Compensation Committee. The Compensation Committee's purpose and duties, which are specified in the Compensation Committee charter, include, but are not limited to:

- reviewing and approving on an annual basis the corporate goals and objectives relevant to our Chief Executive Officer's compensation, evaluating our Chief Executive Officer's performance in light of such goals and objectives and determining and approving the remuneration (if any) of our Chief Executive Officer based on such evaluation;
- reviewing and making recommendations to our Board with respect to (or approving, if such authority is so delegated by our Board) the compensation, and any incentive-based compensation and equity-based plans that are subject to Board approval for all of our other officers;
- reviewing our executive compensation policies and plans;
- implementing and administering our incentive compensation equity-based remuneration plans;
- assisting management in complying with our proxy statement and annual report disclosure requirements;
- approving all special perquisites, special cash payments and other special compensation and benefit arrangements for our officers and employees;
- producing a report on executive compensation to be included in our annual proxy statement; and
- reviewing, evaluating, and recommending changes, if appropriate, to the remuneration for directors.

The Compensation Committee charter also provides that the Compensation Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel, or other adviser, and will be directly responsible for the appointment, compensation and oversight of the work of any such adviser. However, before engaging or receiving advice from a compensation consultant, external legal counsel or any other adviser, the Compensation Committee will consider the independence of each such adviser, including the factors required by NYSE and the SEC.

Compensation Committee Interlocks and Insider Participation

None of our officers currently serves, and in the past year has not served, as a member of the board of directors or compensation committee of any entity that has one or more officers serving on our Board. Not applicable.

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Nominating PART III - OTHER INFORMATION

Item 10. Directors, Executive Officers and Corporate Governance Committee

Our Board has established a Nominating Information relating to the directors and Corporate Governance Committee. The members of this committee consist of Jonathan Keidan, Keri Findley, and Claire Councill, each of whom is an independent director under NYSE's listing rules. Claire Councill is the chair officers of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee's purpose and duties are specified in the committee's charter and include, but are not limited to, the following:

- identifying, screening and reviewing individuals qualified to serve as directors, consistent Company, information regarding compliance with criteria approved by the board, and recommending to the board of directors candidates for nomination for election at the annual meeting of stockholders or to fill vacancies on the board of directors;
- developing and recommending to the board of directors and overseeing implementation of our corporate governance guidelines;
- coordinating and overseeing the annual self-evaluation of the board of directors, its committees, individual directors and management in the governance of the company; and
- reviewing on a regular basis our overall corporate governance and recommending improvements as and when necessary.

The Nominating and Corporate Governance Committee charter also provides that the Nominating and Corporate Governance Committee may, in its sole discretion, retain or obtain the advice of, and terminate, any search firm to be used to identify director candidates, and will be directly responsible for approving the search firm's fees and other retention terms.

We have not formally established any specific, minimum qualifications that must be met or skills that are necessary for directors to possess. In general, in identifying and evaluating nominees for director, the Board considers educational background, diversity of professional experience, knowledge of our business, integrity, professional reputation, independence, wisdom, and the ability to represent the best interests of our stockholders. Prior to our initial business combination, holders of our Public Shares do not have the right to recommend director candidates for nomination to our Board.

Director Nominations

In addition to the work of the Nominating and Corporate Governance Committee, the Board also considers director candidates recommended for nomination by our stockholders during such times as they are seeking proposed nominees to stand for election at the next annual meeting of stockholders (or, if applicable, a special meeting of stockholders). Our stockholders that wish to nominate a director for election to our Board should follow the procedures set forth in our bylaws.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act, requires our officers, directors and persons who own more than 10% of a registered class of our equity securities ("Reporting Persons") to file reports of ownership and changes in ownership with information regarding the SEC. Officers, directors, and ten percent stockholders are required by regulation to furnish us with copies of all Section 16(a) forms they file. Based solely on review committees of the copies Company's Board of such forms furnished Directors is incorporated herein by reference to us, or written representations that no Forms 5 were required, we believe that, during the fiscal year ended December 31, 2022, the Reporting Persons timely filed all such reports.

Code of Ethics

We have adopted a code of ethics that applies to all of our executive officers, directors and employees. We have filed a copy of our Code of Ethics as an exhibit to our registration statement relating to our Initial Public Offering and as an exhibit to this Annual Report. Our Code of Ethics may be reviewed by accessing our public filings at the SEC's web site at *www.sec.gov.* In addition, a copy of the Code of Ethics will be provided without charge upon request from us. We intend to disclose any amendments to or waivers of certain provisions of our Code of Ethics in a Current Report on Form 8-K.

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Conflicts of Interest

Our management team is responsible Company's Definitive Proxy Statement for the management 2024 Annual Meeting of our affairs. As described above and below, each Stockholders (the "Proxy Statement") under the caption "Proposal I — Election of our officers and directors presently has, and any of them in the future may have additional, fiduciary, contractual or other obligations or duties to one or more other entities pursuant to which such officer or director is or will be required to present a business combination opportunity to such entities. Accordingly, if any of our officers or directors becomes aware of a business combination opportunity that is suitable for one or more entities to which he or she has fiduciary, contractual or other obligations or duties, he or she will honor these obligations and duties to present such business combination opportunity to such entities first, and only present it to us if such entities reject the opportunity and he or she determines to present the opportunity to us. These conflicts may not be resolved in our favor and a potential target business may be presented to another entity prior to its presentation to us. Directors."

Our Strategic and Operating Partners (as defined in the prospectus that is a part of our registration statement filed in connection with our Initial Public Offering) and their personnel, if any, may have a duty to offer acquisition opportunities to clients or other parties. Such persons will have no duty to offer acquisition opportunities to us unless presented to them solely in their capacity as a director of the Company and after they have satisfied any contractual and fiduciary obligations to other parties. As a result, such persons may compete with us for acquisition opportunities in the same industries and sectors as we may target for our initial business combination. Consequently, we may be precluded from procuring such opportunities. In addition, investment ideas may be suitable both for us and for a Strategic Partner or Operating Partner or any of its clients, and will be directed initially to such persons rather than to us.

Potential investors should also be aware of the following other potential conflicts of interest:

- None of our officers or directors is required to commit his or her full time to our affairs and, accordingly, may have conflicts of interest in allocating his or her time among various business activities.
- In the course of their other business activities, our officers and directors may become aware of investment and business opportunities which may be appropriate for presentation to us as well as the other entities with which they are affiliated. Our management may have conflicts of interest in determining to which entity a particular business opportunity should be presented.
- Our Sponsor, officers and directors have agreed to waive their redemption rights with respect to any Founder Shares and any Public Shares held by them in connection with the consummation of our initial business combination. Additionally, our initial stockholders, officers and directors have agreed to waive their rights to liquidating distributions from the Trust Account with respect to any Founder Shares held by them if we fail to consummate our initial business combination within the Completion Window. However, if our initial stockholders or any of our officers, directors or affiliates acquire Public Shares, they will be entitled to liquidating distributions from the Trust Account with respect to such Public Shares if we fail to consummate our initial business combination within the Completion Window. If we do not complete our initial business combination within such applicable time period, the proceeds of the sale of the Private Placement Warrants held in the Trust Account will be used to fund the redemption of our Public Shares, and the Private Placement Warrants will expire worthless. With certain limited exceptions, the Founder Shares will not be transferable, assignable or salable by our initial stockholders until the earlier of: (1) one year after the completion of our initial business combination; and (2) the date on which we consummate a liquidation, merger, stock exchange, reorganization or other similar transaction after our initial business combination that results in all of our public stockholders having the right to exchange their shares of common stock for cash, securities or other property. Notwithstanding the foregoing, if the closing price of our Class A common stock equals or exceeds $12.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after our initial business combination, the Founder Shares will be released from the lock-up. With certain limited exceptions, the Private Placement Warrants and the shares of common stock underlying such warrants will not be transferable, assignable or salable by our Sponsor until 30 days after the completion of our initial business combination. Since our Sponsor, officers and directors may directly or indirectly own common stock and warrants, our officers and directors may have a conflict of interest in determining whether a particular target business is an appropriate business with which to effectuate our initial business combination.
- Our key personnel may negotiate employment or consulting agreements with a target business in connection with a particular business combination. These agreements may provide for them to receive compensation following our initial business combination and, as a result, may cause them to have conflicts of interest in determining whether to proceed with a particular business combination.
- Our key personnel may have a conflict of interest with respect to evaluating a particular business combination if the retention or resignation of any such key personnel was included by a target business as a condition to any agreement with respect to our initial business combination.

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The conflicts described above may not be resolved in our favor.

In general, officers Company has adopted a Code of Ethics that applies to its principal executive officer, the principal financial officer and directors principal accounting officer. The Code of a corporation incorporated under Ethics is posted on the laws of the State of Delaware are required to present business opportunities to a corporation if:

- the corporation could financially undertake the opportunity;
- the opportunity is within the corporation's line of business; and
- it would not be fair to the corporation and its stockholders for the opportunity not to be brought to the attention of the corporation.

Accordingly, as a result of multiple business affiliations, our officers and directors have similar legal obligations and duties relating to presenting business opportunities meeting the above-listed criteria to multiple entities. Furthermore, our Charter provides that the doctrine of corporate opportunity does not apply with respect to any Investor Relations section of our officers or directors in circumstances where the application of the doctrine would conflict with any fiduciary duties or contractual obligations they may have, and there is no expectation that any of our directors or officers will offer any such corporate opportunity of which he or she may become aware to us. Below is a table summarizing the entities to which our officers and directors and director nominees currently have fiduciary duties or contractual obligations that may present a conflict of interest:

Name of Individual	Entity Name	Entity's Business	Affiliation
Omeed Malik	Farvahar Partners	Investment Banking and Advisory Services	Founder and Chief Executive Officer
Joe Voboril	Farvahar Partners	Investment Banking and Advisory Services	Co-Founder and Managing Partner
Jonathan Keidan	Torch Capital	Financial services	Founder
Keri Findley	Tacora Capital	Financial Services	Chief Executive Officer
Claire Councill	Tacora Capital	Financial Services	Managing Director

Accordingly, if any of our officers or directors becomes aware of a business combination opportunity which is suitable for one or more entities to which he or she has fiduciary, contractual or other obligations or duties, he or she will honor these obligations and duties to present such business combination opportunity to such entities first, and only present it to us if such entities reject the opportunity and he or she determines to present the opportunity to us. These conflicts may not be resolved in our favor and a potential target business may be presented to another entity prior to its presentation to us.

We do not believe, however, that the fiduciary, contractual or other obligations or duties of our officers or directors, Farvahar Capital, Torch Capital or Tacora Capital will materially affect our ability to complete our initial business combination. Our Charter provides that we renounce our interest in any corporate opportunity offered to any director or officer unless (i) such opportunity is expressly offered to such person solely in his or her capacity as a director or officer of our company, (ii) such opportunity is one we are legally and contractually permitted to undertake and would otherwise be reasonable for us to pursue and (iii) the director or officer is permitted to refer the opportunity to us without violating another legal obligation.

We are not prohibited from pursuing an initial business combination with a company that is affiliated with our Sponsor, officers or directors. In the event we seek to complete our initial business combination with a business that is affiliated with our Sponsor, officers or directors, we, or a committee of independent and disinterested directors, will obtain an opinion from an independent investment banking firm that is a member of FINRA or from an independent accounting firm, that such initial business combination is fair to our company from a financial point of view. We are not required to obtain such an opinion in any other context.

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In addition, our Sponsor or any of its affiliates, or any of their respective clients, may make additional investments in us in connection with an initial business combination, although our Sponsor and its affiliates have no obligation or current intention to do so. If our Sponsor or any of its affiliates elects to make additional investments, such proposed investments could influence our motivation to complete an initial business combination.

In the event that we submit our initial business combination to our public stockholders for a vote, our initial stockholders, officers and directors have agreed to vote any Founder Shares and any Public Shares held by them in favor of our initial business combination, and our officers and directors have also agreed to vote Public Shares purchased by them (if any) in favor of our initial business combination.

Limitation on Liability and Indemnification of Officers and Directors

Our Charter provides that our officers and directors are indemnified by us to the fullest extent authorized by Delaware law, as it now exists or may in the future be amended. In addition, our Charter provides that our directors will not be personally liable for monetary damages to us or stockholders for breaches of their fiduciary duty as directors, except to the extent such exemption from liability or limitation thereof is not permitted by the DGCL.

We have entered into agreements with our officers and directors to provide contractual indemnification, in addition to the indemnification provided for in our Charter. Our bylaws also permit us to maintain insurance on behalf of any officer, director or employee for any liability arising out of his or her actions, regardless of whether Delaware law would permit such indemnification. We have obtained a policy of directors' and officers' liability insurance that insures our officers and directors against the cost of defense, settlement or payment of a judgment in some circumstances and insures us against our obligations to indemnify our officers and directors.

These provisions may discourage stockholders from bringing a lawsuit against our directors for breach of their fiduciary duty. These provisions also may have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. Furthermore, a stockholder's investment may be adversely affected to the extent we pay the costs of settlement and damage awards against officers and directors pursuant to these indemnification provisions.

We believe that these provisions, the insurance and the indemnity agreements are necessary to attract and retain talented and experienced officers and directors.

We have undertaken that insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable. website.

Item 11. Executive Compensation. Compensation

None of our officers or directors have received any Information regarding executive compensation, for services rendered to us. Our Sponsor, officers, directors compensation committee interlocks and their respective affiliates will be reimbursed for any out-of-pocket expenses incurred in connection with activities on our behalf such as identifying potential target businesses and performing due diligence on suitable business combinations. Our Audit Committee reviews on a quarterly basis all payments that were made insider participation is incorporated herein by us to our Sponsor, officers, directors or our or any of their respective affiliates.

After the completion of our initial business combination, directors or members of our management team who remain with us may be paid consulting, management or other compensation from the combined company. All compensation will be fully disclosed to stockholders, reference to the extent then known, in Proxy Statement under the tender offer materials or proxy solicitation materials furnished to our stockholders in connection with a proposed business combination. It is unlikely the amount of such compensation will be known at the time, because the directors of the post-combination business will be responsible for determining executive officer and director compensation. Any compensation to be paid to our officers after the completion of our initial business combination will be determined by a compensation committee constituted solely by independent directors.

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We are not party to any agreements with our executive officers and directors that provide for benefits upon termination of employment. The existence or terms of any such employment or consulting arrangements may influence our management's motivation in identifying or selecting a target business, and we do not believe that the ability of our management to remain with us after the consummation of our initial business combination should be a determining factor in our decision to proceed with any potential business combination. captions "Executive Compensation."

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters. Matters

We have no compensation plans
Securities Authorized for Issuance under which equity securities are authorized for issuance. Share-Based Compensation Plans

The following table sets forth information regarding the beneficial ownership of our common stock as of March 23, 2023, by: None.

- each person known by us to be the beneficial owner of more than 5% of our outstanding shares of common stock;
- each of our executive officers and directors; and
- all of our executive officers and directors as a group.

Unless otherwise indicated, we believe that all persons named in the table have sole voting***Security Ownership of Certain Beneficial Owners and investment power with respect to all shares of common stock beneficially owned by them. The following table does not reflect record or beneficial ownership of the private placement warrants as these warrants are not exercisable within 60 days of the date of this Annual Report on Form 10-K. Management***

Information relating to beneficial ownership of common stock required by our principal stockholders and management this item is based upon information furnished incorporated herein by each person using "beneficial ownership" concepts under the rules of the SEC. Under these rules, a person is deemed to be a beneficial owner of a security if that person directly or indirectly has or shares voting power, which includes the power to vote or direct the voting of the security, or investment power, which includes the power to dispose or direct the disposition of the security. The person is also deemed to be a beneficial owner of any security of which that person has a right to acquire beneficial ownership within 60 days. Under the SEC rules, more than one person may be deemed to be a beneficial owner of the same securities, and a person may be deemed to be a beneficial owner of securities as to which he or she may not have any pecuniary interest. Except as noted below, each person has sole voting and dispositive power with respect reference to the shares beneficially owned section captioned "Voting Securities and each stockholder's address is 214 Brazilian Avenue, Suite 200-A, Palm Beach, Florida 33480. The percentages below are calculated based on 17,250,000 shares of common stock outstanding as of March 23, 2023 and excludes shares of common stock issuable upon exercise of Principal Holders" in the Private Warrants and the Private Placement Warrants, as such Warrants are not exercisable within 60 days of March 23, 2023 and are contingent upon the Closing of the Business Combination. Proxy Statement.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership of Common Stock	Percentage of Outstanding Shares of Common Stock
Colombier Sponsor LLC[(1)]	4,312,500	25.00%
Omeed Malik[(1)]	4,312,500	25.00%
Joe Voboril	-	-
Ryan Kavanaugh	-	-
Eddie Kim	-	-
Jonathan Keidan	-	-
Keri Findley	-	-
Claire Councill	-	-
Hudson Bay Capital Management LP[(2)]	1,690,773	9.80%
Sander Gerber[(2)]	1,690,773	9.80%
Saba Capital Management, L.P.[(3)]	1,226,708	7.10%
Boaz R. Weinstein[(3)]	1,226,708	7.10%
Saba Capital Management GP, LLC[(3)]	1,226,708	7.10%
Shaolin Capital Management LLC[(4)]	999,500	5.79%
Fir Tree Capital Management LP[(5)]	966,562	5.60%

Changes in Control

Management of the Company knows of no arrangements, including any pledge by any person or securities of the Company, the operation of which may at a subsequent date result in a change in control of the registrant.

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(1) Shares are held indirectly through Colombier Sponsor LLC and include 562,500 shares of Class B common stock, par value $0.0001 per share. Pursuant to the Company's Charter, the shares of Class B common stock will automatically convert into shares of Class A common stock, par value $0.0001 per share, of the Company at the time of the Company's initial business combination on a one-for-one basis, subject to adjustment. See "Item 1. Business – Company History – Founder Shares" for more information. The shares of Class B common stock have no expiration date. Mr. Malik exercises voting and investment control over the shares of the Company's common stock which are held by Colombier Sponsor LLC.

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(2) Hudson Bay Capital Management LP and Mr. Sander Gerber filed their statement of beneficial ownership on Schedule 13G jointly. The address of the Reporting Persons is 28 Havemeyer Place, 2nd Floor, Greenwich, Connecticut 06830.

(3) Saba Capital Management, L.P., Saba Capital Management GP, LLC, and Mr. Boaz R. Weinstein filed their statement of beneficial ownership on Schedule 13G jointly. The address of the principal business office of each of the Reporting Persons is 405 Lexington Avenue, 58th Floor, New York, New York 10174.

(4) The address for Shaolin Capital Management LLC is 230 NW 24th Street, Suite 603, Miami, Florida 33127.

(5) The address for Fir Tree Capital Management LP is 500 5th Avenue, 9th Floor, New York, New York 10110.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Founder Shares

On February 15, 2021, the Sponsor purchased 4,312,500 Founder Shares for an aggregate price of $25,000. The Founder Shares included an aggregate of up to 562,500 shares subject to forfeiture by the Sponsor to the extent that the underwriter's over-allotment was not exercised in full or in part, so that the Sponsor would collectively own, on an as-converted basis, 20% of the Company's issued and outstanding shares after the Initial Public Offering (assuming the Sponsor did not purchase any Public Shares in the Initial Public Offering). As a result of the underwriters' election to fully exercise their over-allotment option on July 1, 2021, 562,500 Founder Shares are no longer subject to forfeiture. Independence

The Sponsor has agreed, subject information relating to certain limited exceptions, not to transfer, assign or sell any of the Founder Shares until the earlier to occur of: (1) one year after the completion of a business combination or (2) subsequent to a business combination, (x) if the last reported sale price of the Class A common stock equals or exceeds $12.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations relationships and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after a business combination, or (y) the date on which we complete a liquidation, merger, capital stock exchange or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property.

Private Placement Warrants

Simultaneously with the Initial Public Offering, our Sponsor purchased an aggregate of 5,700,000 Private Placement Warrants for a purchase price of $1.00 per warrant. As such, our Sponsor's interest in this transaction related transactions and director independence is valued at $5,700,000. Each Private Placement Warrant entitles the holder thereof to purchase one share of Class A common stock at a price of $1.00 per share, subject to adjustment as provided herein. The Private Placement Warrants (including the Class A common stock issuable upon exercise of the private placement warrants) may not, subject to certain limited exceptions, be transferred, assigned, or sold incorporated herein by our Sponsor until 30 days after the completion of our initial business combination.

Registration Rights

Pursuant to a registration rights agreement entered into on June 11, 2021, the holders of the Founder Shares, Private Placement Warrants and any warrants that may be issued upon conversion of any working capital loans made to us ("Working Capital Loans") (and any shares of Class A common stock issuable upon the exercise of the Private Placement Warrants and warrants that may be issued upon conversion of Working Capital Loans and upon conversion of the Founder Shares) are entitled to registration rights requiring us to register such securities for resale (in the case of the Founder Shares, only after conversion to shares of our Class A common stock). The holders of these securities will be entitled to make up to three demands, excluding short form registration demands, that we register such securities. In addition, the holders have certain "piggy-back" registration rights with respect to registration statements filed subsequent reference to the completion of a business bombination and rights to require us to register for resale such securities pursuant to Rule 415 Proxy Statement under the Securities Act. However, the registration rights agreement provides that we will not be required to effect or permit any registration or cause any registration statement to become effective until termination captions "Transactions with Certain Related Persons" and "Proposal I — Election of the applicable lock-up period. The registration rights agreement does not contain liquidated damages or other cash settlement provisions resulting from delays in registering our securities. We will bear the expenses incurred in connection with the filing of any such registration statements.

Promissory Note

On February 23, 2021, our Sponsor agreed to loan us up to $300,000 under an unsecured promissory note to be used for a portion of the expenses of our Initial Public Offering (the "Promissory Note"). The Promissory Note was non-interest bearing and was payable on the earlier of (i) December 31, 2021, or (ii) the consummation of the Initial Public Offering. The outstanding balance under the Promissory Note of $46,975 was repaid at the closing of the Initial Public Offering on June 11, 2021.

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Administrative Support Agreement

We entered into an agreement commencing on June 8, 2021, through the earlier of our consummation of a business combination and our liquidation, to pay an affiliate of the Sponsor a total of up to $10,000 per month for office space and administrative and support services. For the year ended December 31, 2022, we incurred $120,000 in fees for these services. For the period from February 12, 2021 (inception) through December 31, 2021, we incurred $70,000 in fees for these services. As of December 31, 2022 and 2021, $183,750 and $70,000, respectively, were outstanding and included in accrued expenses in the accompanying balance sheets.

Relationship with Related Parties

Our Sponsor, officers and directors or any of their respective affiliates will be reimbursed for any out-of-pocket expenses incurred in connection with activities on our behalf such as identifying potential target businesses and performing due diligence on suitable business combinations. Our Audit Committee reviews on a quarterly basis all payments that were made by us to our Sponsor, officers, directors or our or any of their respective affiliates and will determine which expenses and the amount of expenses that will be reimbursed. There is no cap or ceiling on the reimbursement of out-of-pocket expenses incurred by such persons in connection with activities on our behalf.

In addition, in order to finance transaction costs in connection with an intended initial business combination, our Sponsor, an affiliate of our Sponsor, or our officers and directors may, but are not obligated to, loan us funds as may be required. If we complete our initial business combination, we would repay such loaned amounts out of the proceeds of the Trust Account released to us. In the event that our initial business combination does not close, we may use a portion of the working capital held outside the Trust Account to repay such loaned amounts, but no proceeds from our Trust Account would be used for such repayment. Up to $1,500,000 of such loans may be convertible into warrants at a price of $1.00 per warrant at the option of the lender. The warrants would be identical to the Private Placement Warrants issued to our Sponsor. The terms of such loans by our Sponsor, an affiliate of our Sponsor or our officers and directors, if any, have not been determined and no written agreements exist with respect to such loans. We do not expect to seek loans from parties other than our Sponsor, an affiliate of our Sponsor or our officers and directors, if any, as we do not believe third parties will be willing to loan such funds and provide a waiver against any and all rights to seek access to funds in our Trust Account.

After our initial business combination, members of our management team who remain with us, if any, may be paid consulting, management or other fees from the combined company with any and all amounts being fully disclosed to our stockholders, to the extent then known, in the tender offer or proxy solicitation materials, as applicable, furnished to our stockholders. It is unlikely the amount of such compensation will be known at the time of distribution of such tender offer materials or at the time of a stockholder meeting held to consider our initial business combination, as applicable, as it will be up to the directors of the post-combination business to determine executive officer and director compensation.

Director Independence

NYSE listing standards require that within one year of the listing of our securities we have at least three independent directors and that a majority of our board of directors be independent. For a description of the director independence, see “Item 10. Directors, Executive Officers, and Corporate Governance - Director Independence. Directors.”

Related Party Policy

We have not yet adopted a formal policy for the review, approval or ratification of related party transactions. Accordingly, the transactions discussed above were not reviewed, approved or ratified in accordance with any such policy.

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We have adopted a Code of Ethics requiring us to avoid, wherever possible, all conflicts of interests, except under guidelines or resolutions approved by our board of directors (or the appropriate committee of our board) or as disclosed in our public filings with the SEC. Under our Code of Ethics, conflict of interest situations include any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) involving the Company.

In addition, pursuant to its written charter, our Audit Committee is responsible for reviewing and approving related party transactions to the extent that we enter into such transactions. An affirmative vote of a majority of the members of the Audit Committee present at a meeting at which a quorum is present is required in order to approve a related party transaction. A majority of the members of the entire Audit Committee will constitute a quorum. Without a meeting, the unanimous written consent of all of the members of the Audit Committee is required to approve a related party transaction. Our Audit Committee reviews on a quarterly basis all payments that were made by us to our Sponsor, officers or directors, or our or any of their affiliates.

These procedures are intended to determine whether any such related party transaction impairs the independence of a director or presents a conflict of interest on the part of a director, employee or officer.

To further minimize conflicts of interest, we have agreed not to consummate an initial business combination with an entity that is affiliated with any of our Sponsor, officers or directors unless we, or a committee of independent and disinterested directors, have obtained an opinion from an independent investment banking firm which is a member of FINRA or an independent accounting firm that our initial business combination is fair to our company from a financial point of view. There will be no finder's fees, reimbursement, consulting fee, monies in respect of any payment of a loan or other compensation paid by us to our Sponsor, officers or directors or our or any of their respective affiliates, for services rendered to us prior to or in connection with the completion of our initial business combination (regardless of the type of transaction that it is). However, the following payments may be made to our Sponsor, officers or directors, or our or their affiliates, and, if made prior to our initial business combination, will be made from (i) funds held outside the Trust Account or (ii) Permitted Withdrawals:

- repayment of an aggregate of up to $300,000 in loans made to us by our Sponsor to cover offering-related and organizational expenses;
- payment to an affiliate of our Sponsor of a total of $10,000 per month, for up to 24 months (or 27 months under certain conditions), for office space, administrative and support services;
- reimbursement for any out-of-pocket expenses related to identifying, investigating and completing an initial business combination; and
- repayment of loans which may be made by our Sponsor, an affiliate of our Sponsor or our officers and directors to finance transaction costs in connection with an intended initial business combination, the terms of which have not been determined nor have any written agreements been executed with respect thereto. Up to $1,500,000 of such loans may be convertible into warrants of the post-business combination entity at a price of $1.00 per warrant at the option of the lender.

These payments may be made using funds that are not held in the trust account or, upon completion of the initial business combination, from any amounts remaining from the proceeds of the trust account released to us in connection therewith.

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Item 14. Principal Accounting Accountant Fees and Services. Services

The following is a summary of fees paid or to be paid to Marcum LLP, or Marcum, for services rendered.

Audit Fees. Audit fees consist of fees billed for professional services rendered for the audit of our year-end financial statements and services that are normally provided by Marcum in connection with regulatory filings. The aggregate fees billed by Marcum for professional services rendered for the audit of our annual financial statements, review of the financial information included in our Forms 10-Q for the respective periods and other required filings with the SEC for the year ended December 31, 2022 and for the period from February 12, 2021 (inception) through December 31, 2021 totaled $84,975 and $100,116, respectively. The above amounts include interim procedures and audit fees, as well as attendance at audit committee meetings.

Audit-Related Fees. Audit-related services consist of fees billed for assurance and related services that are reasonably related to performance of the audit or review of our financial statements and are not reported under "Audit Fees." These services include attest services that are not required by statute or regulation and consultations concerning financial accounting and reporting standards. We did not pay Marcum for consultations concerning financial accounting and reporting standards for the year ended December 31, 2022 and for the period from February 12, 2021 (inception) through December 31, 2021.

Tax Fees. We did not pay Marcum for tax planning and tax advice for the year ended December 31, 2022 and for the period from February 12, 2021 (inception) through December 31, 2021.

All Other Fees. We did not pay Marcum for other services for the year ended December 31, 2022 and for the period from February 12, 2021 (inception) through December 31, 2021.

Pre-Approval Policy

Our Audit Committee was formed upon the consummation of our Initial Public Offering. As a result, the Audit Committee did not pre-approve all of the foregoing services, although any services rendered prior relating to the formation of our Audit Committee were approved by our Board. Since the formation of our Audit Committee, and on a going-forward basis, the Audit Committee has and will continue to pre-approve all auditing services and permitted non-audit services to be performed for us by our auditors, including the principal accounting fees and terms thereof (subject expenses is incorporated herein by reference to the de minimis exceptions for non-audit services described in Proxy Statement under the Exchange Act which are approved by the Audit Committee prior to the completion captions "Proposal II — Ratification of the audit). Appointment of Independent Registered Public Accounting Firm."

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PART IV

Item 15. Exhibits, Exhibit and Financial Statement Schedules. Schedules

(a) The following documents are Documents filed as part of this Form 10-K: report

(1) All financial statements

Report of Independent Registered Public Accounting Firm*	F-2
Consolidated Balance Sheets as of December 31, 2023 and 2022	F-3
Consolidated Statements of Operations for the Years Ended December 31, 2023 and 2022	F-4
Consolidated Statements of Changes in Stockholders' Equity for the Years Ended December 31, 2023 and 2022	F-5
Consolidated Statements of Cash Flows for the Years Ended December 31, 2023 and 2022	F-6
Notes to Consolidated Financial Statements	F-7

* (1) Financial StatementsUHY LLP, PCAOB Firm ID No. 1195

(2) Page

Report of Independent Registered Public Accounting Firm (Marcum LLP, Hartford, CT, PCAOB ID #688)	F-2
Balance Sheets	F-3
Statements of Income	F-4
Statements of Changes in Stockholders' Deficit	F-5
Statements of Cash Flows	F-6
Notes to Financial Statements	F-7 to F-23

(2) Financial Statement Schedules

None.

(3) Exhibits

We hereby file as part of this Annual Report All financial statement schedules are omitted because they are either inapplicable or not required, or because the exhibits listed required information is included in the attached Exhibit Index. Exhibits which are incorporated herein by reference can be inspected and copied at the public reference facilities maintained by the SEC, 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Copies of such material can also be obtained from the Public Reference Section of the SEC, 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates Consolidated Financial Statements or on the SEC website at www.sec.gov.

The following exhibits are filed as part of, incorporated by reference into, or furnished with notes thereto contained in this Annual Report on Form 10-K.

(3) Exhibits required by Item 601 of Regulation S-K

	Incorporated by Reference

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No.	Description of Document	Schedule/Form	File Number	Exhibits	Filing Date
1.1	Underwriting Agreement, dated June 8, 2021, by and among Colombier Acquisition Corp. and B. Riley Securities, Inc.	Form 8-K	001-40457	1.1	June 11, 2021
3.1	Certificate of Incorporation of Colombier Acquisition Corp.	Form S-1	333-254492	3.1	March 19, 2021
3.2	Amended and Restated Certificate of Incorporation of Colombier Acquisition Corp.	Form 8-K	001-40457	3.1	June 11, 2021
3.3	Bylaws of Colombier Acquisition Corp.	Form S-1/A	333-254492	3.3	May 7, 2021
4.1	Specimen Unit Certificate of Colombier Acquisition Corp.	Form S-1/A	333-254492	4.1	May 7, 2021
4.2	Specimen Class A Common Stock Certificate of Colombier Acquisition Corp.	Form S-1/A	333-254492	4.2	May 7, 2021
4.3	Specimen Warrant Certificate of Colombier Acquisition Corp.	Form S-1/A	333-254492	4.3	May 7, 2021
4.4	Warrant Agreement, dated June 8, 2021, by and between Colombier Acquisition Corp. and Continental Stock Transfer & Trust Company	Form 8-K	001-40457	4.1	June 11, 2021
10.1	Form of Letter Agreement by and between Colombier Acquisition Corp. and each of its officers, directors, and Colombier Sponsor LLC	Form 8-K	001-40457	10.1	June 11, 2021
10.2	Investment Management Trust Agreement, dated June 8, 2021, by and between Colombier Acquisition Corp. and Continental Stock Transfer & Trust Company	Form 8-K	001-40457	10.2	June 11, 2021
10.3	Registration Rights Agreement, dated June 8, 2021, by and among Colombier Acquisition Corp. and certain other security holders	Form 8-K	001-40457	10.3	June 11, 2021
10.4	Private Placement Warrant Purchase Agreement, dated June 8, 2021, by and between Colombier Acquisition Corp. and Colombier Sponsor LLC	Form 8-K	001-40457	10.4	June 11, 2021
10.5	Indemnity Agreement, dated June 8, 2021, by and between Colombier Acquisition Corp. and Omeed Malik	Form 8-K	001-40457	10.5	June 11, 2021
10.6	Indemnity Agreement, dated June 8, 2021, by and between Colombier Acquisition Corp. and Joe Voboril	Form 8-K	001-40457	10.6	June 11, 2021
10.7	Indemnity Agreement, dated June 8, 2021, by and between Colombier Acquisition Corp. and Ryan Kavanaugh	Form 8-K	001-40457	10.7	June 11, 2021
10.8	Indemnity Agreement, dated June 8, 2021, by and between Colombier Acquisition Corp. and Eddie Kim	Form 8-K	001-40457	10.8	June 11, 2021
10.9	Indemnity Agreement, dated June 8, 2021, by and between Colombier Acquisition Corp. and Jonathan Keidan	Form 8-K	001-40457	10.0	June 11, 2021

Exhibit	Description
2.1†	Agreement and Plan of Merger, dated as of February 27, 2023, by and among Colombier Acquisition Corp., PSQ Holdings, Inc., Colombier-Liberty Acquisition, Inc., and Colombier Sponsor LLC in its capacity as Purchaser Representative thereunder (incorporated herein by reference to Annex A to the Proxy Statement/Prospectus filed on June 30, 2023).
2.2†	Agreement and Plan of Merger, dated as of March 13, 2024, by and among PSQ Holdings, Inc., Cello Merger Sub, Inc., Credova Holdings, Inc., and Samuel L. Paul in the capacity as Seller Representative (incorporated herein by reference to Exhibit 2.1 to our Current Report on Form 8-K filed on March 14, 2024).
3.1	Restated Certificate of Incorporation of PSQ Holdings, Inc. (incorporated herein by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on July 25, 2023)
3.2	Amended and Restated Bylaws of PSQ Holdings, Inc. (incorporated herein by reference to Exhibit 3.2 to our Current Report on Form 8-K filed on July 25, 2023)
4.1*	Description of Securities of the Registrant.
4.2	Warrant Agreement, dated June 8, 2021, between Colombier and Continental Stock Transfer & Trust Company, as Warrant Agent (incorporated herein by reference to Exhibit 4.1 to Colombier's Current Report on Form 8-K filed on June 11, 2021).
4.3	Form of 9.75% Convertible Note (incorporated herein by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on March 14, 2024).
4.4	Form of Private Placement 9.75% Convertible Note (incorporated herein by reference to Exhibit 4.2 to our Current Report on Form 8-K filed on March 14, 2024).
10.1	Amended and Restated Registration Rights Agreement, by and among PSQ Holdings, Colombier Sponsor LLC and certain security holders (incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on July 25, 2023).
10.2#	Form of Indemnification Agreement (incorporated herein by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on July 25, 2023).
10.3#	PSQ Holdings, Inc. 2023 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.3 to our Current Report on Form 8-K filed on July 25, 2023).
10.4#	PSQ Holdings, Inc. 2023 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 10.4 to our Current Report on Form 8-K filed on July 25, 2023).

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10.5#	Employment Agreement, between PSQ Holdings, Inc. and Michael Seifert, effective as of July 19, 2023 (incorporated herein by reference to Exhibit 10.7 to our Current Report on Form 8-K filed on July 25, 2023).
10.6#	Employment Agreement, between PSQ Holdings, Inc. and Sebastian Harris, effective as of July 19, 2023 (incorporated herein by reference to Exhibit 10.8 to our Current Report on Form 8-K filed on July 25, 2023).
10.7#	Employment Agreement, between PSQ Holdings, Inc. and Bradley Searle, effective as of July 19, 2023 (incorporated herein by reference to Exhibit 10.9 to our Current Report on Form 8-K filed on July 25, 2023).
10.8#	Non-Competition and Non-Solicitation Agreement, between PSQ Holdings, Inc. and Michael Seifert, effective as of July 19, 2023 (incorporated herein by reference to Exhibit 10.10 to our Current Report on Form 8-K filed on July 25, 2023).
10.9#	Non-Competition and Non-Solicitation Agreement, between PSQ Holdings, Inc. and Sebastian Harris, effective as of July 19, 2023 (incorporated herein by reference to Exhibit 10.11 to our Current Report on Form 8-K filed on July 25, 2023).
10.10#	Non-Competition and Non-Solicitation Agreement, between PSQ Holdings, Inc. and Bradley Searle, effective as of July 19, 2023 (incorporated herein by reference to Exhibit 10.12 to our Current Report on Form 8-K filed on July 25, 2023).

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10.10	Indemnity Agreement, dated June 8, 2021, by and between Colombier Acquisition Corp. and Keri Findley	Form 8-K	001-40457	10.10	June 11, 2021
10.11	Indemnity Agreement, dated June 8, 2021, by and between Colombier Acquisition Corp. and Claire Councill	Form 8-K	001-40457	10.11	June 11, 2021
10.12	Indemnity Agreement, dated June 8, 2021, by and between Colombier Acquisition Corp. and Colombier Sponsor LLC	Form 8-K	001-40457	10.12	June 11, 2021
10.13	Administrative Services Agreement, dated June 8, 2021, by and between Colombier Acquisition Corp. and Farvahar Capital LLC	Form 8-K	001-40457	10.13	June 11, 2021
10.14	Promissory Note, dated February 23, 2021, issued to Colombier Sponsor LLC	Form S-1/A	333-254492	10.1	May 7, 2021
10.15	Securities Subscription Agreement, dated February 15, 2021, issued to Colombier Sponsor LLC	Form S-1/A	333-254492	10.5	May 7, 2021
10.16	Capital Markets Advisor Letter, dated February 17, 2021, by and between Farvahar Capital and Colombier Acquisition Corp.	Form S-1/A	333-254492	10.9	May 7, 2021
14.1*	Code of Conduct and Ethics				
31.1*	Certification of Principal Executive Officer Pursuant to Securities Exchange Act Rules 13a-14(a), as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
31.2*	Certification of Principal Financial Officer Pursuant to Securities Exchange Act Rules 13a-14(a), as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
32.1*	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				
32.2*	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				
101.SCH	Inline XBRL Taxonomy Extension Schema Document.				
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.				
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.				
101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document.				
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.				
104	Cover Page Interactive Data File (Embedded within the Inline XBRL document and included in Exhibit).				

10.11	*Consulting Agreement, dated June 14, 2023, between EveryLife Inc. and C6 Creative Consulting, Inc. (incorporated herein by reference to Exhibit 10.18 to Colombier's Amendment No. 3 to Registration Statement S-4 filed on June 26, 2023).
10.12	Filed herewithForm of Lock-Up Agreement, dated as of February 27, 2023, by and among Colombier, the Colombier Sponsor, and certain Private PSQ stockholders (incorporated herein by reference to Colombier's Current Report on Form 8-K filed on February 28, 2023).
10.13	Letter Agreement, dated June 8, 2021, by and among Colombier, its officers and directors and the Sponsor (incorporated herein by reference to Colombier's Current Report on Form 8-K filed on June 11, 2021).
10.14	Engagement Letter Agreement between PSQ Holdings, Inc. and Farvahar Capital LLC, dated August 13, 2023 (incorporated herein by reference to our Quarterly Report on Form 10-Q filed on November 14, 2023).
10.15#+	Separation Agreement between PSQ Holdings, Inc. and Sebastian Harris, effective as of August 25, 2023 (incorporated herein by reference to Exhibit 10.14 to our Amendment No. 1 to Registration Statement on Form S-1 (File No. 333-273830) filed with the SEC on September 8, 2023).
10.16*	Consulting Agreement, dated November 29, 2023, between PSQ Holdings, Inc. and C6 Creative Consulting, Inc.
10.17#	First Amendment to the PSQ Holdings, Inc. 2023 Stock Incentive Plan (incorporated herein by reference to Annex A to our Proxy Statement filed on December 8, 2023).
10.18	Form of Non-Competition and Non-Solicitation Agreement, dated as of March 13, 2024, by and between PSQ Holdings, Inc. and each person named on the signature page thereto (incorporated herein by reference to Exhibit 10.5 to our Current Report on Form 8-K filed on March 14, 2024).
10.19	Form of Lock-Up Agreement, dated as of March 13, 2024, by and between PSQ Holdings, Inc. and each person named on the signature page thereto (incorporated herein by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on March 14, 2024).
10.20	Form of Noteholder Lock-Up Agreement, dated as of March 13, 2024, by and between PSQ Holdings, Inc. and each person named on the signature page thereto (incorporated herein by reference to Exhibit 10.3 to our Current Report on Form 8-K filed on March 14, 2024).
10.21	Form of Employee Lock-Up Agreement, dated as of March 13, 2024, by and between PSQ Holdings, Inc. and each person named on the signature page thereto (incorporated herein by reference to Exhibit 10.4 to our Current Report on Form 8-K filed on March 14, 2024).

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10.22	Form of Note Exchange Agreement, dated as of March 13, 2024, by and between Credova Holdings, Inc., PSQ Holdings, Inc. and the party thereto (incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on March 14, 2024.
10.23	Form of Registration Rights Agreement, dated as of March 13, 2024 by and between PSQ Holdings, Inc. and each person named on the signature page thereto (incorporated herein by reference to Exhibit 10.6 to our Current Report on Form 8-K filed on March 14, 2024).
10.24	Form of Note Purchase Agreement, dated as of March 13, 2024 by and between PSQ Holdings, Inc. and each investor named on the signature page thereto (incorporated herein by reference to Exhibit 10.7 to our Current Report on Form 8-K filed on March 14, 2024).
10.25	Form of Private Placement Registration Rights Agreement, dated as of March 13, 2024 by and between PSQ Holdings, Inc. and each person named on the signature page thereto (incorporated herein by reference to Exhibit 10.8 to our Current Report on Form 8-K filed on March 14, 2024).
10.26	Form of Note Purchaser Lock-Up Agreement, dated as of March 13, 2024, by and between PSQ Holdings, Inc. and each person named on the signature page thereto (incorporated herein by reference to Exhibit 10.9 to our Current Report on Form 8-K filed on March 14, 2024).
10.27	Stockholder Support Agreement, dated as of March 13, 2024 by and among Michael Seifert and each person named on the signature page thereto (incorporated herein by reference to Exhibit 10.10 to our Current Report on Form 8-K filed on March 14, 2024).
21.1*	Subsidiaries of the Registrant.
23.1*	Consent of Independent Registered Public Accounting Firm.
31.1*	Certification of Chief Executive Officer Pursuant to Securities Exchange Act Rules 13a-14(a), as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer Pursuant to Securities Exchange Act Rules 13a-14(a), as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
97.1*	Executive Compensation Recovery Policy
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (Embedded within the Inline XBRL document and included in Exhibit).

** Furnished Filed herewith.

# Indicates a management contract or compensatory plan, contract or arrangement.

† Certain Schedules and similar attachments to this Exhibit have been omitted pursuant to Item 601(a)(5) of the exhibits and Registration S-K. The Company hereby agrees to furnish a copy of any omitted schedules to the SEC upon request.

+ Certain portions of this exhibit document that constitute confidential information have been omitted redacted in accordance with Regulation S-K, Item 601(a)(5) 601(b)(10). The Registrant agrees to furnish supplementally a copy of all omitted exhibits and schedules to the SEC upon its request.

Item 16. Form 10-K Summary

None.

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INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
PSQ Holdings. Inc. (dba PublicSquare)

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of PSQ Holdings, Inc. and subsidiaries (dba PublicSquare) (the "Company") as of December 31, 2023 and 2022, and the related consolidated statements of operations, changes in stockholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2023, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ UHY LLP

We have served as the Company's auditor since 2023.

Melville, New York
March 14, 2024

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PSQ HOLDINGS, INC. (dba PublicSquare)
Consolidated Balance Sheets

	December 31,	
	2023	2022
Assets		
Current assets		
Cash and cash equivalents	$ 16,446,030	$ 2,330,405
Accounts receivable, net	204,879	-
Inventory	1,439,182	-
Prepaid expenses and other current assets	3,084,576	289,379
Total current assets	21,174,667	2,619,784
Property and equipment, net	127,139	26,723
Intangible assets, net	3,557,029	1,267,673
Operating lease right-of-use assets	324,238	293,520
Deposits	63,546	7,963
Total assets	$ 25,246,619	$ 4,215,663
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable	$ 1,828,508	$ 424,065
Accrued expenses	1,641,553	41,494
Deferred revenue	225,148	49,654
Operating lease liabilities, current portion	310,911	169,275
Total current liabilities	4,006,120	684,488
Earn-out liabilities	660,000	-
Warrant liabilities	10,130,000	-
Operating lease liabilities	16,457	129,762
Total liabilities	14,812,577	814,250
Commitments and contingencies (Note 17)		
Stockholders' equity		
Preferred stock, $0.0001 par value; 50,000,000 authorized shares; no shares issued and outstanding as of December 31, 2023 and December 31, 2022	-	-
Class A Common stock, $0.0001 par value; 500,000,000 authorized shares; 24,410,075 shares and 11,806,007 shares issued and outstanding as of December 31, 2023 and December 31, 2022, respectively	2,441	1,181
Class C Common stock, $0.0001 par value; 40,000,000 authorized shares; 3,213,678 shares issued and outstanding as of December 31, 2023 and December 31, 2022	321	321
Additional paid in capital	72,644,419	12,383,475
Subscription receivable	-	(99,612)
Accumulated deficit	(62,213,139)	(8,883,952)
Total stockholders' equity	10,434,042	3,401,413
Total liabilities and stockholders' equity	$ 25,246,619	$ 4,215,663

The accompanying notes are an integral part of these consolidated financial statements.

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PSQ HOLDINGS, INC. (dba PublicSquare)

Consolidated Statements of Operations

	Year ended December 31,	
	2023	**2022**
Net services sales - Marketplace	$ 2,987,406	$ 475,175
Net product sales - Brands	2,698,581	-
Total net revenues	5,685,987	475,175
Costs and expenses:		
Cost of sales - services (exclusive of depreciation and amortization expense shown below)	1,829,066	716,102
Cost of goods sold (exclusive of depreciation and amortization expense shown below)	1,969,147	-
General and administrative	15,222,451	2,016,638
Sales and marketing	12,096,211	2,550,418
Transaction costs incurred in connection with the Business Combination (Note 4)	6,845,777	-
Research and development	4,626,625	1,446,347
Depreciation and amortization	2,442,706	842,195
Total operating expenses	45,031,983	7,571,700
Operating loss	(39,345,996)	(7,096,525)
Other income (expense):		
Other income, net	340,807	118,158
Change in fair value of convertible promissory notes	(14,571,109)	-
Change in fair value of earn-out liabilities	1,740,000	-
Change in fair value of warrant liabilities	(1,313,500)	-
Interest (expense) income	(177,444)	591
Loss before income taxes	(53,327,242)	(6,977,776)
Income tax expense	1,945	800
Net loss	$ (53,329,187)	$ (6,978,576)
Net loss per common share, basic and diluted	$ (2.43)	$ (0.61)
Weighted average shares outstanding, basic and diluted	21,964,451	11,496,653

The accompanying notes are an integral part of these consolidated financial statements.

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PSQ HOLDINGS, INC. (dba PublicSquare)
Consolidated Statements of Changes in Stockholders' Equity

	Preferred Stock		Class A Common Stock		Class C Common Stock		Additional Paid-In Capital	Subscription Receivable	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance at December 31, 2021	**-**	**$ -**	**485,731**	**$ 486**	**-**	**$ -**	**$ 2,799,994**	**$ (34,600)**	**$ (1,905,376)**	**$ 860,504**
Retroactive application of Business Combination (Note 1)	-	-	5,761,113	139	3,213,678	321	(460)	-	-	-
Balance at December 31, 2021, as adjusted	**-**	**-**	**6,246,844**	**625**	**3,213,678**	**321**	**2,799,534**	**(34,600)**	**(1,905,376)**	**860,504**
Issuance of common stock for cash	-	-	5,559,163	556	-	-	9,583,941	-	-	9,584,497
Repayment of subscription payable	-	-	-	-	-	-	-	(65,012)	-	(65,012)
Net loss	-	-	-	-	-	-	-	-	(6,978,576)	(6,978,576)
Balance at December 31, 2022	**-**	**-**	**11,806,007**	**1,181**	**3,213,678**	**321**	**12,383,475**	**(99,612)**	**(8,883,952)**	**3,401,413**
Issuance of common stock for cash	-	-	1,447,523	145	-	-	2,499,979	-	-	2,500,124
Receipt of subscription receivable	-	-	-	-	-	-	-	100,012	-	100,012
Issuance of common stock for asset acquisition	-	-	1,071,229	107	-	-	1,334,751	-	-	1,334,858
Repayment of subscription payable	-	-	-	-	-	-	-	(400)	-	(400)
Conversion of notes to common stock	-	-	3,984,388	397	-	-	37,293,626	-	-	37,294,023
Issuance of common stock upon Business Combination	-	-	7,735,151	774	-	-	12,426,006	-	-	12,426,780
Forfeiture of shares	-	-	(1,704,223)	(170)	-	-	170	-	-	-

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Issuance of shares for fully vested restricted stock units	-	-	70,000	7	-	-	(7)	-	-	-
Share-based compensation	-	-	-	-	-	-	6,706,419	-	-	6,706,419
Net loss	-	-	-	-	-	-	-	-	(53,329,187)	(53,329,187)
Balance at December 31, 2023	**-**	**$ -**	**24,410,075**	**$ 2,441**	**3,213,678**	**$ 321**	**$ 72,644,419**	**$ -**	**$ (62,213,139)**	**$ 10,434,042**

The accompanying notes are an integral part of these consolidated financial statements.

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PSQ HOLDINGS, INC. (dba PublicSquare)
Consolidated Statements of Cash Flows

	For the years ended December 31,	
	2023	2022
Cash Flows from Operating Activities		
Net loss	$ (53,329,187)	$ (6,978,576)
Adjustment to reconcile net loss to cash used in operating activities		
Depreciation and amortization	2,442,706	842,195
Share-based compensation	6,706,419	-
Realized gain on short term investment	(173,644)	-
Change in fair value of convertible notes	14,571,109	-
Change in fair value of warrant liabilities	1,313,500	-
Change in fair value of earn-out liabilities	(1,740,000)	-
Amortization of right-of-use assets	216,138	52,836
Interest expense	58,706	-
Changes in operating assets and liabilities:		
Accounts receivable	(204,879)	-
Inventory	(1,439,182)	-
Prepaid expenses and other current assets	(224,278)	(257,226)
Deposits	(55,583)	(5,463)
Accounts payable	2,711,585	280,730
Accrued expenses	3,425,542	29,020
Deferred revenue	175,494	49,654
Operating lease liabilities	(218,524)	(47,319)
Net cash used in operating activities	(25,764,078)	(6,034,149)
Cash flows from Investing Activities		
Software development costs	(3,150,925)	(1,509,404)
Purchases of short-term investments	(10,049,870)	-
Proceeds from the sale of short-term investments	10,223,514	-
Purchase of intangible assets and trademarks	(233,881)	(15,000)
Purchases of property and equipment	(113,065)	(29,930)
Net cash used in investing activities	(3,324,227)	(1,554,334)
Cash flows from Financing Activities		
Proceeds from convertible note payable	22,500,000	-
Net proceeds from reverse recapitalization	18,104,194	-
Repayment of subscription payable	(400)	-
Issuances of common stock	2,600,136	9,519,485
Net cash provided by financing activities	43,203,930	9,519,485
Net increase in cash and cash equivalents	14,115,625	1,931,002
Cash and cash equivalents, beginning of period	2,330,405	399,403
Cash and cash equivalents, end of the period	$ 16,446,030	$ 2,330,405
Supplemental Cash Flow Information		
Recording of right of use asset and lease liability	$ 246,856	$ 346,356
Subscription receivable	$ -	$ 100,012
Promissory notes, inclusive of accrued interest converted to equity	$ 37,294,022	$ -
Initial recognition of Earn-out liability	$ 2,400,000	$ -
Acquisition of warrant liability	$ 8,816,500	$ -
Prepaid expenses assumed in connection with business combination	$ 2,570,919	$ -
Liabilities paid through the trust	$ 1,778,672	$ -
Liabilities assumed in connection with business combination	$ 92,929	$ -
Stock for stock transfer	$ 1,334,858	$ -

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Cash paid for interest	$ -	$ -

The accompanying notes are an integral part of these consolidated financial statements.

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Note 1 — Organization and Business Operations

PSQ Holdings, Inc. dba PublicSquare (the "Company", "PublicSquare", "PSQ") is a Delaware corporation headquartered in Florida. PublicSquare and its subsidiaries (collectively, the "Company") is a values-focused organization that provides other values-focused (patriotic, American made, etc.) small businesses with a platform to access consumers that are drawn to patriotic values. The Company generates revenue from eCommerce, advertising and product sales.

The PSQ platform (the "Platform") can be accessed through two primary means:

- *Mobile application* — Our mobile app is available for both iOS and Android-based devices.
- *Web* — Users can access our full platform at PublicSquare.com.

In February 2023, the Company acquired the assets of EveryLife, Inc. ("EveryLife") by way of a stock for stock exchange. Pursuant to that agreement, the Company acquired a brand name in exchange for 1,071,229 shares of the Company's common stock. On July 13, 2023, the Company launched the brand and began generating revenue from sales of diapers and wipes from this operation.

Merger Agreement

On July 19, 2023 (the "Closing"), the Company consummated the Business Combination (as defined below), pursuant to the terms of the Merger Agreement dated February 27, 2023 with Colombier Acquisition Corp., a Delaware corporation ("Colombier"), Colombier-Liberty Acquisition, Inc., a Delaware corporation and a wholly-owned subsidiary of Colombier ("Merger Sub"), and Colombier Sponsor, LLC (the "Sponsor"), a Delaware limited liability company, in its capacity as Purchaser Representative (the "Purchaser Representative"), and PSQ Holdings, Inc., a Delaware corporation ("PSQ") (collectively the "Combined Company").

At Closing, pursuant to the terms of the Merger Agreement and after giving effect to the redemptions of Class A Common Stock, par value $0.0001 per share, of Colombier (the "Colombier Class A Common Stock") by public stockholders of Colombier:

- all options, convertible notes, warrants and other rights to subscribe for or purchase any capital stock of PSQ or securities convertible into or exchangeable for, or that otherwise conferred on the holder any right to acquire, any capital stock of PSQ which remained outstanding and had not been exercised or did not convert automatically into shares of PSQ Common Stock (as defined below) prior to the Closing were cancelled without consideration;
- each share of PSQ Common Stock, par value $0.001 per share ("PSQ Common Stock"), including shares of PSQ Common Stock issued upon conversion of outstanding convertible notes of PSQ that automatically converted into shares of PSQ Common Stock immediately prior to the completion of the Merger, in each case other than shares of PSQ Common Stock held by the CEO, was automatically converted into the right to receive 19.476836 shares of Class A Common Stock, par value $0.0001 per share, of the Company ("Class A Common Stock"); and
- each share of PSQ Common Stock held by the CEO was automatically converted into the right to receive 19.476836 shares of Class C Common Stock, par value $0.0001 per share, of the Company ("Class C Common Stock" and, together with Class A Common Stock, "Company Common Stock").

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Additionally, the holders of PSQ Common Stock are entitled to receive up to 3,000,000 shares of Class A Common Stock (the "Earnout Shares") under certain conditions. See Note 13 for further information.

On the Closing Date, in connection with the consummation of the Business Combination, Colombier changed its name from Colombier Acquisition Corp. to PSQ Holdings, Inc.

The Merger and the other transactions described in the Merger Agreement collectively herein are described as the "Business Combination".

PSQ has been determined to be the accounting acquirer based on evaluation of the following facts and circumstances:

- PSQ's existing stockholders have the ability to control decisions regarding election and removal of directors and officers of the Combined Company;
- PSQ is the larger entity in terms of substantive operations and employee base;
- PSQ will comprise the ongoing operations of the Combined Company; and
- PSQ's existing senior management will be the senior management of the Combined Company.

Accordingly, the Business Combination was accounted for as a reverse recapitalization in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Under this method of accounting, although Colombier acquired all of the outstanding equity interests of PSQ in the Business Combination, Colombier was treated as the "acquired" company and PSQ was treated as the accounting acquirer for financial statement reporting purposes. Accordingly, the Business Combination was treated as the equivalent of PSQ issuing stock for the net assets of Colombier, accompanied by a recapitalization. The net assets of Colombier were stated at historical cost, with no goodwill or other intangible assets recorded. Operations prior to the Business Combination will be those of PSQ.

Note 2 — Liquidity

Historically, the Company's primary sources of liquidity have been funds from financing activities. The Company reported net losses of $53,329,187 and $6,978,576 for the years ended December 31, 2023 and 2022, and had negative cash flows from operations of $25,764,078 and $6,034,149 for the years ended December 31, 2023 and 2022, respectively. As of December 31, 2023, the Company had aggregate cash and cash equivalents of $16,446,030 and net working capital of $17,168,547. In conjunction with the consummation of the Business Combination, the Company received proceeds totaling $34,938,880 in July 2023, after giving effect to Colombier's stockholder redemptions and before payment of transaction expenses, which will be utilized to fund operations and the Company's growth plans.

On March 13, 2024, the Company entered into a note purchase agreement for a 9.75% private placement convertible note for $10,000,000 invested by a board member and his affiliates. Also on March 13, 2024, we completed an acquisition of Credova in exchange for the issuance of shares of our common stock Additionally, Credova generates positive cash flows from operations.

The Company believes that as a result of the Business Combination, convertible note proceeds, and acquisition of Credova, its existing cash and cash equivalents, will be sufficient to fund operations and capital needs for the next year from the date these consolidated financial statements were available to be issued.

The Company's future capital requirements will depend on many factors including the Company's revenue growth rate, the timing and extent of spending to support further sales and marketing and research and development efforts. In order to finance these opportunities, the Company may need to raise additional financing. While there can be no assurances, the Company may need to pursue issuances of additional equity raises and debt rounds of financing. If additional financing is required from outside sources, the Company may not be able to raise it on terms acceptable to the Company or at all. If the Company is unable to raise additional capital when desired, the Company's business, results of operations and financial condition would be materially and adversely affected.

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Note 3 — Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements have been prepared in accordance with U.S. GAAP, expressed in U.S. dollars. The accompanying consolidated financial statements reflect all adjustments including normal recurring adjustments, as well as elimination of intercompany accounts, which, in the opinion of management, are necessary to present fairly the financial position, results of operations, and cash flows for the periods presented in accordance with U.S. GAAP. References to U.S. GAAP issued by the Financial Accounting Standards Board's ("FASB") in these accompanying notes to the consolidated financial statements are to the FASB Accounting Standards Codification ("ASC").

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts and disclosures of assets and liabilities and the reported amounts of revenues and expenses during the reporting period. Estimates are adjusted to reflect actual experience when necessary. Such estimates include, but are not limited to, revenue recognition, allowance for credit losses, intangible assets, inventory valuation, estimates related to useful lives of capitalization software, estimation of contingencies, recoverability of deferred tax assets, the incremental borrowing rate applied to lease accounting, valuation of earn out liabilities and warrant liabilities, and estimation of income taxes. These estimates, judgments, and assumptions are reviewed periodically and the impact of any revisions are reflected in the consolidated financial statements in the period in which such revisions are made. Actual results could differ materially from those estimates, judgments, or assumptions, and such differences could be material to the Company's consolidated financial position and results of operations.

Earnings (Loss) Per Share

The Company computes basic loss per share ("EPS") by dividing loss available to common stockholders by the weighted average number of common shares outstanding for the reporting period. All securities that meet the definition of a participating security, irrespective of whether the securities are convertible, nonconvertible, or potential common stock securities, shall be included in the computation of basic EPS using the two-class method. However, when the different classes of units have identical rights and privileges except voting rights, whereby they share equally in dividends and residual net assets on a per unit basis, the classes can be combined and presented as one class for EPS purposes. As such, the Company has combined the Class A and Class C Common stock for purposes of the EPS calculation.

Diluted loss per share is calculated by dividing net loss by the weighted average number of common shares and dilutive common stock equivalents outstanding. During the periods when they are anti-dilutive, common stock equivalents, if any, are not considered in the computation. As of December 31, 2023, the Company's restricted stock units ("RSUs") and Warrants were not considered in the computation as they are anti-dilutive. As of December 31, 2023, there were no anti-dilutive shares or common stock equivalents outstanding.

Revenue Recognition

[1] Marketplace Revenues

eCommerce revenues

The Platform features a single cart shopping experience where consumers can purchase a variety of products from multiple vendors in one transaction. The Company is not the seller of record in these transactions. The commissions revenue earned from these arrangements are recognized on a net basis, which equates to the commission and processing fees earned in exchange for the seller marketplace services. The commission and processing fees are recognized net of estimated refunds when the corresponding transaction is confirmed by the buyer and seller. The Company does not take title to inventory sold or assume risk of loss at any point in time during the transaction and is authorized to collect consideration from the buyer and remit net consideration to the seller to facilitate the processing of the confirmed purchase transaction. The Company currently records processing fees from its merchant service providers as a component of Cost of sales – services on the consolidated statement of operations.

Advertising services

The Company enters into advertising subscription arrangements with its customers. Revenue is recognized over-time as the ads are displayed over the subscription period. The Company is providing a service and the service is being consumed by the customer simultaneously over the period of service. In general, the Company reports advertising revenue on a gross basis, since the Company controls the advertising inventory before it is transferred to our customers. Our control is evidenced by our sole ability to monetize the advertising inventory before it is transferred to customers.

The Company also sells push notifications and email blasts and recognizes revenue at a point in time when delivered. Push notifications and email blasts are considered delivered when an ad is displayed to users. When a customer enters into an advertising subscription arrangement that includes push notifications and/or email blasts, the Company allocates a portion of the total consideration to the push notification and email blast performance obligations based on the residual approach.

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[2] Brand Sales

Product sales

The Company generates revenue through the sale of diapers and wipes to consumers by way of the Company's Platform. The Company considers customer orders to be the contracts with the customer. There is a single performance obligation, which is the Company's promise to transfer its product to customers based on specific payment and shipping terms in the arrangement. The entire transaction price is allocated to this single performance obligation. Product revenue is recognized when a customer obtains control of the product, which occurs at shipment. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring products.

The Company evaluated principal versus agent considerations to determine whether it is appropriate to record third-party logistics provider fees paid as an expense. These fees are recorded as shipping and handling expenses within cost of goods sold and are not recorded as a reduction of revenue because the Company owns and controls all the goods before they are transferred to the customer. The Company can, at any time, direct the third-party logistics provider to return the Company's inventories to any location specified by the Company. It is the Company's responsibility to process any returns made by customers directly to logistic providers and the Company retains the back-end inventory risk. Further, the Company is subject to credit risk (i.e., credit card chargebacks), establishes prices of its products, fulfills the goods to the customer and can limit quantities or stop selling the goods at any time.

Product Returns

Consistent with industry practice, the Company generally offers customers a limited right of return for products purchased. The Company reviews its receivables quarterly and records a reserve, if necessary. As of December 31, 2023, the Company has approximately $15,000 recorded as an allowance for sales returns.

Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of 90 days or less at the time of purchase to be cash equivalents. The carrying values of cash and cash equivalents approximate their fair values due to the short-term nature of these instruments. The Company maintains cash accounts with financial institutions. At times, balances in these accounts may exceed federally insured limits. No losses have been incurred to date on any deposits.

Business Combinations

The Company evaluates whether acquired net assets should be accounted for as a business combination or an asset acquisition by first applying a screen test to determine whether substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If so, the transaction is accounted for as an asset acquisition. If not, the Company applies its judgement to determine whether the acquired net assets meets the definition of a business by considering if the set includes an acquired input, process, and the ability to create outputs.

The Company accounts for business combinations using the acquisition method when it has obtained control. The Company measures goodwill as the fair value of the consideration transferred including the fair value of any non-controlling interest recognized, less the net recognized amount of the identifiable assets acquired and liabilities assumed, all measured at their fair value as of the acquisition date. Transaction costs, other than those associated with the issuance of debt or equity securities, that the Company incurs in connection with a business combination are expensed as incurred.

Any contingent consideration ("Earnout liabilities") is measured at fair value at the acquisition date. For contingent consideration that does not meet all the criteria for equity classification, such contingent consideration is required to be recorded at its initial fair value at the acquisition date, and on each balance sheet date thereafter. Changes in the estimated fair value of liability-classified contingent consideration are recognized on the consolidated statements of operations in the period of change.

When the initial accounting for a business combination has not been finalized by the end of the reporting period in which the transaction occurs, the Company reports provisional amounts. Provisional amounts are adjusted during the measurement period, which does not exceed one year from the acquisition date. These adjustments, or recognition of additional assets or liabilities, reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

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Inventory

Inventory consists of finished goods and amounted to $1,439,182 at December 31, 2023. Inventories are stated at lower of cost or net realizable value. Cost is measured by using an adjusted standard cost method which approximates FIFO (first in, first out). The net realizable value of the Company's inventory is estimated based on current and forecasted demand, and market conditions. The allowance for excess and obsolete inventory requires management to make assumptions and to apply judgment regarding a number of factors, including estimates applying past and projected sales performance to current inventory levels. As of December 31, 2023, no reserve for inventory has been recorded.

Property and Equipment

Property and equipment is recorded at cost and depreciated using the straight-line basis over the estimated useful lives of the respective asset. Routine maintenance, repairs and replacement costs are expensed as incurred and improvements that extend the useful life of the assets are capitalized. When property and equipment is sold or otherwise disposed of, the cost and related accumulated depreciation are eliminated from the accounts and any resulting gain or loss is recognized in operations.

Assets	Estimated Useful Life
Furniture and fixtures	7 years

Intangible Assets

Intangible assets consist of purchased technology and brand name and are amortized on a straight-line basis over useful lives ranging from 1 to 15 years. The Company reviews the recoverability of its intangible assets by comparing the carrying value of such assets to the related undiscounted value of the projected cash flows associated with the assets, or asset group.

Capitalized Software

The Company capitalizes costs related to the development of its internal accounting software and certain projects for internal use in accordance with ASC 350 - *Intangibles – Goodwill and Other*. The Company capitalizes costs to develop its mobile application and website when preliminary development efforts are successfully completed, management has authorized and committed project funding, and it is probable that the project will be completed, and the software will be used as intended. Costs incurred during the preliminary planning and evaluation stage of the project and during the post implementation operational stage, including maintenance, are expensed as incurred. Costs incurred for enhancements that are expected to result in additional functionality are capitalized and expensed over the estimated useful life of the upgrades on a per project basis. Amortization is computed on an individual product basis over the estimated economic life of the product using the straight-line method. Software development costs expensed and not capitalized, which are included in research and development expense in the accompanying consolidated statements of operations, were approximately $1,078,000 and $170,000 for years ended December 31, 2023, and 2022, respectively.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including intangible, capitalized software and lease assets, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured first by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are impaired, an impairment loss would be recognized based on the excess of the carrying amount of the asset above the fair value of the asset. No impairment of the Company's long-lived assets was recorded for the years ended December 31, 2023 and 2022.

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Convertible Notes

The Company may enter into convertible notes, some of which contain, predominantly, fixed rate conversion features, whereby the outstanding principal and accrued interest may be converted by the holder, into common shares at a fixed discount to the market price of the common stock at the time of conversion. In this case, the convertible notes represent a financial instrument other than an outstanding share that embodies a conditional obligation that the issuer must or may settle by issuing a variable number of its equity shares. The Company records the convertible note liability at its fixed monetary amount by measuring and recording a premium, as applicable, on the convertible notes date with a charge to expense in accordance with ASC 480 - *Distinguishing Liabilities from Equity*.

Warrant Liabilities

The Company evaluates all of its financial instruments, including issued share purchase warrants, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to FASB Accounting Standards Codification Topic, ASC 815-40, *Derivatives and Hedging* ("ASC 815-40"). The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. The Company accounts for the Public Warrants (as defined in Note 11) and the Private Placement Warrants (collectively, with the Public Warrants, the "Warrants") in accordance with the guidance contained in ASC 815-40 under which the Warrants do not meet the criteria for equity treatment and must be recorded as liabilities. Accordingly, the Company classifies the Warrants as liabilities at their fair value and adjusts the Warrants to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the consolidated statements of operations. The Warrants for periods where no observable traded price was available are valued using a binomial lattice model. For the Public Warrants, quoted market price will be used as the fair value as of each relevant date.

Leases

The Company determines if an arrangement is a lease at inception. For leases where the Company is the lessee, right-of-use ("ROU") assets represent the Company's right to use the underlying asset for the term of the lease and the lease liabilities represent an obligation to make lease payments arising from the lease. The Company's lease agreement contains rent escalation provisions, which are considered in determining the ROU assets and lease liabilities. The Company begins recognizing rent expense when the lessor makes the underlying asset available for use by the Company. Lease liabilities are recognized at the lease commencement date based on the present value of the future lease payments over the lease term. Lease renewal periods are considered on a lease-by-lease basis in determining the lease term. The interest rate the Company uses to determine the present value of future lease payments is the Company's incremental borrowing rate because the rate implicit in the Company's leases is not readily determinable. The incremental borrowing rate is a hypothetical rate for collateralized borrowings in economic environments where the leased asset is located based on credit rating factors. The ROU asset is determined based on the lease liability initially established and adjusted for any prepaid lease payments and any lease incentives received. The lease term to calculate the ROU asset and related lease liability includes options to extend or terminate the lease when it is reasonably certain that the Company will exercise the option. Certain leases contain variable costs, such as common area maintenance, real estate taxes or other costs. Variable lease costs are expensed as incurred on the statements of operations.

Operating leases are included in the ROU assets and lease liabilities on the consolidated balance sheets. The Company has no finance leases.

Share-Based Compensation

The Company recognizes an expense for share-based compensation awards based on the estimated fair value of the award on the date of grant. For certain awards, the Company has determined that the service inception date precedes the grant date as (a) the awards were authorized prior to establishing an accounting grant date, (b) the recipients began providing services prior to the grant date, and (c) there are performance conditions that, if not met by the accounting grant date, will result in the forfeiture of the awards. As the service inception date precedes the accounting grant date, the Company recognizes share-based compensation expense over the requisite service period based on the fair value at each reporting date.

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As of December 31, 2023 there were 2,354,989 RSUs outstanding. At December 31, 2022, there were no board approved grants of share-based compensation awards.

Income Taxes

The Company accounts for income taxes using the liability method of accounting for income taxes.

Deferred tax assets are determined based on the difference between the financial statement basis and tax basis as well as net operating loss or other tax credit carryforwards, if any, and are measured using the enacted tax rates that will be in effect when the differences are expected to reverse. A valuation allowance is established to reduce deferred tax assets if it is more likely than not that the related tax benefits will not be realized. If the Company's assessment of the realizability of a deferred tax asset changes, an increase to a valuation allowance will result in a reduction of net earnings at that time, while the reduction of a valuation allowance will result in an increase of net earnings at that time.

The Company follows ASC Topic 740-10-65-1 in accounting for uncertainty in income taxes by prescribing rules for recognition, measurement, and classification in the financial statements of tax positions taken or expected to be in a tax return. This prescribes a two-step process for the financial statement measurement and recognition of a tax position. The first step involves the determination of whether it is more likely than not (greater than 50 percent likelihood) that a tax position will be sustained upon examination, based on the technical merits of the position. The second step requires that any tax position that meets the more likely than not recognition threshold be measured and recognized in the consolidated financial statements at the largest amount of benefit that is a greater than 50 percent likelihood of being realized upon ultimate settlement. This topic also provides guidance on the accounting for related interest and penalties, financial statement classification and disclosure. The Company's policy is that any interest or penalties related to uncertain tax positions are recognized in income tax expense when incurred. The Company has no uncertain tax positions or related interest or penalties requiring accrual at December 31, 2023 and 2022.

Research and Development

The Company expenses research and development costs as incurred, except for certain internal-use software development costs, which may be capitalized as noted above. Research and development expenses consist primarily of software development costs, including employee compensation and external contractors, associated with the ongoing development of the Company's technology.

Fair Value of Financial Instruments

Fair value is the price that would be received to sell an asset, or the amount paid to transfer a liability in an orderly transaction between market participants at the measurement date. There is a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The Company classifies fair value balances based on the observability of those inputs. The three levels of the fair value hierarchy are as follows:

Level 1 — Inputs based on unadjusted quoted market prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 — Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets or liabilities in active markets or quoted prices for identical or similar instruments in markets that are not active or for which all significant inputs are observable or can be corroborated by observable market data.

Level 3 — Inputs reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. The inputs are both unobservable for the asset and liability in the market and significant to the overall fair value measurement.

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In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement. The Company establishes the fair value of its assets and liabilities using the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a fair value hierarchy based on the inputs used to measure fair value. The recorded amounts of certain financial instruments, including money markets classified as cash equivalents, accounts receivable, accounts payable, accrued expenses, debt at fixed interest rates, and other liabilities approximate fair value due to their relatively short maturities.

The Company's policy is to record transfers between levels, if any, as of the beginning of the fiscal year. For the years ended December 31, 2023 and 2022 no transfers between levels have been recognized.

Advertising

The Company expenses advertising costs as incurred. Advertising expenses were approximately $3,109,000 and $741,000 for the years ended December 31, 2023 and 2022, respectively, which are included in sales and marketing expenses in the accompanying consolidated statements of operations.

Segment Reporting

Operating segments are defined as components of an entity for which separate discrete financial information is available that is evaluated regularly by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources and in assessing performance. The Company has determined that the Company has two reportable segments comprised of Marketplace and Brands.

Concentration of Risks

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash and cash equivalents, and accounts receivable. Cash balances may exceed the Federal Deposit Insurance Corporation ("FDIC") insurance limit of $250,000. As of December 31, 2023 the Company held approximately $15 million in cash and cash equivalents above the FDIC limit. The Company has not experienced any losses in such accounts.

For the years ended and as of December 31, 2023 and 2022, no customer accounted for 10% or more of the Company's revenue or accounts receivable.

Recent Accounting Pronouncements

Recently Adopted Accounting Standards

In June 2016, the FASB issued Accounting Standards Update ("ASU") No. 2016-13, "Measurement of Credit Losses on Financial Instruments (Topic 326)". This standard requires a new method for recognizing credit losses that is referred to as the current expected credit loss ("CECL") method. The CECL method requires the recognition of all losses expected over the life of a financial instrument upon origination or purchase of the instrument unless the Company elects to recognize such instruments at fair value with changes in profit and loss (the fair value option). This standard is effective for the Company for fiscal years beginning after December 15, 2022. The adoption of this standard did not have a material impact on the consolidated financial statements.

Recently Issued Accounting Pronouncements Not Yet Adopted

In October 2021, the FASB issued ASU No. 2021-08, "Accounting for Contract Assets and Contract Liabilities from Contracts with Customers (Topic 805)". This ASU requires an acquirer in a business combination to recognize and measure contract assets and contract liabilities (deferred revenue) from acquired contracts using 12 the revenue recognition guidance in Topic 606. At the acquisition date, the acquirer applies the revenue model as if it had originated the acquired contracts. For the Company, the new guidance is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Adoption of this standard should be applied prospectively. This guidance became effective for the Company beginning January 1, 2024. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial statements and related disclosures.

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In June 2022, the FASB issued ASU No. 2022-03, “Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions,” which clarifies that contractual sale restrictions are not considered in measuring fair value of equity securities and requires additional disclosures for equity securities subject to contractual sale restrictions. The standard is effective for public companies for fiscal years beginning after December 15, 2023. This guidance became effective for the Company beginning January 1, 2024. The adoption of this standard is not expected to have a material impact on the Company’s consolidated financial statements and related disclosures.

In November 2023, the FASB issued ASU No. 2023-07, “Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures,” which will add required disclosures of significant expenses for each reportable segment, as well as certain other disclosures to help investors understand how the CODM evaluates segment expenses and operating results. The new standard will also allow disclosure of multiple measures of segment profitability, if those measures are used to allocate resources and assess performance. The amendments will be effective for public companies for fiscal years beginning after December 15, 2023. This guidance became effective for the Company beginning January 1, 2024. The adoption of this standard is not expected to have a material impact on the Company’s consolidated financial statements and related disclosures.

In December 2023, the FASB issued ASU No. 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures,” which requires disaggregated information about a reporting entity’s effective tax rate reconciliation as well as information on income taxes paid. The standard is intended to benefit investors by providing more detailed income tax disclosures that would be useful in making capital allocation decisions. The standard will be effective for public companies for fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact of this accounting standard update on its consolidated financial statements.

Note 4 — Recapitalization

As discussed in Note 1, “Organization and Business Operations”, the Business Combination was consummated on July 19, 2023, which, for accounting purposes, was treated as the equivalent of PSQ issuing stock for the net assets of Colombier, accompanied by a recapitalization. Under this method of accounting, Colombier was treated as the acquired company for financial accounting and reporting purposes under GAAP.

Transaction Proceeds

Upon closing of the Business Combination, the Company received gross proceeds of $34.9 million from the Business Combination, offset by total transaction costs of $16.8 million. The following table reconciles the elements of the Business Combination to the consolidated statements of cash flows and the consolidated statement of changes in stockholders’ equity for the year ended December 31, 2023:

Cash-trust and cash, net of redemptions	$ 34,938,880
Less: transaction costs and advisory fees, paid	(16,834,686)
Net proceeds from the Business Combination	18,104,194
Less: public and private placement warrant liabilities	(8,816,500)
Less: earnout liabilities	(2,400,000)
Add: amounts paid in advance	2,570,919
Add: Transaction costs in accounts payable and accrued expenses	2,967,393
Reverse recapitalization, net	**$ 12,426,006**

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The number of shares of Common Stock issued immediately following the consummation of the Business Combination were:

Colombier Class A common stock, outstanding prior to the Business Combination	17,250,000
Less: Redemption of Colombier Class A common stock	(13,827,349)
Class A common stock of Colombier	3,422,651
Colombier Class B common stock, outstanding prior to the Business Combination	4,312,500
Business Combination shares	**7,735,151**
PSQ Shares	21,522,825
Common Stock immediately after the Business Combination	**29,257,976**

The number of PSQ shares was determined as follows:

	PSQ Shares	PSQ Shares after conversion ratio
Class A Common Stock	940,044	18,309,147
Class C Common Stock	165,000	3,213,678
Total	**1,105,044**	**21,522,825**

Public and private placement warrants

The Public Warrants issued in the IPO and 5,700,000 warrants issued in connection with private placement at the time of Colombier's initial public offering (the "Private Placement Warrants") remained outstanding and became warrants for the Company (see Note 11).

Redemption

Prior to the closing of the Business Combination, certain Colombier public shareholders exercised their right to redeem certain of their outstanding shares for cash, resulting in the redemption of 13,827,349 shares of Colombier Class A common stock for an aggregate payment of $141,151,432.

Transactions costs

For the year ended December 31, 2023, transaction costs incurred within the consolidated statements of operations were as follows:

	Year ended December 31, 2023
Accounting fees	$ 756,257
Legal fees	5,049,149
Travel and other expenses	331,971
One-time share-based payment to influencers and advisors	708,400
Total	**$ 6,845,777**

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Note 5 — Asset Acquisition

EveryLife Inc.

On February 23, 2023, the Company acquired the assets of EveryLife by way of a stock for stock exchange. Pursuant to that agreement, the Company acquired a brand name in exchange for 1,071,229 shares of the Company's common stock. Through the stock for stock exchange agreement, the Company acquired EveryLife's marketing related intangibles which consist of a brand name.

This acquisition was accounted for as an asset purchase. The cost of a group of assets acquired in an asset acquisition shall be allocated to the individual assets acquired or liabilities assumed based on their relative fair values and shall not give rise to goodwill.

The following table presents the acquisition date fair value of the asset acquired:

Assets acquired:	
Balance – January 1, 2023	$ -
Issuance of common stock at fair value	1,334,858
Legal costs capitalized	42,611
Balance – December 31, 2023	$ 1,377,469

Note 6 — Intangible Assets, Net

The following table summarizes intangible assets, net:

	Useful Life	December 31, 2023	December 31, 2022
Capitalized software development costs	1-5 years	$ 5,011,519	$ 2,177,053
Purchased technology	1-15 years	247,489	28,500
Brand name	10 years	1,377,461	-
Total intangible assets		6,636,469	2,205,553
Less: Accumulated amortization		(3,079,440)	(937,880)
Total intangible assets, net		$ 3,557,029	$ 1,267,673

Amortization expense was $2,430,058 and $838,988 for the years ended December 31, 2023 and 2022, respectively.

As of December 31, 2023, estimated future amortization expense is expected as follows:

2024	$ 788,163
2025	784,548
2026	547,969
2027	378,734
2028	343,254
Thereafter	714,361
	$ 3,557,029

Note 7 — Leases

Since inception, the Company has entered into four leases for office suites in California and Florida; two were short-term and two leases are long-term and expire in 2024 and 2025. Termination of any lease is prohibited unless there is a violation under the lease agreement. The California lease has escalating payments from $15,538 per month to $16,719 per month, while the Florida lease has payments of $16,457 per month for the term of the lease. In determining the length of the lease term, the Company determined there was no embedded extension option. At lease commencement date, the Company estimated the lease liability and the right-of-use assets at present value using the Company's estimated incremental borrowing rate.

Rent expense under the operating leases included in the results of operations, inclusive of common area maintenance charges and real estate taxes, was $345,319 and $120,042 for the years ended December 31, 2023 and 2022, respectively.

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The following amounts were recorded in the Company's consolidated balance sheets relating to its operating lease and other supplemental information:

	December 31,	
	2023	2022
ROU assets	$ 324,238	$ 293,520
Lease liabilities:		
Current lease liabilities	$ 310,911	$ 169,275
Non-current lease liabilities	16,457	129,762
Total lease liabilities	$ 327,368	$ 299,037
Other supplemental information:		
Weighted average remaining lease term	1 year	2 years
Weighted average discount rate	10.50%	10.50%

The following table presents the lease payments relating to the Company's operating leases:

Fiscal Year	December 31, 2023
2024	$ 322,519
2025	16,457
Total lease payments	338,976
Less: imputed interest	(11,608)
Present value of operating lease liabilities	$ 327,368

Note 8 — Property and Equipment

The following table summarizes property and equipment:

	December 31,	
	2023	2022
Furniture and fixtures	$ 142,994	$ 29,930
Total Cost	142,994	29,930
Less: Accumulated depreciation	(15,855)	(3,207)
Property and Equipment, net	$ 127,139	$ 26,723

Depreciation expense was $12,648 and $3,207 for the years ended December 31, 2023 and 2022, respectively.

Note 9 — Accrued Expenses

The following table summarizes accrued expenses:

	December 31,	
	2023	2022
Accrued payroll	$ 516,754	$ 20,856
Accrued acquisition costs	440,164	—
Accrued professional services	172,700	—
Accrued taxes and licenses	124,250	—
Accrued legal	113,483	20,638
Accrued board fees	89,750	—
Accrued marketing	82,115	—
Accrued other	102,337	—
Total accrued expenses	**$ 1,641,553**	**$ 41,494**

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Note 10 — Convertible Promissory Notes

During the year ended December 31, 2023, the Company issued convertible promissory notes (the "Notes") in the total amount of $22,500,000 that accrue interest at the rate of 5% per annum until converted or paid in full upon maturity being December 31, 2024.

As described in Note 1, on July 19, 2023, the Company consummated the Business Combination and became a publicly-traded company at which time the balance under each Note converted automatically into shares of PSQ Common Stock at a conversion price per share based upon an implied $100 million fully diluted pre-money valuation, excluding the Notes.

The Notes are required to be recorded at their initial fair value on the date of issuance under ASC 480-10-25-14, and each consolidated balance sheet date thereafter. Changes in the estimated fair value of the Notes are recognized as non-cash gains or losses in the consolidated statements of operations.

The change in the fair value of the Notes measured with Level 3 inputs for the year ended December 31, 2023 is summarized as follows:

	Convertible Notes
Fair value as of January 1, 2023	$ -
Principal balance of convertible notes issued	22,500,000
Change in valuation inputs or other assumptions	14,571,109
Conversion of convertible notes	(37,071,109)
Fair value as of December 31, 2023	**$ -**

Note 11 — Warrant Liabilities

As part of Colombier's initial public offering ("IPO"), Colombier issued warrants to third-party investors where each whole warrant entitles the holder to purchase one share of the Company's common stock at an exercise price of $11.50 per share (the "Public Warrants"). Simultaneously with the closing of the IPO, Colombier completed the private sale of warrants where each warrant allows the holder to purchase one share of the Company's common stock at $11.50 per share. At December 31, 2023, there are 5,750,000 Public Warrants and 5,700,000 Private Placement warrants outstanding.

These warrants expire on the fifth anniversary of the Business Combination or earlier upon redemption or liquidation and are exercisable commencing 30 days after the Business Combination, provided that the Company has an effective registration statement under the Securities Act covering the shares of common stock issuable upon exercise of the warrants and a current prospectus relating to them is available (or the Company permits holders to exercise their warrants on a cashless basis under the circumstances specified in the warrant agreement) and registered, qualified or exempt from registration under the securities, or blue sky, laws of the state of residence of the holder.

Once the warrants become exercisable, the Company may redeem the outstanding warrants:

- in whole and not in part;
- at a price of $0.01 per warrant;
- upon not less than 30 days' prior written notice of redemption given after the warrants become exercisable to each warrant holder; and
- if, and only if, the reported last sale price of the Class A common stock equals or exceeds $18.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within a 30-trading day period commencing once the warrants become exercisable and ending three business days before the Company sends the notice of redemption to the warrant holders.

The Public Warrants and Private Placement Warrants are recognized as derivative liabilities in accordance with ASC 815. Accordingly, the Company recognized the warrant instruments as liabilities at fair value as of the Closing Date, with an offsetting entry to additional paid-in capital and adjusts the carrying value of the instruments to fair value through other income (expense) on the consolidated statement of operations at each reporting period until they are exercised. As of December 31, 2023, the Public Warrants and Private Placement Warrants are presented within warrant liabilities on the consolidated balance sheets.

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Note 12 — Related Parties

On August 25, 2023, the Company and its former Chief Operating Officer ("COO") entered into a separation and release of claims agreement (the "Separation Agreement") providing for the COO's departure from his position to pursue other business opportunities. The effective date of the COO's departure was August 25, 2023 (the "Separation Date"). Pursuant to the Separation Agreement, the COO is entitled to receive continued payment of his 2023 annual base salary for a period of 12 months, subject to his compliance with the Separation Agreement, including a release of claims in favor of the Company, certain restrictive covenants described below and the forfeiture to the Company by the COO of 1,704,223 shares of the Company's Class A common stock. In addition, the Separation Agreement provides that the COO will not be granted further equity of the Company, including restricted stock units or earnout compensation; however, the COO remains eligible to receive certain earnout compensation as a former shareholder of PublicSq Inc. Subject to eligibility, the Separation Agreement provides for continued payment by the Company of the Company's share of COBRA premiums for the COO's health benefit coverage for a period of up to 12 months following the Separation Date. The Separation Agreement also provides for, among other things, non-disclosure and non-solicitation obligations applicable to the COO and mutual non-disparagement obligations.

In June 2023, the Company signed a consulting agreement with a board member to provide advisory services to EveryLife. In exchange the board member receives $10,000 per month plus expenses and 40,000 RSUs to vest at the completion of the consulting agreement, subject to board approval. Effective November 2023, the agreement was changed to vest 120,000 RSUs versus 40,000 RSUs, subject to board approval which occurred in January 2024, as well as increasing the monthly flat fee from $10,000 to $30,000. As of December 31, 2023, the Company has incurred and paid $188,801 relating to this agreement.

In August 2023, the Company signed a one-year strategic consulting agreement with a consulting company that is controlled by a board member. The consulting company was engaged by the Company to provide strategic advice and assistance to the Company in connection with capital markets strategy, acquisition strategy, investor relations strategy, and other strategic matters for a fixed fee of $80,000 per month plus expenses. As of December 31, 2023, the Company has incurred and paid $360,000 relating to this agreement.

In December 2023, the Company signed another agreement with the same strategic consulting company that is controlled by a board member. The consulting company was engaged by the Company to provide merger and acquisitions advice in connection with its potential acquisition. The term of the agreement was the earlier of twelve months or the consummation of the acquisition. The fees for these services is $150,000 payable promptly at the closing of an acquisition and Class A stock in the Company of 4% of the gross enterprise value or total consideration paid with respect to an acquisition. As of December 31, 2023, the Company had not incurred or paid anything relating to this agreement.

Note 13 — Share-Based Compensation

On July 25, 2023, the Board of Directors of the Company approved the PSQ Holdings, Inc. 2023 Stock Incentive Plan as well as the 2023 Employee Stock Purchase Plan, whereby it may grant to certain employees, consultants and advisors an award, such as (a) incentive stock options, (b) non-qualified stock options, (c) restricted stock and (d) RSUs, of the Company.

2023 Stock incentive plan

Awards may be made under the Plan for up to such number of shares of Class A common stock, $0.0001 par value per share, of the Company (the "***Class A Common Stock***") as is equal to the sum of:

(A) a number of shares of Class A Common Stock equal to fifteen percent (15%) of the outstanding shares of all classes of Company common stock, $0.0001 par value per share ("*Company Common Stock*"), determined immediately following the closing of the Merger Agreement.

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(B) an annual increase to be added on the first day of each fiscal year, commencing on January 1, 2024 and continuing for each fiscal year until, and including, January 1, 2033, equal to the lesser of (i) 5% of the outstanding shares of all classes of Company Common Stock on such date and (ii) the number of shares of Class A Common Stock determined by the Board.

2023 Employee Stock Purchase plan

The purpose of this plan is to provide eligible employees opportunities to purchase shares of the Company's Class A common stock. For this purpose, the Board approved 600,000 shares of Class A Common stock, plus an annual increase to be added on the first day of each fiscal year, commencing on January 1, 2024 and continuing for each fiscal year until, and including, January 1, 2033, equal to the least of (i) 425,000 shares of Class A Common Stock, (ii) 1% of the outstanding shares of all classes of Company common stock, $0.0001 par value per share, on such date and (iii) a number of shares of Class A Common Stock determined by the Board.

Restricted Stock Units

During the year ended December 31, 2023, the Company issued RSU's under the 2023 Stock Incentive Plan to employees, advisors, and board of directors. Each RSU entitles the recipient to one share of our common stock upon vesting. The Company measures the fair value of RSUs using the stock price on the date of grant.

Share-based compensation expense for RSUs is recorded ratably over their vesting period.

A summary of the activity with respect to, and status of, RSUs during the year ended December 31, 2023 is presented below:

	Number of RSUs		Weighted Average Grant Date Value
Unvested as of January 1, 2023	-		
Granted	2,462,989	$	8.88
Forfeited	(108,000)	$	10.12
Vested	(699,447)	$	6.98
Unvested as of December 31, 2023	1,655,542	$	9.61

During the year ended December 31, 2023, the Company recorded $5,030,638 of share-based compensation expense, related to RSUs. As of December 31, 2023, unrecognized compensation cost related to the grant of RSUs was approximately $21,406,000. Unvested outstanding RSUs as of December 31, 2023 had a weighted average remaining vesting period of 2.32 years.

Share based compensation relating to earnout

As mentioned in Note 1, certain executive officers, employees and service providers of PSQ will be entitled to receive up to 3,000,000 shares of Class A Common Stock (the "Earnout Shares") in the event certain trading price-based metrics are satisfied during the five (5)-year period commencing on the date of the Closing and ending on the fifth anniversary thereof (the "Earnout Period"), or, if earlier, upon the occurrence of a change of control transaction (as defined in the Merger Agreement) during the Earnout Period with an implied per share price that exceeds the relevant trading price-based metrics. Specifically, Earnout Shares will be earned if one or more of the three (3) triggering events described below occurs:

- in the event that, and upon the date during the Earnout Period on which, the volume-weighted average trading price of Class A Common Stock quoted on the New York Stock Exchange ("NYSE") (or such other exchange on which the shares of Class A Common Stock are then listed) for any twenty (20) trading days within any thirty (30) consecutive trading day period (the "Earnout Trading Price") is greater than or equal to $12.50, the Participating Equity Holders will be entitled to receive an aggregate of 1,000,000 Earnout Shares;

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- in the event that, and upon the date during the Earnout Period on which, the Earnout Trading Price is greater than or equal to $15.00, the Participating Equity Holders will be entitled to receive an aggregate of 1,000,000 additional Earnout Shares; and
- in the event that, and upon the date during the Earnout Period on which, the Earnout Trading Price is greater than or equal to $17.50, the Participating Equity Holders will be entitled to receive an aggregate of 1,000,000 additional Earnout Shares.

In accordance with ASC 718, these are awards granted with a market condition. The effect of this market condition was reflected in the grant-date fair value of an award. The fair value of the earnout shares was estimated using a Monte Carlo simulation utilizing assumptions related to the contractual term of the instruments, estimated volatility of the price of the Common Stock and current interest rates. Below are the key assumptions used in valuing the earnout shares:

	As of 7/19/2023
PSQH Stock Price	$ 9.08
Volatility	40.0%
Risk free rate of return	4.6%
Expected term (in years)	4.8 years

During the year ended December 31, 2023, the Company recorded $1,675,781 of share-based compensation expense, related to the earnout shares. As of December 31, 2023, unrecognized compensation cost related to the earnout shares was approximately $15,874,000.

During the year ended December 31, 2023, the Company recorded the following share-based compensation expense, related to RSUs and earnout shares:

	For the year ended December 31, 2023
Cost of sales	$ 20,106
General and administrative expenses	2,762,361
Transaction incurred in connection with the Business Combination	708,400
Research and development	579,263
Sales and marketing	2,636,289
	$ 6,706,419

Note 14 — Stockholders' Equity

Preferred Stock

The Company is authorized to issue 50,000,000 shares of $0.0001 par value preferred stock. At December 31, 2023 and December 31, 2022, there were no shares of preferred stock issued or outstanding.

Common Stock

Class A Common Stock

The Company is authorized to issue 500,000,000 shares of $0.0001 par value Class A Common Stock. As of December 31, 2023 and 2022, the Company had 24,410,075 and 11,806,007 shares of Class A common stock issued, and outstanding, respectively.

Each share of Class A Common Stock has one vote and has similar rights and obligations.

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Class C Common Stock

The Company is authorized to issue 40,000,000 shares of $0.0001 par value Class C Common Stock. As of December 31, 2023 and 2022, the Company had 3,213,678 shares of Class C common stock issued, and outstanding.

Each share of the Company's Class C Common Stock entitles its holder, initially the CEO, to a number of votes per share (rounded up to the nearest whole number) equal to (a) the aggregate number of outstanding shares of Class A Common Stock entitled to vote on the applicable matter as of the applicable record date plus 100, divided by (b) the aggregate number of outstanding shares of Class C Common Stock (the "Per Share Class C Voting Power").

Note 15 — Fair Value Measurements

We account for certain assets and liabilities at fair value and classify these assets and liabilities within the fair value hierarchy (Level 1, Level 2, or Level 3).

Assets and liabilities subject to fair value measurements are as follows:

	As of December 31, 2023			
	Level 1	**Level 2**	**Level 3**	**Total**
Assets				
Cash and cash equivalents - Money market	$ 10,301,371	$ -	$ -	$ 10,301,371
Liabilities				
Warrant liabilities – Public Warrants	$ 4,715,000	$ -	$ -	$ 4,715,000
Warrant liabilities – Private placement warrants (1)	-	-	5,415,000	5,415,000
Earnout liabilities (2)	-	-	660,000	660,000
Total liabilities	**$ 4,715,000**	**$ -**	$ 6,075,000	$ 10,790,000

(1) Private Placement Warrants were estimated using a Black-Scholes option pricing model utilizing assumptions related to the contractual term of the instruments, estimated volatility of the price of the Common Stock and current interest rates.

(2) The fair value of the earnout liabilities was estimated using Monte Carlo simulation utilizing assumptions related to the contractual term of the instruments, estimated volatility of the price of the Common Stock and current interest rates.

The following table presents the changes in fair value of the private placements warrants:

	For the year ended December 31, 2023
Liability at beginning of the period	$ —
Assumed in the Business Combination	4,408,250
Change in fair value	1,006,750
Balance as of December 31, 2023	$ 5,415,000

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The following table presents the changes in fair value of the earnout liabilities:

	For the year ended December 31, 2023
Liability at beginning of the period	$ —
Assumed in the Business Combination	2,400,000
Change in fair value	(1,740,000)
Balance as of December 31, 2023	$ 660,000

Note 16 — Segments

The Company routinely evaluates whether its operating and reportable segments continue to reflect the way the CODM evaluates the business. The determination is based on: (1) how the Company's CODM evaluates the performance of the business, including resource allocation decisions, and (2) whether discrete financial information for each operating segment is available. The Company considers the chief executive officer to be its CODM.

As of December 31, 2023, the Company's operating and reportable segments include:

- **Marketplace:** PSQ has created a marketplace platform to access consumers that are drawn to patriotic values. The Company generates revenue from advertising and eCommerce transactions.
- **Brands:** The first wholly-owned brand is EveryLife, Inc., which generates revenue from online sales of diapers and wipes.

The CODM measures and evaluates the Company's performance based on Segment gross revenue, Segment gross profit margin and Segment operating income.

Segment performance, as defined by the Company, is not necessarily comparable to other similarly titled captions of other companies.

The following tables set forth the Company's revenues, net and adjusted EBITDA for the years ended December 31, 2023 and 2022:

	For the years ended December 31,	
	2023	2022
Revenues, net:		
Marketplace		
Advertising and eCommerce sales	$ 2,987,406	$ 475,175
Brands		
Product sales	3,185,931	-
Returns and discounts	(487,350)	-
Total Brand revenues, net	2,698,581	-
Total revenues, net	$ 5,685,987	$ 475,175

	2023			2022	
	Marketplace	Brands	Total	Marketplace	Total
Revenues, net	$ 2,987,406	$ 2,698,581	$ 5,685,987	$ 475,175	$ 475,175
Segment cost of sales – services	$ 1,829,066	$ —	$ 1,829,066	$ 716,102	$ 716,102
Segment cost of goods sold	$ —	$ 1,969,147	$ 1,969,147	$ —	$ —
Segment Gross Profit	$ 1,158,340	$ 729,434	$ 1,887,774	$ (240,927)	$ (240,927)
Segment Gross Profit Margin	39%	27%	33%	(51)%	(51)%
Adjusted EBITDA	$ (21,602,494)	$ (1,906,208)	$ (23,508,702)	$ (6,254,330)	$ (6,254,330)
Depreciation and amortization	$ 2,324,039	$ 118,667	$ 2,442,706	$ 842,185	$ 842,185

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	For the years ended December 31,	
	2023	2022
Adjusted EBITDA	$ (23,508,702)	$ (6,254,330)
Transaction costs incurred in connection with the Business Combination	(6,845,777)	-
Transaction costs incurred in connection with potential acquisitions	(550,792)	-
Share-based compensation (exclusive of what is included in transaction costs above)	(5,998,019)	-
Depreciation and amortization	(2,442,706)	(842,195)
Other income, net	340,807	118,158
Change in fair value of warrant liabilities	(1,313,500)	-
Change in fair value of earnout liabilities	1,740,000	-
Change in fair value of convertible notes	(14,571,109)	-
Income tax expense	(1,945)	(800)
Interest expense, net	(177,444)	591
Net loss	$ (53,329,187)	$ (6,978,576)

No asset information has been disclosed as the CODM does not regularly review asset information by reportable segment.

Note 17 — Commitments and Contingencies

Advertising Commitment

In October 2023, the Company entered into a one-year advertising agreement with a media group for the purpose of promoting the Company and its services on a national platform. In connection with this agreement, the Company committed to pay $1,000,000 in six equal installments. As of December 31, 2023, the Company has recorded and paid $166,667 of this commitment.

Other Legal Matters

From time to time in the ordinary course of business, the Company may be subject to various claims, charges, and litigation. At December 31, 2023 and 2022, the Company did not have any pending claims, charges or litigation that were expected to have a material adverse impact on its financial position, results of operations or cash flows.

Note 18 — Income Taxes

The following represents the components of the Company's deferred tax assets and liabilities at December 31, 2023 and 2022 the balances were approximately as follows:

	December 31,	
	2023	2022
Sec 174 Cost – Domestic and Foreign	$ 1,320,000	$ 1,045,000
Net operating Loss – Federal and State	5,686,000	1,292,000
Share-based compensation	1,345,000	—
Depreciation and amortization	656,000	248,000
Credit - State	65,000	71,000
Other, net	(10,000)	2,000
Total deferred tax asset	9,062,000	2,658,000
Less: Valuation Allowance	(9,062,000)	(2,658,000)
Net deferred tax asset	$ —	$ —

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As of December 31, 2023 and 2022, the Company had federal net operating loss carryforwards of approximately $26.1 million and $3.1 million, respectively, which may be available to reduce future taxable income, and may be carried forward indefinitely. At December 31, 2023 and 2022, the Company had approximately $14.3 million and $8.4 million of combined state NOLs respectively, which some expire between 2041 and 2042 and others indefinitely. Section 382 of the Internal Revenue Code ("Section 382"), imposes limitations on a corporation's ability to utilize its NOL, if it experiences an "ownership change." The Company has not completed a Section 382 study at this time; however, should a study be completed certain NOLs may be subject to such limitations. Any future annual limitation may result in the expiration of NOLs before utilization. In addition, the Company had California research and development tax credit carryforwards of $82 thousand available to reduce future tax liabilities. These unused research tax credit can be carried forward indefinitely until utilized, respectively.

In accordance with FASB ASC Topic 740, Accounting for Income Taxes, the Company has evaluated the positive and negative evidence bearing upon the realizability of its deferred tax assets, which are comprised principally of net operating loss carryforwards. The Company has determined that it is more likely than not that the Company will not recognize the benefits of federal and state deferred tax assets and, as a result, a full valuation allowance of $9.1 million and $2.7 million has been established at December 31, 2023 and 2022, respectively. The valuation allowance increased by $6.4 million during the year ended December 31, 2023.

A reconciliation of income tax (expense) benefit at the statutory federal income tax rate and income taxes as reflected in the financial statements are as follows:

	For the years ended December 31,	
	2023	**2022**
Federal tax expense	21.0%	21.0%
State tax expense, net of federal benefit	0.9%	6.7%
Permanent differences	(8.3)%	(1.0)%
Impact from rate change	(1.2)%	—%
Change in valuation allowance	(11.7)%	(28.1)%
Other difference	(0.7)%	1.4%
	0.0%	0.0%

The Company had no unrecognized tax benefits or related interest and penalties accrued for the years ended December 31, 2023 and 2022.

The Company is subject to U.S. federal income tax and California state income tax. The statute of limitations for assessment by the IRS and state tax authorities is open for the tax years since its inception; currently, no federal or state income tax returns are under examination by the respective taxing authorities.

The Company paid California minimum taxes of $1,945 and $800 for the years ended December 31, 2023 and 2022, respectively.

Note 19 — Subsequent Events

In February 2024, the Company entered into an amendment to the consulting agreement with a board member to provide advisory services to EveryLife. The agreement changed to vest 60,000 RSUs instead of 120,000 RSUs, as well as decreasing the monthly flat fee from $30,000 to $15,000.

In August 2023, the Company signed a one-year strategic consulting agreement with a consulting company that is controlled by a board member. The consulting company was engaged by the Company to provide strategic advice and assistance to the Company in connection with capital markets strategy, acquisition strategy, investor relations strategy, and other strategic matters for a fixed fee of $80,000 per month plus expenses. Effective January 1, 2024, the fixed fee will decrease from $80,000 to $60,000 monthly.

On March 13, 2024, the Company entered into a note purchase agreement for a 9.75% convertible note agreement for $10,000,000 invested by a board member and his affiliates. Terms for the note were priced based on notes exchanged as part of the Credova transaction. The funds are currently held in escrow and the investment is subject to stockholder approval of the issuance of the underlying shares as part of the Company's annual shareholder meeting.

Credova Merger Agreement

On March 13, 2024, the Company entered into an agreement and plan of merger (the "Credova Merger Agreement") with Cello Merger Sub, Inc., a Delaware corporation and our wholly-owned subsidiary ("Merger Sub" and, together with PSQ, the "Buyer Parties"), Credova Holdings, Inc., a Delaware corporation ("Credova"), and Samuel L. Paul, in the capacity as the Seller Representative in accordance with the terms of the Credova Merger Agreement ("Credova Merger").

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Credova assists consumers, lenders, and retailers in offering point-of-sale financing products. Credova has developed and maintains an internet-based proprietary retail finance platform and related application programming interfaces (“APIs”) through which Credova, certain FDIC and NCUA insured financial institutions, and other financial institutions authorized by Credova (each a “Financing Partner”), and merchants can dynamically offer certain financing products (collectively, the “Services”).

Pursuant to the Credova Merger Agreement, on March 13, 2024, the transactions which are the subject of the Credova Merger Agreement were consummated (the “Closing”) and Merger Sub merged with and into Credova (the “Merger”), with Credova surviving as a wholly-owned subsidiary of PSQ. In connection with the Merger, each share of Credova was converted into the right to receive newly-issued shares of our Class A common stock (“Class A Common Stock”), delivered to the Credova stockholders at the Closing (“Credova Stockholders”).

As consideration for the Merger, Credova stockholders received 2,920,993 newly-issued shares of Class A Common Stock (the “Consideration Shares”). A number of Consideration Shares equal to ten percent (10%) of the Consideration Shares (the “Escrow Shares”) was placed in an escrow account for indemnity claims made under the Credova Merger Agreement. Assuming they are not subject to indemnity claims, the Escrow Shares remaining in escrow upon the 12-month anniversary of the Closing will be released and distributed pro rata to the former stockholders of Credova.

Prior to the execution of the Credova Merger Agreement, Credova, PSQ and certain holders of outstanding subordinated notes (“Subdebt Notes”) issued by Credova (the “Participating Noteholders”) entered into a Note Exchange Agreement (the “Note Exchange Agreement”) pursuant to which, immediately prior to the Closing, the Participating Noteholders delivered their subdebt notes of Credova for cancellation,, in exchange for newly-issued replacement notes issued by PSQ, convertible into shares of Class A Common Stock (the “Replacement Notes”). The Replacement Notes have 9.75% simple interest per annum and ten-year maturity dates.

Pursuant to the terms of the Replacement Notes, at any time after the Closing, Participating Noteholders may elect to convert their Replacement Notes into a number of shares of Class A Common Stock equal to the quotient obtained by dividing (x) the outstanding principal amount of the Replacement Note to be converted plus accrued and unpaid interest by (y) 4.63641, subject to adjustment for stock splits and other similar transactions (the “Conversion Price”). At any time, the Company may call the Replacement Notes for a cash amount equal to accrued interest plus (i) between the Closing and the first anniversary of the Closing, 120% of the then outstanding principal amount, (ii) between the first anniversary and the second anniversary of the Closing, 105% of the then outstanding principal amount and (iii) after the second anniversary of the Closing, the then outstanding principal amount of the Replacement Note. Further, the Replacement Notes permit the Company, in its discretion, to require conversion of the Replacement Notes into shares of Class A Common Stock if the daily volume-weighted average trading price of the Company Class A Common Stock exceeds 140% of the Conversion Price on each of at least ten consecutive trading days during the twenty trading day period prior to notice of such required conversion.

The Credova Merger meets the criteria to be accounted for as a business combination and will be accounted for using the acquisition method of accounting, with the Company being treated as the accounting acquirer. Under the acquisition method of accounting, the assets and liabilities of Credova and its subsidiaries will be recorded at their respective fair values as of the date of completion of the Credova Merger and added to the Company’s and the difference between the fair value of the consideration paid for the acquired entity and fair value of the net assets acquired will be recorded as goodwill. We have not yet completed the purchase accounting for the Credova Merger, including determining the preliminary fair value of the assets acquired and liabilities assumed. The preliminary purchase price allocation is expected to be completed in the first quarter of fiscal year 2024 and is subject to change for up to one year subsequent to the closing date of the Credova Merger. Determining the fair value of the assets and liabilities of Credova requires judgment and certain assumptions to be made.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

SIGNATURES

Pursuant To the Board of Directors and Stockholders
PSQ Holdings. Inc. (dba PublicSquare)
Opinion on the Financial Statements
We have audited the accompanying consolidated balance sheets of PSQ Holdings, Inc. and subsidiaries (dba PublicSquare) (the "Company") as of December 31, 2023 and 2022, and the related consolidated statements of operations, changes in stockholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2023, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.
Basis for Opinion
These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the requirements of Section 13 or 15(d) Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Act Commission and the PCAOB.
We conducted our audits in accordance with the standards of 1934, the registrant has duly caused this report PCAOB. Those standards require that we plan and perform the audit to be signed obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on its behalf the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.
Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the undersigned, thereunto duly authorized. overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.
/s/ UHY LLP
We have served as the Company's auditor since 2023.
Melville, New York

March 24, 2023 14, 2024

COLOMBIER ACQUISITION CORP.

By: */s/ Omeed Malik*

Name: Omeed Malik

Title: Chief Executive Officer, Chairman of the Board of Directors and Director (Principal Executive Officer)

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POWER OF ATTORNEY PSQ HOLDINGS, INC. (dba PublicSquare)
Consolidated Balance Sheets

	December 31,	
	2023	2022
Assets		
Current assets		
Cash and cash equivalents	$ 16,446,030	$ 2,330,405
Accounts receivable, net	204,879	-
Inventory	1,439,182	-
Prepaid expenses and other current assets	3,084,576	289,379
Total current assets	21,174,667	2,619,784
Property and equipment, net	127,139	26,723
Intangible assets, net	3,557,029	1,267,673
Operating lease right-of-use assets	324,238	293,520
Deposits	63,546	7,963
Total assets	$ 25,246,619	$ 4,215,663
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable	$ 1,828,508	$ 424,065
Accrued expenses	1,641,553	41,494
Deferred revenue	225,148	49,654
Operating lease liabilities, current portion	310,911	169,275
Total current liabilities	4,006,120	684,488
Earn-out liabilities	660,000	-
Warrant liabilities	10,130,000	-
Operating lease liabilities	16,457	129,762
Total liabilities	14,812,577	814,250
Commitments and contingencies (Note 17)		
Stockholders' equity		
Preferred stock, $0.0001 par value; 50,000,000 authorized shares; no shares issued and outstanding as of December 31, 2023 and December 31, 2022	-	-
Class A Common stock, $0.0001 par value; 500,000,000 authorized shares; 24,410,075 shares and 11,806,007 shares issued and outstanding as of December 31, 2023 and December 31, 2022, respectively	2,441	1,181
Class C Common stock, $0.0001 par value; 40,000,000 authorized shares; 3,213,678 shares issued and outstanding as of December 31, 2023 and December 31, 2022	321	321
Additional paid in capital	72,644,419	12,383,475
Subscription receivable	-	(99,612)
Accumulated deficit	(62,213,139)	(8,883,952)
Total stockholders' equity	10,434,042	3,401,413
Total liabilities and stockholders' equity	$ 25,246,619	$ 4,215,663

Pursuant to the requirements
The accompanying notes are an integral part of the Securities and Exchange Act these consolidated financial statements.

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PSQ HOLDINGS, INC. (dba PublicSquare)

Consolidated Statements of 1934, this report has been signed below by the following persons in the capacities and on the dates indicated below. Operations

Name	Title	Date
/s/ Omeed Malik	Chief Executive Officer, Chief Financial Officer and Director	March 24, 2023
Omeed Malik	(Principal Executive Officer)	
*	Chief Financial Officer and Director (Principal Financial Officer)	March 24, 2023
Joe Voboril		
*	Director	March 24, 2023
Ryan Kavanaugh		
*	Director	March 24, 2023
Eddie Kim		
*	Director	March 24, 2023
Jonathan Keidan		
*	Director	March 24, 2023
Keri Findley		
*	Director	March 24, 2023
Claire Councill		

	Year ended December 31,	
	2023	**2022**
Net services sales - Marketplace	$ 2,987,406	$ 475,175
Net product sales - Brands	2,698,581	-
Total net revenues	5,685,987	475,175
Costs and expenses:		
Cost of sales - services (exclusive of depreciation and amortization expense shown below)	1,829,066	716,102
Cost of goods sold (exclusive of depreciation and amortization expense shown below)	1,969,147	-
General and administrative	15,222,451	2,016,638
Sales and marketing	12,096,211	2,550,418
Transaction costs incurred in connection with the Business Combination (Note 4)	6,845,777	-
Research and development	4,626,625	1,446,347
Depreciation and amortization	2,442,706	842,195
Total operating expenses	45,031,983	7,571,700
Operating loss	(39,345,996)	(7,096,525)
Other income (expense):		
Other income, net	340,807	118,158
Change in fair value of convertible promissory notes	(14,571,109)	-
Change in fair value of earn-out liabilities	1,740,000	-
Change in fair value of warrant liabilities	(1,313,500)	-
Interest (expense) income	(177,444)	591
Loss before income taxes	(53,327,242)	(6,977,776)
Income tax expense	1,945	800
Net loss	$ (53,329,187)	$ (6,978,576)
Net loss per common share, basic and diluted	$ (2.43)	$ (0.61)
Weighted average shares outstanding, basic and diluted	21,964,451	11,496,653

The accompanying notes are an integral part of these consolidated financial statements.

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COLOMBIER ACQUISITION CORP. PSQ HOLDINGS, INC. (dba PublicSquare)
Consolidated Statements of Changes in Stockholders' Equity

INDEX

	Preferred Stock		Class A Common Stock		Class C Common Stock		Additional Paid-In	Subscription	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Receivable	Deficit	Equity
Balance at December 31, 2021	**-**	**$ -**	**485,731**	**$ 486**	**-**	**$ -**	**$ 2,799,994**	**$ (34,600)**	**$ (1,905,376)**	**$ 860,504**
Retroactive application of Business Combination (Note 1)	-	-	5,761,113	139	3,213,678	321	(460)	-	-	-
Balance at December 31, 2021, as adjusted	**-**	**-**	**6,246,844**	**625**	**3,213,678**	**321**	**2,799,534**	**(34,600)**	**(1,905,376)**	**860,504**
Issuance of common stock for cash	-	-	5,559,163	556	-	-	9,583,941	-	-	9,584,497
Repayment of subscription payable	-	-	-	-	-	-	-	(65,012)	-	(65,012)
Net loss	-	-	-	-	-	-	-	-	(6,978,576)	(6,978,576)
Balance at December 31, 2022	**-**	**-**	**11,806,007**	**1,181**	**3,213,678**	**321**	**12,383,475**	**(99,612)**	**(8,883,952)**	**3,401,413**
Issuance of common stock for cash	-	-	1,447,523	145	-	-	2,499,979	-	-	2,500,124
Receipt of subscription receivable	-	-	-	-	-	-	-	100,012	-	100,012
Issuance of common stock for asset acquisition	-	-	1,071,229	107	-	-	1,334,751	-	-	1,334,858
Repayment of subscription payable	-	-	-	-	-	-	-	(400)	-	(400)
Conversion of notes to common stock	-	-	3,984,388	397	-	-	37,293,626	-	-	37,294,023
Issuance of common stock upon Business Combination	-	-	7,735,151	774	-	-	12,426,006	-	-	12,426,780

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Forfeiture of shares	-	-	(1,704,223)	(170)	-	-	170	-	-	-
Issuance of shares for fully vested restricted stock units	-	-	70,000	7	-	-	(7)	-	-	-
Share-based compensation	-	-	-	-	-	-	6,706,419	-	-	6,706,419
Net loss	-	-	-	-	-	-	-	-	(53,329,187)	(53,329,187)
Balance at December 31, 2023	**-**	**$ -**	**24,410,075**	**$ 2,441**	**3,213,678**	**$ 321**	**$ 72,644,419**	**$ -**	**$ (62,213,139)**	**$ 10,434,042**

The accompanying notes are an integral part of these consolidated financial statements.

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PSQ HOLDINGS, INC. (dba PublicSquare)
Consolidated Statements of Cash Flows

	For the years ended December 31,	
	2023	2022
Cash Flows from Operating Activities		
Net loss	$ (53,329,187)	$ (6,978,576)
Adjustment to reconcile net loss to cash used in operating activities		
Depreciation and amortization	2,442,706	842,195
Share-based compensation	6,706,419	-
Realized gain on short term investment	(173,644)	-
Change in fair value of convertible notes	14,571,109	-
Change in fair value of warrant liabilities	1,313,500	-
Change in fair value of earn-out liabilities	(1,740,000)	-
Amortization of right-of-use assets	216,138	52,836
Interest expense	58,706	-
Changes in operating assets and liabilities:		
Accounts receivable	(204,879)	-
Inventory	(1,439,182)	-
Prepaid expenses and other current assets	(224,278)	(257,226)
Deposits	(55,583)	(5,463)
Accounts payable	2,711,585	280,730
Accrued expenses	3,425,542	29,020
Deferred revenue	175,494	49,654
Operating lease liabilities	(218,524)	(47,319)
Net cash used in operating activities	(25,764,078)	(6,034,149)
Cash flows from Investing Activities		
Software development costs	(3,150,925)	(1,509,404)
Purchases of short-term investments	(10,049,870)	-
Proceeds from the sale of short-term investments	10,223,514	-
Purchase of intangible assets and trademarks	(233,881)	(15,000)
Purchases of property and equipment	(113,065)	(29,930)
Net cash used in investing activities	(3,324,227)	(1,554,334)
Cash flows from Financing Activities		
Proceeds from convertible note payable	22,500,000	-
Net proceeds from reverse recapitalization	18,104,194	-
Repayment of subscription payable	(400)	-
Issuances of common stock	2,600,136	9,519,485
Net cash provided by financing activities	43,203,930	9,519,485
Net increase in cash and cash equivalents	14,115,625	1,931,002
Cash and cash equivalents, beginning of period	2,330,405	399,403
Cash and cash equivalents, end of the period	$ 16,446,030	$ 2,330,405
Supplemental Cash Flow Information		
Recording of right of use asset and lease liability	$ 246,856	$ 346,356
Subscription receivable	$ -	$ 100,012
Promissory notes, inclusive of accrued interest converted to equity	$ 37,294,022	$ -
Initial recognition of Earn-out liability	$ 2,400,000	$ -
Acquisition of warrant liability	$ 8,816,500	$ -
Prepaid expenses assumed in connection with business combination	$ 2,570,919	$ -
Liabilities paid through the trust	$ 1,778,672	$ -
Liabilities assumed in connection with business combination	$ 92,929	$ -
Stock for stock transfer	$ 1,334,858	$ -

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Cash paid for interest	$ -	$ -

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Note 1 — Organization and Business Operations

PSQ Holdings, Inc. dba PublicSquare (the "Company", "PublicSquare", "PSQ") is a Delaware corporation headquartered in Florida. PublicSquare and its subsidiaries (collectively, the "Company") is a values-focused organization that provides other values-focused (patriotic, American made, etc.) small businesses with a platform to access consumers that are drawn to patriotic values. The Company generates revenue from eCommerce, advertising and product sales.

The PSQ platform (the "Platform") can be accessed through two primary means:

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- *Mobile application* — Our mobile app is available for both iOS and Android-based devices.
- *Web* — Users can access our full platform at PublicSquare.com.

In February 2023, the Company acquired the assets of EveryLife, Inc. ("EveryLife") by way of a stock for stock exchange. Pursuant to that agreement, the Company acquired a brand name in exchange for 1,071,229 shares of the Company's common stock. On July 13, 2023, the Company launched the brand and began generating revenue from sales of diapers and wipes from this operation.

Merger Agreement

On July 19, 2023 (the "Closing"), the Company consummated the Business Combination (as defined below), pursuant to the terms of the Merger Agreement dated February 27, 2023 with Colombier Acquisition Corp., a Delaware corporation ("Colombier"), Colombier-Liberty Acquisition, Inc., a Delaware corporation and a wholly-owned subsidiary of Colombier ("Merger Sub"), and Colombier Sponsor, LLC (the "Sponsor"), a Delaware limited liability company, in its capacity as Purchaser Representative (the "Purchaser Representative"), and PSQ Holdings, Inc., a Delaware corporation ("PSQ") (collectively the "Combined Company").

At Closing, pursuant to the terms of the Merger Agreement and after giving effect to the redemptions of Class A Common Stock, par value $0.0001 per share, of Colombier (the "Colombier Class A Common Stock") by public stockholders of Colombier:

- all options, convertible notes, warrants and other rights to subscribe for or purchase any capital stock of PSQ or securities convertible into or exchangeable for, or that otherwise conferred on the holder any right to acquire, any capital stock of PSQ which remained outstanding and had not been exercised or did not convert automatically into shares of PSQ Common Stock (as defined below) prior to the Closing were cancelled without consideration;
- each share of PSQ Common Stock, par value $0.001 per share ("PSQ Common Stock"), including shares of PSQ Common Stock issued upon conversion of outstanding convertible notes of PSQ that automatically converted into shares of PSQ Common Stock immediately prior to the completion of the Merger, in each case other than shares of PSQ Common Stock held by the CEO, was automatically converted into the right to receive 19.476836 shares of Class A Common Stock, par value $0.0001 per share, of the Company ("Class A Common Stock"); and
- each share of PSQ Common Stock held by the CEO was automatically converted into the right to receive 19.476836 shares of Class C Common Stock, par value $0.0001 per share, of the Company ("Class C Common Stock" and, together with Class A Common Stock, "Company Common Stock").

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Additionally, the holders of PSQ Common Stock are entitled to receive up to 3,000,000 shares of Class A Common Stock (the "Earnout Shares") under certain conditions. See Note 13 for further information.

On the Closing Date, in connection with the consummation of the Business Combination, Colombier changed its name from Colombier Acquisition Corp. to PSQ Holdings, Inc.

The Merger and the other transactions described in the Merger Agreement collectively herein are described as the "Business Combination".

PSQ has been determined to be the accounting acquirer based on evaluation of the following facts and circumstances:

- PSQ's existing stockholders have the ability to control decisions regarding election and removal of directors and officers of the Combined Company;
- PSQ is the larger entity in terms of substantive operations and employee base;
- PSQ will comprise the ongoing operations of the Combined Company; and
- PSQ's existing senior management will be the senior management of the Combined Company.

Accordingly, the Business Combination was accounted for as a reverse recapitalization in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Under this method of accounting, although Colombier acquired all of the outstanding equity interests of PSQ in the Business Combination, Colombier was treated as the "acquired" company and PSQ was treated as the accounting acquirer for financial statement reporting purposes. Accordingly, the Business Combination was treated as the equivalent of PSQ issuing stock for the net assets of Colombier, accompanied by a recapitalization. The net assets of Colombier were stated at historical cost, with no goodwill or other intangible assets recorded. Operations prior to the Business Combination will be those of PSQ.

Note 2 — Liquidity

Historically, the Company's primary sources of liquidity have been funds from financing activities. The Company reported net losses of $53,329,187 and $6,978,576 for the years ended December 31, 2023 and 2022, and had negative cash flows from operations of $25,764,078 and $6,034,149 for the years ended December 31, 2023 and 2022, respectively. As of December 31, 2023, the Company had aggregate cash and cash equivalents of $16,446,030 and net working capital of $17,168,547. In conjunction with the consummation of the Business Combination, the Company received proceeds totaling $34,938,880 in July 2023, after giving effect to Colombier's stockholder redemptions and before payment of transaction expenses, which will be utilized to fund operations and the Company's growth plans.

On March 13, 2024, the Company entered into a note purchase agreement for a 9.75% private placement convertible note for $10,000,000 invested by a board member and his affiliates. Also on March 13, 2024, we completed an acquisition of Credova in exchange for the issuance of shares of our common stock Additionally, Credova generates positive cash flows from operations.

The Company believes that as a result of the Business Combination, convertible note proceeds, and acquisition of Credova, its existing cash and cash equivalents, will be sufficient to fund operations and capital needs for the next year from the date these consolidated financial statements were available to be issued.

The Company's future capital requirements will depend on many factors including the Company's revenue growth rate, the timing and extent of spending to support further sales and marketing and research and development efforts. In order to finance these opportunities, the Company may need to raise additional financing. While there can be no assurances, the Company may need to pursue issuances of additional equity raises and debt rounds of financing. If additional financing is required from outside sources, the Company may not be able to raise it on terms acceptable to the Company or at all. If the Company is unable to raise additional capital when desired, the Company's business, results of operations and financial condition would be materially and adversely affected.

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COLOMBIER ACQUISITION CORP. Note 3 — Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements have been prepared in accordance with U.S. GAAP, expressed in U.S. dollars. The accompanying consolidated financial statements reflect all adjustments including normal recurring adjustments, as well as elimination of intercompany accounts, which, in the opinion of management, are necessary to present fairly the financial position, results of operations, and cash flows for the periods presented in accordance with U.S. GAAP. References to U.S. GAAP issued by the Financial Accounting Standards Board's ("FASB") in these accompanying notes to the consolidated financial statements are to the FASB Accounting Standards Codification ("ASC").

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts and disclosures of assets and liabilities and the reported amounts of revenues and expenses during the reporting period. Estimates are adjusted to reflect actual experience when necessary. Such estimates include, but are not limited to, revenue recognition, allowance for credit losses, intangible assets, inventory valuation, estimates related to useful lives of capitalization software, estimation of contingencies, recoverability of deferred tax assets, the incremental borrowing rate applied to lease accounting, valuation of earn out liabilities and warrant liabilities, and estimation of income taxes. These estimates, judgments, and assumptions are reviewed periodically and the impact of any revisions are reflected in the consolidated financial statements in the period in which such revisions are made. Actual results could differ materially from those estimates, judgments, or assumptions, and such differences could be material to the Company's consolidated financial position and results of operations.

Earnings (Loss) Per Share

The Company computes basic loss per share ("EPS") by dividing loss available to common stockholders by the weighted average number of common shares outstanding for the reporting period. All securities that meet the definition of a participating security, irrespective of whether the securities are convertible, nonconvertible, or potential common stock securities, shall be included in the computation of basic EPS using the two-class method. However, when the different classes of units have identical rights and privileges except voting rights, whereby they share equally in dividends and residual net assets on a per unit basis, the classes can be combined and presented as one class for EPS purposes. As such, the Company has combined the Class A and Class C Common stock for purposes of the EPS calculation.

Diluted loss per share is calculated by dividing net loss by the weighted average number of common shares and dilutive common stock equivalents outstanding. During the periods when they are anti-dilutive, common stock equivalents, if any, are not considered in the computation. As of December 31, 2023, the Company's restricted stock units ("RSUs") and Warrants were not considered in the computation as they are anti-dilutive. As of December 31, 2023, there were no anti-dilutive shares or common stock equivalents outstanding.

Revenue Recognition

[1] Marketplace Revenues

eCommerce revenues

The Platform features a single cart shopping experience where consumers can purchase a variety of products from multiple vendors in one transaction. The Company is not the seller of record in these transactions. The commissions revenue earned from these arrangements are recognized on a net basis, which equates to the commission and processing fees earned in exchange for the seller marketplace services. The commission and processing fees are recognized net of estimated refunds when the corresponding transaction is confirmed by the buyer and seller. The Company does not take title to inventory sold or assume risk of loss at any point in time during the transaction and is authorized to collect consideration from the buyer and remit net consideration to the seller to facilitate the processing of the confirmed purchase transaction. The Company currently records processing fees from its merchant service providers as a component of Cost of sales – services on the consolidated statement of operations.

Advertising services

The Company enters into advertising subscription arrangements with its customers. Revenue is recognized over-time as the ads are displayed over the subscription period. The Company is providing a service and the service is being consumed by the customer simultaneously over the period of service. In general, the Company reports advertising revenue on a gross basis, since the Company controls the advertising inventory before it is transferred to our customers. Our control is evidenced by our sole ability to monetize the advertising inventory before it is transferred to customers.

The Company also sells push notifications and email blasts and recognizes revenue at a point in time when delivered. Push notifications and email blasts are considered delivered when an ad is displayed to users. When a customer enters into an advertising subscription arrangement that includes push notifications and/or email blasts, the Company allocates a portion of the total consideration to the push notification and email blast performance obligations based on the residual approach.

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[2] Brand Sales

Product sales

The Company generates revenue through the sale of diapers and wipes to consumers by way of the Company's Platform. The Company considers customer orders to be the contracts with the customer. There is a single performance obligation, which is the Company's promise to transfer its product to customers based on specific payment and shipping terms in the arrangement. The entire transaction price is allocated to this single performance obligation. Product revenue is recognized when a customer obtains control of the product, which occurs at shipment. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring products.

The Company evaluated principal versus agent considerations to determine whether it is appropriate to record third-party logistics provider fees paid as an expense. These fees are recorded as shipping and handling expenses within cost of goods sold and are not recorded as a reduction of revenue because the Company owns and controls all the goods before they are transferred to the customer. The Company can, at any time, direct the third-party logistics provider to return the Company's inventories to any location specified by the Company. It is the Company's responsibility to process any returns made by customers directly to logistic providers and the Company retains the back-end inventory risk. Further, the Company is subject to credit risk (i.e., credit card chargebacks), establishes prices of its products, fulfills the goods to the customer and can limit quantities or stop selling the goods at any time.

Product Returns

Consistent with industry practice, the Company generally offers customers a limited right of return for products purchased. The Company reviews its receivables quarterly and records a reserve, if necessary. As of December 31, 2023, the Company has approximately $15,000 recorded as an allowance for sales returns.

Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of 90 days or less at the time of purchase to be cash equivalents. The carrying values of cash and cash equivalents approximate their fair values due to the short-term nature of these instruments. The Company maintains cash accounts with financial institutions. At times, balances in these accounts may exceed federally insured limits. No losses have been incurred to date on any deposits.

Business Combinations

The Company evaluates whether acquired net assets should be accounted for as a business combination or an asset acquisition by first applying a screen test to determine whether substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If so, the transaction is accounted for as an asset acquisition. If not, the Company applies its judgement to determine whether the acquired net assets meets the definition of a business by considering if the set includes an acquired input, process, and the ability to create outputs.

The Company accounts for business combinations using the acquisition method when it has obtained control. The Company measures goodwill as the fair value of the consideration transferred including the fair value of any non-controlling interest recognized, less the net recognized amount of the identifiable assets acquired and liabilities assumed, all measured at their fair value as of the acquisition date. Transaction costs, other than those associated with the issuance of debt or equity securities, that the Company incurs in connection with a business combination are expensed as incurred.

Any contingent consideration ("Earnout liabilities") is measured at fair value at the acquisition date. For contingent consideration that does not meet all the criteria for equity classification, such contingent consideration is required to be recorded at its initial fair value at the acquisition date, and on each balance sheet date thereafter. Changes in the estimated fair value of liability-classified contingent consideration are recognized on the consolidated statements of operations in the period of change.

When the initial accounting for a business combination has not been finalized by the end of the reporting period in which the transaction occurs, the Company reports provisional amounts. Provisional amounts are adjusted during the measurement period, which does not exceed one year from the acquisition date. These adjustments, or recognition of additional assets or liabilities, reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

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Inventory

Inventory consists of finished goods and amounted to $1,439,182 at December 31, 2023. Inventories are stated at lower of cost or net realizable value. Cost is measured by using an adjusted standard cost method which approximates FIFO (first in, first out). The net realizable value of the Company's inventory is estimated based on current and forecasted demand, and market conditions. The allowance for excess and obsolete inventory requires management to make assumptions and to apply judgment regarding a number of factors, including estimates applying past and projected sales performance to current inventory levels. As of December 31, 2023, no reserve for inventory has been recorded.

Property and Equipment

Property and equipment is recorded at cost and depreciated using the straight-line basis over the estimated useful lives of the respective asset. Routine maintenance, repairs and replacement costs are expensed as incurred and improvements that extend the useful life of the assets are capitalized. When property and equipment is sold or otherwise disposed of, the cost and related accumulated depreciation are eliminated from the accounts and any resulting gain or loss is recognized in operations.

Assets	Estimated Useful Life
Furniture and fixtures	7 years

Intangible Assets

Intangible assets consist of purchased technology and brand name and are amortized on a straight-line basis over useful lives ranging from 1 to 15 years. The Company reviews the recoverability of its intangible assets by comparing the carrying value of such assets to the related undiscounted value of the projected cash flows associated with the assets, or asset group.

Capitalized Software

The Company capitalizes costs related to the development of its internal accounting software and certain projects for internal use in accordance with ASC 350 - *Intangibles – Goodwill and Other*. The Company capitalizes costs to develop its mobile application and website when preliminary development efforts are successfully completed, management has authorized and committed project funding, and it is probable that the project will be completed, and the software will be used as intended. Costs incurred during the preliminary planning and evaluation stage of the project and during the post implementation operational stage, including maintenance, are expensed as incurred. Costs incurred for enhancements that are expected to result in additional functionality are capitalized and expensed over the estimated useful life of the upgrades on a per project basis. Amortization is computed on an individual product basis over the estimated economic life of the product using the straight-line method. Software development costs expensed and not capitalized, which are included in research and development expense in the accompanying consolidated statements of operations, were approximately $1,078,000 and $170,000 for years ended December 31, 2023, and 2022, respectively.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including intangible, capitalized software and lease assets, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured first by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are impaired, an impairment loss would be recognized based on the excess of the carrying amount of the asset above the fair value of the asset. No impairment of the Company's long-lived assets was recorded for the years ended December 31, 2023 and 2022.

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Convertible Notes

The Company may enter into convertible notes, some of which contain, predominantly, fixed rate conversion features, whereby the outstanding principal and accrued interest may be converted by the holder, into common shares at a fixed discount to the market price of the common stock at the time of conversion. In this case, the convertible notes represent a financial instrument other than an outstanding share that embodies a conditional obligation that the issuer must or may settle by issuing a variable number of its equity shares. The Company records the convertible note liability at its fixed monetary amount by measuring and recording a premium, as applicable, on the convertible notes date with a charge to expense in accordance with ASC 480 - *Distinguishing Liabilities from Equity*.

Warrant Liabilities

The Company evaluates all of its financial instruments, including issued share purchase warrants, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to FASB Accounting Standards Codification Topic, ASC 815-40, *Derivatives and Hedging* ("ASC 815-40"). The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. The Company accounts for the Public Warrants (as defined in Note 11) and the Private Placement Warrants (collectively, with the Public Warrants, the "Warrants") in accordance with the guidance contained in ASC 815-40 under which the Warrants do not meet the criteria for equity treatment and must be recorded as liabilities. Accordingly, the Company classifies the Warrants as liabilities at their fair value and adjusts the Warrants to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the consolidated statements of operations. The Warrants for periods where no observable traded price was available are valued using a binomial lattice model. For the Public Warrants, quoted market price will be used as the fair value as of each relevant date.

Leases

The Company determines if an arrangement is a lease at inception. For leases where the Company is the lessee, right-of-use ("ROU") assets represent the Company's right to use the underlying asset for the term of the lease and the lease liabilities represent an obligation to make lease payments arising from the lease. The Company's lease agreement contains rent escalation provisions, which are considered in determining the ROU assets and lease liabilities. The Company begins recognizing rent expense when the lessor makes the underlying asset available for use by the Company. Lease liabilities are recognized at the lease commencement date based on the present value of the future lease payments over the lease term. Lease renewal periods are considered on a lease-by-lease basis in determining the lease term. The interest rate the Company uses to determine the present value of future lease payments is the Company's incremental borrowing rate because the rate implicit in the Company's leases is not readily determinable. The incremental borrowing rate is a hypothetical rate for collateralized borrowings in economic environments where the leased asset is located based on credit rating factors. The ROU asset is determined based on the lease liability initially established and adjusted for any prepaid lease payments and any lease incentives received. The lease term to calculate the ROU asset and related lease liability includes options to extend or terminate the lease when it is reasonably certain that the Company will exercise the option. Certain leases contain variable costs, such as common area maintenance, real estate taxes or other costs. Variable lease costs are expensed as incurred on the statements of operations.

Operating leases are included in the ROU assets and lease liabilities on the consolidated balance sheets. The Company has no finance leases.

Share-Based Compensation

The Company recognizes an expense for share-based compensation awards based on the estimated fair value of the award on the date of grant. For certain awards, the Company has determined that the service inception date precedes the grant date as (a) the awards were authorized prior to establishing an accounting grant date, (b) the recipients began providing services prior to the grant date, and (c) there are performance conditions that, if not met by the accounting grant date, will result in the forfeiture of the awards. As the service inception date precedes the accounting grant date, the Company recognizes share-based compensation expense over the requisite service period based on the fair value at each reporting date.

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As of December 31, 2023 there were 2,354,989 RSUs outstanding. At December 31, 2022, there were no board approved grants of share-based compensation awards.

Income Taxes

The Company accounts for income taxes using the liability method of accounting for income taxes.

Deferred tax assets are determined based on the difference between the financial statement basis and tax basis as well as net operating loss or other tax credit carryforwards, if any, and are measured using the enacted tax rates that will be in effect when the differences are expected to reverse. A valuation allowance is established to reduce deferred tax assets if it is more likely than not that the related tax benefits will not be realized. If the Company's assessment of the realizability of a deferred tax asset changes, an increase to a valuation allowance will result in a reduction of net earnings at that time, while the reduction of a valuation allowance will result in an increase of net earnings at that time.

The Company follows ASC Topic 740-10-65-1 in accounting for uncertainty in income taxes by prescribing rules for recognition, measurement, and classification in the financial statements of tax positions taken or expected to be in a tax return. This prescribes a two-step process for the financial statement measurement and recognition of a tax position. The first step involves the determination of whether it is more likely than not (greater than 50 percent likelihood) that a tax position will be sustained upon examination, based on the technical merits of the position. The second step requires that any tax position that meets the more likely than not recognition threshold be measured and recognized in the consolidated financial statements at the largest amount of benefit that is a greater than 50 percent likelihood of being realized upon ultimate settlement. This topic also provides guidance on the accounting for related interest and penalties, financial statement classification and disclosure. The Company's policy is that any interest or penalties related to uncertain tax positions are recognized in income tax expense when incurred. The Company has no uncertain tax positions or related interest or penalties requiring accrual at December 31, 2023 and 2022.

Research and Development

The Company expenses research and development costs as incurred, except for certain internal-use software development costs, which may be capitalized as noted above. Research and development expenses consist primarily of software development costs, including employee compensation and external contractors, associated with the ongoing development of the Company's technology.

Fair Value of Financial Instruments

Fair value is the price that would be received to sell an asset, or the amount paid to transfer a liability in an orderly transaction between market participants at the measurement date. There is a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The Company classifies fair value balances based on the observability of those inputs. The three levels of the fair value hierarchy are as follows:

Level 1 — Inputs based on unadjusted quoted market prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 — Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets or liabilities in active markets or quoted prices for identical or similar instruments in markets that are not active or for which all significant inputs are observable or can be corroborated by observable market data.

Level 3 — Inputs reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. The inputs are both unobservable for the asset and liability in the market and significant to the overall fair value measurement.

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In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement. The Company establishes the fair value of its assets and liabilities using the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a fair value hierarchy based on the inputs used to measure fair value. The recorded amounts of certain financial instruments, including money markets classified as cash equivalents, accounts receivable, accounts payable, accrued expenses, debt at fixed interest rates, and other liabilities approximate fair value due to their relatively short maturities.

The Company's policy is to record transfers between levels, if any, as of the beginning of the fiscal year. For the years ended December 31, 2023 and 2022 no transfers between levels have been recognized.

Advertising

The Company expenses advertising costs as incurred. Advertising expenses were approximately $3,109,000 and $741,000 for the years ended December 31, 2023 and 2022, respectively, which are included in sales and marketing expenses in the accompanying consolidated statements of operations.

Segment Reporting

Operating segments are defined as components of an entity for which separate discrete financial information is available that is evaluated regularly by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources and in assessing performance. The Company has determined that the Company has two reportable segments comprised of Marketplace and Brands.

Concentration of Risks

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash and cash equivalents, and accounts receivable. Cash balances may exceed the Federal Deposit Insurance Corporation ("FDIC") insurance limit of $250,000. As of December 31, 2023 the Company held approximately $15 million in cash and cash equivalents above the FDIC limit. The Company has not experienced any losses in such accounts.

For the years ended and as of December 31, 2023 and 2022, no customer accounted for 10% or more of the Company's revenue or accounts receivable.

Recent Accounting Pronouncements

Recently Adopted Accounting Standards

In June 2016, the FASB issued Accounting Standards Update ("ASU") No. 2016-13, "Measurement of Credit Losses on Financial Instruments (Topic 326)". This standard requires a new method for recognizing credit losses that is referred to as the current expected credit loss ("CECL") method. The CECL method requires the recognition of all losses expected over the life of a financial instrument upon origination or purchase of the instrument unless the Company elects to recognize such instruments at fair value with changes in profit and loss (the fair value option). This standard is effective for the Company for fiscal years beginning after December 15, 2022. The adoption of this standard did not have a material impact on the consolidated financial statements.

Recently Issued Accounting Pronouncements Not Yet Adopted

In October 2021, the FASB issued ASU No. 2021-08, "Accounting for Contract Assets and Contract Liabilities from Contracts with Customers (Topic 805)". This ASU requires an acquirer in a business combination to recognize and measure contract assets and contract liabilities (deferred revenue) from acquired contracts using 12 the revenue recognition guidance in Topic 606. At the acquisition date, the acquirer applies the revenue model as if it had originated the acquired contracts. For the Company, the new guidance is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Adoption of this standard should be applied prospectively. This guidance became effective for the Company beginning January 1, 2024. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial statements and related disclosures.

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In June 2022, the FASB issued ASU No. 2022-03, “Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions,” which clarifies that contractual sale restrictions are not considered in measuring fair value of equity securities and requires additional disclosures for equity securities subject to contractual sale restrictions. The standard is effective for public companies for fiscal years beginning after December 15, 2023. This guidance became effective for the Company beginning January 1, 2024. The adoption of this standard is not expected to have a material impact on the Company’s consolidated financial statements and related disclosures.

In November 2023, the FASB issued ASU No. 2023-07, “Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures,” which will add required disclosures of significant expenses for each reportable segment, as well as certain other disclosures to help investors understand how the CODM evaluates segment expenses and operating results. The new standard will also allow disclosure of multiple measures of segment profitability, if those measures are used to allocate resources and assess performance. The amendments will be effective for public companies for fiscal years beginning after December 15, 2023. This guidance became effective for the Company beginning January 1, 2024. The adoption of this standard is not expected to have a material impact on the Company’s consolidated financial statements and related disclosures.

In December 2023, the FASB issued ASU No. 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures,” which requires disaggregated information about a reporting entity’s effective tax rate reconciliation as well as information on income taxes paid. The standard is intended to benefit investors by providing more detailed income tax disclosures that would be useful in making capital allocation decisions. The standard will be effective for public companies for fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact of this accounting standard update on its consolidated financial statements.

Note 4 — Recapitalization

As discussed in Note 1, “Organization and Business Operations”, the Business Combination was consummated on July 19, 2023, which, for accounting purposes, was treated as the equivalent of PSQ issuing stock for the net assets of Colombier, accompanied by a recapitalization. Under this method of accounting, Colombier was treated as the acquired company for financial accounting and reporting purposes under GAAP.

Transaction Proceeds

Upon closing of the Business Combination, the Company received gross proceeds of $34.9 million from the Business Combination, offset by total transaction costs of $16.8 million. The following table reconciles the elements of the Business Combination to the consolidated statements of cash flows and the consolidated statement of changes in stockholders’ equity for the year ended December 31, 2023:

Cash-trust and cash, net of redemptions	$ 34,938,880
Less: transaction costs and advisory fees, paid	(16,834,686)
Net proceeds from the Business Combination	18,104,194
Less: public and private placement warrant liabilities	(8,816,500)
Less: earnout liabilities	(2,400,000)
Add: amounts paid in advance	2,570,919
Add: Transaction costs in accounts payable and accrued expenses	2,967,393
Reverse recapitalization, net	**$ 12,426,006**

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The number of shares of Common Stock issued immediately following the consummation of the Business Combination were:

Colombier Class A common stock, outstanding prior to the Business Combination	17,250,000
Less: Redemption of Colombier Class A common stock	(13,827,349)
Class A common stock of Colombier	3,422,651
Colombier Class B common stock, outstanding prior to the Business Combination	4,312,500
Business Combination shares	**7,735,151**
PSQ Shares	21,522,825
Common Stock immediately after the Business Combination	**29,257,976**

The number of PSQ shares was determined as follows:

	PSQ Shares	PSQ Shares after conversion ratio
Class A Common Stock	940,044	18,309,147
Class C Common Stock	165,000	3,213,678
Total	**1,105,044**	**21,522,825**

Public and private placement warrants

The Public Warrants issued in the IPO and 5,700,000 warrants issued in connection with private placement at the time of Colombier's initial public offering (the "Private Placement Warrants") remained outstanding and became warrants for the Company (see Note 11).

Redemption

Prior to the closing of the Business Combination, certain Colombier public shareholders exercised their right to redeem certain of their outstanding shares for cash, resulting in the redemption of 13,827,349 shares of Colombier Class A common stock for an aggregate payment of $141,151,432.

Transactions costs

For the year ended December 31, 2023, transaction costs incurred within the consolidated statements of operations were as follows:

	Year ended December 31, 2023
Accounting fees	$ 756,257
Legal fees	5,049,149
Travel and other expenses	331,971
One-time share-based payment to influencers and advisors	708,400
Total	**$ 6,845,777**

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Note 5 — Asset Acquisition

EveryLife Inc.

On February 23, 2023, the Company acquired the assets of EveryLife by way of a stock for stock exchange. Pursuant to that agreement, the Company acquired a brand name in exchange for 1,071,229 shares of the Company's common stock. Through the stock for stock exchange agreement, the Company acquired EveryLife's marketing related intangibles which consist of a brand name.

This acquisition was accounted for as an asset purchase. The cost of a group of assets acquired in an asset acquisition shall be allocated to the individual assets acquired or liabilities assumed based on their relative fair values and shall not give rise to goodwill.

The following table presents the acquisition date fair value of the asset acquired:

Assets acquired:	
Balance – January 1, 2023	$ -
Issuance of common stock at fair value	1,334,858
Legal costs capitalized	42,611
Balance – December 31, 2023	$ 1,377,469

Note 6 — Intangible Assets, Net

The following table summarizes intangible assets, net:

	Useful Life	December 31, 2023	December 31, 2022
Capitalized software development costs	1-5 years	$ 5,011,519	$ 2,177,053
Purchased technology	1-15 years	247,489	28,500
Brand name	10 years	1,377,461	-
Total intangible assets		6,636,469	2,205,553
Less: Accumulated amortization		(3,079,440)	(937,880)
Total intangible assets, net		$ 3,557,029	$ 1,267,673

Amortization expense was $2,430,058 and $838,988 for the years ended December 31, 2023 and 2022, respectively.

As of December 31, 2023, estimated future amortization expense is expected as follows:

2024	$ 788,163
2025	784,548
2026	547,969
2027	378,734
2028	343,254
Thereafter	714,361
	$ 3,557,029

Note 7 — Leases

Since inception, the Company has entered into four leases for office suites in California and Florida; two were short-term and two leases are long-term and expire in 2024 and 2025. Termination of any lease is prohibited unless there is a violation under the lease agreement. The California lease has escalating payments from $15,538 per month to $16,719 per month, while the Florida lease has payments of $16,457 per month for the term of the lease. In determining the length of the lease term, the Company determined there was no embedded extension option. At lease commencement date, the Company estimated the lease liability and the right-of-use assets at present value using the Company's estimated incremental borrowing rate.

Rent expense under the operating leases included in the results of operations, inclusive of common area maintenance charges and real estate taxes, was $345,319 and $120,042 for the years ended December 31, 2023 and 2022, respectively.

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The following amounts were recorded in the Company's consolidated balance sheets relating to its operating lease and other supplemental information:

	December 31,	
	2023	2022
ROU assets	$ 324,238	$ 293,520
Lease liabilities:		
Current lease liabilities	$ 310,911	$ 169,275
Non-current lease liabilities	16,457	129,762
Total lease liabilities	$ 327,368	$ 299,037
Other supplemental information:		
Weighted average remaining lease term	1 year	2 years
Weighted average discount rate	10.50%	10.50%

The following table presents the lease payments relating to the Company's operating leases:

Fiscal Year	December 31, 2023
2024	$ 322,519
2025	16,457
Total lease payments	338,976
Less: imputed interest	(11,608)
Present value of operating lease liabilities	$ 327,368

Note 8 — Property and Equipment

The following table summarizes property and equipment:

	December 31,	
	2023	2022
Furniture and fixtures	$ 142,994	$ 29,930
Total Cost	142,994	29,930
Less: Accumulated depreciation	(15,855)	(3,207)
Property and Equipment, net	$ 127,139	$ 26,723

Depreciation expense was $12,648 and $3,207 for the years ended December 31, 2023 and 2022, respectively.

Note 9 — Accrued Expenses

The following table summarizes accrued expenses:

	December 31,	
	2023	2022
Accrued payroll	$ 516,754	$ 20,856
Accrued acquisition costs	440,164	—
Accrued professional services	172,700	—
Accrued taxes and licenses	124,250	—
Accrued legal	113,483	20,638
Accrued board fees	89,750	—
Accrued marketing	82,115	—
Accrued other	102,337	—
Total accrued expenses	**$ 1,641,553**	**$ 41,494**

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Note 10 — Convertible Promissory Notes

During the year ended December 31, 2023, the Company issued convertible promissory notes (the "Notes") in the total amount of $22,500,000 that accrue interest at the rate of 5% per annum until converted or paid in full upon maturity being December 31, 2024.

As described in Note 1, on July 19, 2023, the Company consummated the Business Combination and became a publicly-traded company at which time the balance under each Note converted automatically into shares of PSQ Common Stock at a conversion price per share based upon an implied $100 million fully diluted pre-money valuation, excluding the Notes.

The Notes are required to be recorded at their initial fair value on the date of issuance under ASC 480-10-25-14, and each consolidated balance sheet date thereafter. Changes in the estimated fair value of the Notes are recognized as non-cash gains or losses in the consolidated statements of operations.

The change in the fair value of the Notes measured with Level 3 inputs for the year ended December 31, 2023 is summarized as follows:

	Convertible Notes
Fair value as of January 1, 2023	$ -
Principal balance of convertible notes issued	22,500,000
Change in valuation inputs or other assumptions	14,571,109
Conversion of convertible notes	(37,071,109)
Fair value as of December 31, 2023	**$ -**

Note 11 — Warrant Liabilities

As part of Colombier's initial public offering ("IPO"), Colombier issued warrants to third-party investors where each whole warrant entitles the holder to purchase one share of the Company's common stock at an exercise price of $11.50 per share (the "Public Warrants"). Simultaneously with the closing of the IPO, Colombier completed the private sale of warrants where each warrant allows the holder to purchase one share of the Company's common stock at $11.50 per share. At December 31, 2023, there are 5,750,000 Public Warrants and 5,700,000 Private Placement warrants outstanding.

These warrants expire on the fifth anniversary of the Business Combination or earlier upon redemption or liquidation and are exercisable commencing 30 days after the Business Combination, provided that the Company has an effective registration statement under the Securities Act covering the shares of common stock issuable upon exercise of the warrants and a current prospectus relating to them is available (or the Company permits holders to exercise their warrants on a cashless basis under the circumstances specified in the warrant agreement) and registered, qualified or exempt from registration under the securities, or blue sky, laws of the state of residence of the holder.

Once the warrants become exercisable, the Company may redeem the outstanding warrants:

- in whole and not in part;
- at a price of $0.01 per warrant;
- upon not less than 30 days' prior written notice of redemption given after the warrants become exercisable to each warrant holder; and
- if, and only if, the reported last sale price of the Class A common stock equals or exceeds $18.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within a 30-trading day period commencing once the warrants become exercisable and ending three business days before the Company sends the notice of redemption to the warrant holders.

The Public Warrants and Private Placement Warrants are recognized as derivative liabilities in accordance with ASC 815. Accordingly, the Company recognized the warrant instruments as liabilities at fair value as of the Closing Date, with an offsetting entry to additional paid-in capital and adjusts the carrying value of the instruments to fair value through other income (expense) on the consolidated statement of operations at each reporting period until they are exercised. As of December 31, 2023, the Public Warrants and Private Placement Warrants are presented within warrant liabilities on the consolidated balance sheets.

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Note 12 — Related Parties

On August 25, 2023, the Company and its former Chief Operating Officer ("COO") entered into a separation and release of claims agreement (the "Separation Agreement") providing for the COO's departure from his position to pursue other business opportunities. The effective date of the COO's departure was August 25, 2023 (the "Separation Date"). Pursuant to the Separation Agreement, the COO is entitled to receive continued payment of his 2023 annual base salary for a period of 12 months, subject to his compliance with the Separation Agreement, including a release of claims in favor of the Company, certain restrictive covenants described below and the forfeiture to the Company by the COO of 1,704,223 shares of the Company's Class A common stock. In addition, the Separation Agreement provides that the COO will not be granted further equity of the Company, including restricted stock units or earnout compensation; however, the COO remains eligible to receive certain earnout compensation as a former shareholder of PublicSq Inc. Subject to eligibility, the Separation Agreement provides for continued payment by the Company of the Company's share of COBRA premiums for the COO's health benefit coverage for a period of up to 12 months following the Separation Date. The Separation Agreement also provides for, among other things, non-disclosure and non-solicitation obligations applicable to the COO and mutual non-disparagement obligations.

In June 2023, the Company signed a consulting agreement with a board member to provide advisory services to EveryLife. In exchange the board member receives $10,000 per month plus expenses and 40,000 RSUs to vest at the completion of the consulting agreement, subject to board approval. Effective November 2023, the agreement was changed to vest 120,000 RSUs versus 40,000 RSUs, subject to board approval which occurred in January 2024, as well as increasing the monthly flat fee from $10,000 to $30,000. As of December 31, 2023, the Company has incurred and paid $188,801 relating to this agreement.

In August 2023, the Company signed a one-year strategic consulting agreement with a consulting company that is controlled by a board member. The consulting company was engaged by the Company to provide strategic advice and assistance to the Company in connection with capital markets strategy, acquisition strategy, investor relations strategy, and other strategic matters for a fixed fee of $80,000 per month plus expenses. As of December 31, 2023, the Company has incurred and paid $360,000 relating to this agreement.

In December 2023, the Company signed another agreement with the same strategic consulting company that is controlled by a board member. The consulting company was engaged by the Company to provide merger and acquisitions advice in connection with its potential acquisition. The term of the agreement was the earlier of twelve months or the consummation of the acquisition. The fees for these services is $150,000 payable promptly at the closing of an acquisition and Class A stock in the Company of 4% of the gross enterprise value or total consideration paid with respect to an acquisition. As of December 31, 2023, the Company had not incurred or paid anything relating to this agreement.

Note 13 — Share-Based Compensation

On July 25, 2023, the Board of Directors of the Company approved the PSQ Holdings, Inc. 2023 Stock Incentive Plan as well as the 2023 Employee Stock Purchase Plan, whereby it may grant to certain employees, consultants and advisors an award, such as (a) incentive stock options, (b) non-qualified stock options, (c) restricted stock and (d) RSUs, of the Company.

2023 Stock incentive plan

Awards may be made under the Plan for up to such number of shares of Class A common stock, $0.0001 par value per share, of the Company (the "***Class A Common Stock***") as is equal to the sum of:

(A) a number of shares of Class A Common Stock equal to fifteen percent (15%) of the outstanding shares of all classes of Company common stock, $0.0001 par value per share ("*Company Common Stock*"), determined immediately following the closing of the Merger Agreement.

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(B) an annual increase to be added on the first day of each fiscal year, commencing on January 1, 2024 and continuing for each fiscal year until, and including, January 1, 2033, equal to the lesser of (i) 5% of the outstanding shares of all classes of Company Common Stock on such date and (ii) the number of shares of Class A Common Stock determined by the Board.

2023 Employee Stock Purchase plan

The purpose of this plan is to provide eligible employees opportunities to purchase shares of the Company's Class A common stock. For this purpose, the Board approved 600,000 shares of Class A Common stock, plus an annual increase to be added on the first day of each fiscal year, commencing on January 1, 2024 and continuing for each fiscal year until, and including, January 1, 2033, equal to the least of (i) 425,000 shares of Class A Common Stock, (ii) 1% of the outstanding shares of all classes of Company common stock, $0.0001 par value per share, on such date and (iii) a number of shares of Class A Common Stock determined by the Board.

Restricted Stock Units

During the year ended December 31, 2023, the Company issued RSU's under the 2023 Stock Incentive Plan to employees, advisors, and board of directors. Each RSU entitles the recipient to one share of our common stock upon vesting. The Company measures the fair value of RSUs using the stock price on the date of grant.

Share-based compensation expense for RSUs is recorded ratably over their vesting period.

A summary of the activity with respect to, and status of, RSUs during the year ended December 31, 2023 is presented below:

	Number of RSUs		Weighted Average Grant Date Value
Unvested as of January 1, 2023	-		
Granted	2,462,989	$	8.88
Forfeited	(108,000)	$	10.12
Vested	(699,447)	$	6.98
Unvested as of December 31, 2023	1,655,542	$	9.61

During the year ended December 31, 2023, the Company recorded $5,030,638 of share-based compensation expense, related to RSUs. As of December 31, 2023, unrecognized compensation cost related to the grant of RSUs was approximately $21,406,000. Unvested outstanding RSUs as of December 31, 2023 had a weighted average remaining vesting period of 2.32 years.

Share based compensation relating to earnout

As mentioned in Note 1, certain executive officers, employees and service providers of PSQ will be entitled to receive up to 3,000,000 shares of Class A Common Stock (the "Earnout Shares") in the event certain trading price-based metrics are satisfied during the five (5)-year period commencing on the date of the Closing and ending on the fifth anniversary thereof (the "Earnout Period"), or, if earlier, upon the occurrence of a change of control transaction (as defined in the Merger Agreement) during the Earnout Period with an implied per share price that exceeds the relevant trading price-based metrics. Specifically, Earnout Shares will be earned if one or more of the three (3) triggering events described below occurs:

- in the event that, and upon the date during the Earnout Period on which, the volume-weighted average trading price of Class A Common Stock quoted on the New York Stock Exchange ("NYSE") (or such other exchange on which the shares of Class A Common Stock are then listed) for any twenty (20) trading days within any thirty (30) consecutive trading day period (the "Earnout Trading Price") is greater than or equal to $12.50, the Participating Equity Holders will be entitled to receive an aggregate of 1,000,000 Earnout Shares;

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- in the event that, and upon the date during the Earnout Period on which, the Earnout Trading Price is greater than or equal to $15.00, the Participating Equity Holders will be entitled to receive an aggregate of 1,000,000 additional Earnout Shares; and
- in the event that, and upon the date during the Earnout Period on which, the Earnout Trading Price is greater than or equal to $17.50, the Participating Equity Holders will be entitled to receive an aggregate of 1,000,000 additional Earnout Shares.

In accordance with ASC 718, these are awards granted with a market condition. The effect of this market condition was reflected in the grant-date fair value of an award. The fair value of the earnout shares was estimated using a Monte Carlo simulation utilizing assumptions related to the contractual term of the instruments, estimated volatility of the price of the Common Stock and current interest rates. Below are the key assumptions used in valuing the earnout shares:

	As of 7/19/2023
PSQH Stock Price	$ 9.08
Volatility	40.0%
Risk free rate of return	4.6%
Expected term (in years)	4.8 years

During the year ended December 31, 2023, the Company recorded $1,675,781 of share-based compensation expense, related to the earnout shares. As of December 31, 2023, unrecognized compensation cost related to the earnout shares was approximately $15,874,000.

During the year ended December 31, 2023, the Company recorded the following share-based compensation expense, related to RSUs and earnout shares:

	For the year ended December 31, 2023
Cost of sales	$ 20,106
General and administrative expenses	2,762,361
Transaction incurred in connection with the Business Combination	708,400
Research and development	579,263
Sales and marketing	2,636,289
	$ 6,706,419

Note 14 — Stockholders' Equity

Preferred Stock

The Company is authorized to issue 50,000,000 shares of $0.0001 par value preferred stock. At December 31, 2023 and December 31, 2022, there were no shares of preferred stock issued or outstanding.

Common Stock

Class A Common Stock

The Company is authorized to issue 500,000,000 shares of $0.0001 par value Class A Common Stock. As of December 31, 2023 and 2022, the Company had 24,410,075 and 11,806,007 shares of Class A common stock issued, and outstanding, respectively.

Each share of Class A Common Stock has one vote and has similar rights and obligations.

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Class C Common Stock

The Company is authorized to issue 40,000,000 shares of $0.0001 par value Class C Common Stock. As of December 31, 2023 and 2022, the Company had 3,213,678 shares of Class C common stock issued, and outstanding.

Each share of the Company's Class C Common Stock entitles its holder, initially the CEO, to a number of votes per share (rounded up to the nearest whole number) equal to (a) the aggregate number of outstanding shares of Class A Common Stock entitled to vote on the applicable matter as of the applicable record date plus 100, divided by (b) the aggregate number of outstanding shares of Class C Common Stock (the "Per Share Class C Voting Power").

Note 15 — Fair Value Measurements

We account for certain assets and liabilities at fair value and classify these assets and liabilities within the fair value hierarchy (Level 1, Level 2, or Level 3).

Assets and liabilities subject to fair value measurements are as follows:

	As of December 31, 2023			
	Level 1	**Level 2**	**Level 3**	**Total**
Assets				
Cash and cash equivalents - Money market	$ 10,301,371	$ -	$ -	$ 10,301,371
Liabilities				
Warrant liabilities – Public Warrants	$ 4,715,000	$ -	$ -	$ 4,715,000
Warrant liabilities – Private placement warrants (1)	-	-	5,415,000	5,415,000
Earnout liabilities (2)	-	-	660,000	660,000
Total liabilities	**$ 4,715,000**	**$ -**	$ 6,075,000	$ 10,790,000

(1) Private Placement Warrants were estimated using a Black-Scholes option pricing model utilizing assumptions related to the contractual term of the instruments, estimated volatility of the price of the Common Stock and current interest rates.

(2) The fair value of the earnout liabilities was estimated using Monte Carlo simulation utilizing assumptions related to the contractual term of the instruments, estimated volatility of the price of the Common Stock and current interest rates.

The following table presents the changes in fair value of the private placements warrants:

	For the year ended December 31, 2023
Liability at beginning of the period	$ —
Assumed in the Business Combination	4,408,250
Change in fair value	1,006,750
Balance as of December 31, 2023	$ 5,415,000

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The following table presents the changes in fair value of the earnout liabilities:

	For the year ended December 31, 2023
Liability at beginning of the period	$ —
Assumed in the Business Combination	2,400,000
Change in fair value	(1,740,000)
Balance as of December 31, 2023	$ 660,000

Note 16 — Segments

The Company routinely evaluates whether its operating and reportable segments continue to reflect the way the CODM evaluates the business. The determination is based on: (1) how the Company's CODM evaluates the performance of the business, including resource allocation decisions, and (2) whether discrete financial information for each operating segment is available. The Company considers the chief executive officer to be its CODM.

As of December 31, 2023, the Company's operating and reportable segments include:

- **Marketplace:** PSQ has created a marketplace platform to access consumers that are drawn to patriotic values. The Company generates revenue from advertising and eCommerce transactions.
- **Brands:** The first wholly-owned brand is EveryLife, Inc., which generates revenue from online sales of diapers and wipes.

The CODM measures and evaluates the Company's performance based on Segment gross revenue, Segment gross profit margin and Segment operating income.

Segment performance, as defined by the Company, is not necessarily comparable to other similarly titled captions of other companies.

The following tables set forth the Company's revenues, net and adjusted EBITDA for the years ended December 31, 2023 and 2022:

	For the years ended December 31,	
	2023	2022
Revenues, net:		
Marketplace		
Advertising and eCommerce sales	$ 2,987,406	$ 475,175
Brands		
Product sales	3,185,931	-
Returns and discounts	(487,350)	-
Total Brand revenues, net	2,698,581	-
Total revenues, net	$ 5,685,987	$ 475,175

	2023			2022	
	Marketplace	Brands	Total	Marketplace	Total
Revenues, net	$ 2,987,406	$ 2,698,581	$ 5,685,987	$ 475,175	$ 475,175
Segment cost of sales – services	$ 1,829,066	$ —	$ 1,829,066	$ 716,102	$ 716,102
Segment cost of goods sold	$ —	$ 1,969,147	$ 1,969,147	$ —	$ —
Segment Gross Profit	$ 1,158,340	$ 729,434	$ 1,887,774	$ (240,927)	$ (240,927)
Segment Gross Profit Margin	39%	27%	33%	(51)%	(51)%
Adjusted EBITDA	$ (21,602,494)	$ (1,906,208)	$ (23,508,702)	$ (6,254,330)	$ (6,254,330)
Depreciation and amortization	$ 2,324,039	$ 118,667	$ 2,442,706	$ 842,185	$ 842,185

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	For the years ended December 31,	
	2023	2022
Adjusted EBITDA	$ (23,508,702)	$ (6,254,330)
Transaction costs incurred in connection with the Business Combination	(6,845,777)	-
Transaction costs incurred in connection with potential acquisitions	(550,792)	-
Share-based compensation (exclusive of what is included in transaction costs above)	(5,998,019)	-
Depreciation and amortization	(2,442,706)	(842,195)
Other income, net	340,807	118,158
Change in fair value of warrant liabilities	(1,313,500)	-
Change in fair value of earnout liabilities	1,740,000	-
Change in fair value of convertible notes	(14,571,109)	-
Income tax expense	(1,945)	(800)
Interest expense, net	(177,444)	591
Net loss	$ (53,329,187)	$ (6,978,576)

No asset information has been disclosed as the CODM does not regularly review asset information by reportable segment.

Note 17 — Commitments and Contingencies

Advertising Commitment

In October 2023, the Company entered into a one-year advertising agreement with a media group for the purpose of promoting the Company and its services on a national platform. In connection with this agreement, the Company committed to pay $1,000,000 in six equal installments. As of December 31, 2023, the Company has recorded and paid $166,667 of this commitment.

Other Legal Matters

From time to time in the ordinary course of business, the Company may be subject to various claims, charges, and litigation. At December 31, 2023 and 2022, the Company did not have any pending claims, charges or litigation that were expected to have a material adverse impact on its financial position, results of operations or cash flows.

Note 18 — Income Taxes

The following represents the components of the Company's deferred tax assets and liabilities at December 31, 2023 and 2022 the balances were approximately as follows:

	December 31,	
	2023	2022
Sec 174 Cost – Domestic and Foreign	$ 1,320,000	$ 1,045,000
Net operating Loss – Federal and State	5,686,000	1,292,000
Share-based compensation	1,345,000	—
Depreciation and amortization	656,000	248,000
Credit - State	65,000	71,000
Other, net	(10,000)	2,000
Total deferred tax asset	9,062,000	2,658,000
Less: Valuation Allowance	(9,062,000)	(2,658,000)
Net deferred tax asset	$ —	$ —

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As of December 31, 2023 and 2022, the Company had federal net operating loss carryforwards of approximately $26.1 million and $3.1 million, respectively, which may be available to reduce future taxable income, and may be carried forward indefinitely. At December 31, 2023 and 2022, the Company had approximately $14.3 million and $8.4 million of combined state NOLs respectively, which some expire between 2041 and 2042 and others indefinitely. Section 382 of the Internal Revenue Code ("Section 382"), imposes limitations on a corporation's ability to utilize its NOL, if it experiences an "ownership change." The Company has not completed a Section 382 study at this time; however, should a study be completed certain NOLs may be subject to such limitations. Any future annual limitation may result in the expiration of NOLs before utilization. In addition, the Company had California research and development tax credit carryforwards of $82 thousand available to reduce future tax liabilities. These unused research tax credit can be carried forward indefinitely until utilized, respectively.

In accordance with FASB ASC Topic 740, Accounting for Income Taxes, the Company has evaluated the positive and negative evidence bearing upon the realizability of its deferred tax assets, which are comprised principally of net operating loss carryforwards. The Company has determined that it is more likely than not that the Company will not recognize the benefits of federal and state deferred tax assets and, as a result, a full valuation allowance of $9.1 million and $2.7 million has been established at December 31, 2023 and 2022, respectively. The valuation allowance increased by $6.4 million during the year ended December 31, 2023.

A reconciliation of income tax (expense) benefit at the statutory federal income tax rate and income taxes as reflected in the financial statements are as follows:

	For the years ended December 31,	
	2023	**2022**
Federal tax expense	21.0%	21.0%
State tax expense, net of federal benefit	0.9%	6.7%
Permanent differences	(8.3)%	(1.0)%
Impact from rate change	(1.2)%	—%
Change in valuation allowance	(11.7)%	(28.1)%
Other difference	(0.7)%	1.4%
	0.0%	0.0%

The Company had no unrecognized tax benefits or related interest and penalties accrued for the years ended December 31, 2023 and 2022.

The Company is subject to U.S. federal income tax and California state income tax. The statute of limitations for assessment by the IRS and state tax authorities is open for the tax years since its inception; currently, no federal or state income tax returns are under examination by the respective taxing authorities.

The Company paid California minimum taxes of $1,945 and $800 for the years ended December 31, 2023 and 2022, respectively.

Note 19 — Subsequent Events

In February 2024, the Company entered into an amendment to the consulting agreement with a board member to provide advisory services to EveryLife. The agreement changed to vest 60,000 RSUs instead of 120,000 RSUs, as well as decreasing the monthly flat fee from $30,000 to $15,000.

In August 2023, the Company signed a one-year strategic consulting agreement with a consulting company that is controlled by a board member. The consulting company was engaged by the Company to provide strategic advice and assistance to the Company in connection with capital markets strategy, acquisition strategy, investor relations strategy, and other strategic matters for a fixed fee of $80,000 per month plus expenses. Effective January 1, 2024, the fixed fee will decrease from $80,000 to $60,000 monthly.

On March 13, 2024, the Company entered into a note purchase agreement for a 9.75% convertible note agreement for $10,000,000 invested by a board member and his affiliates. Terms for the note were priced based on notes exchanged as part of the Credova transaction. The funds are currently held in escrow and the investment is subject to stockholder approval of the issuance of the underlying shares as part of the Company's annual shareholder meeting.

Credova Merger Agreement

On March 13, 2024, the Company entered into an agreement and plan of merger (the "Credova Merger Agreement") with Cello Merger Sub, Inc., a Delaware corporation and our wholly-owned subsidiary ("Merger Sub" and, together with PSQ, the "Buyer Parties"), Credova Holdings, Inc., a Delaware corporation ("Credova"), and Samuel L. Paul, in the capacity as the Seller Representative in accordance with the terms of the Credova Merger Agreement ("Credova Merger").

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Credova assists consumers, lenders, and retailers in offering point-of-sale financing products. Credova has developed and maintains an internet-based proprietary retail finance platform and related application programming interfaces (“APIs”) through which Credova, certain FDIC and NCUA insured financial institutions, and other financial institutions authorized by Credova (each a “Financing Partner”), and merchants can dynamically offer certain financing products (collectively, the “Services”).

Pursuant to the Credova Merger Agreement, on March 13, 2024, the transactions which are the subject of the Credova Merger Agreement were consummated (the “Closing”) and Merger Sub merged with and into Credova (the “Merger”), with Credova surviving as a wholly-owned subsidiary of PSQ. In connection with the Merger, each share of Credova was converted into the right to receive newly-issued shares of our Class A common stock (“Class A Common Stock”), delivered to the Credova stockholders at the Closing (“Credova Stockholders”).

As consideration for the Merger, Credova stockholders received 2,920,993 newly-issued shares of Class A Common Stock (the “Consideration Shares”). A number of Consideration Shares equal to ten percent (10%) of the Consideration Shares (the “Escrow Shares”) was placed in an escrow account for indemnity claims made under the Credova Merger Agreement. Assuming they are not subject to indemnity claims, the Escrow Shares remaining in escrow upon the 12-month anniversary of the Closing will be released and distributed pro rata to the former stockholders of Credova.

Prior to the execution of the Credova Merger Agreement, Credova, PSQ and certain holders of outstanding subordinated notes (“Subdebt Notes”) issued by Credova (the “Participating Noteholders”) entered into a Note Exchange Agreement (the “Note Exchange Agreement”) pursuant to which, immediately prior to the Closing, the Participating Noteholders delivered their subdebt notes of Credova for cancellation,, in exchange for newly-issued replacement notes issued by PSQ, convertible into shares of Class A Common Stock (the “Replacement Notes”). The Replacement Notes have 9.75% simple interest per annum and ten-year maturity dates.

Pursuant to the terms of the Replacement Notes, at any time after the Closing, Participating Noteholders may elect to convert their Replacement Notes into a number of shares of Class A Common Stock equal to the quotient obtained by dividing (x) the outstanding principal amount of the Replacement Note to be converted plus accrued and unpaid interest by (y) 4.63641, subject to adjustment for stock splits and other similar transactions (the “Conversion Price”). At any time, the Company may call the Replacement Notes for a cash amount equal to accrued interest plus (i) between the Closing and the first anniversary of the Closing, 120% of the then outstanding principal amount, (ii) between the first anniversary and the second anniversary of the Closing, 105% of the then outstanding principal amount and (iii) after the second anniversary of the Closing, the then outstanding principal amount of the Replacement Note. Further, the Replacement Notes permit the Company, in its discretion, to require conversion of the Replacement Notes into shares of Class A Common Stock if the daily volume-weighted average trading price of the Company Class A Common Stock exceeds 140% of the Conversion Price on each of at least ten consecutive trading days during the twenty trading day period prior to notice of such required conversion.

The Credova Merger meets the criteria to be accounted for as a business combination and will be accounted for using the acquisition method of accounting, with the Company being treated as the accounting acquirer. Under the acquisition method of accounting, the assets and liabilities of Credova and its subsidiaries will be recorded at their respective fair values as of the date of completion of the Credova Merger and added to the Company’s and the difference between the fair value of the consideration paid for the acquired entity and fair value of the net assets acquired will be recorded as goodwill. We have not yet completed the purchase accounting for the Credova Merger, including determining the preliminary fair value of the assets acquired and liabilities assumed. The preliminary purchase price allocation is expected to be completed in the first quarter of fiscal year 2024 and is subject to change for up to one year subsequent to the closing date of the Credova Merger. Determining the fair value of the assets and liabilities of Credova requires judgment and certain assumptions to be made.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors of and Stockholders
Colombier Acquisition Corp. PSQ Holdings. Inc. (dba PublicSquare)

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Colombier Acquisition Corp. PSQ Holdings, Inc. and subsidiaries (dba PublicSquare) (the "Company" "Company") as of December 31, 2022 December 31, 2023 and 2021, 2022, and the related consolidated statements of income, operations, changes in stockholders' deficit equity, and cash flows for each of the year years in the two-year period ended December 31, 2022 and for the period from February 12, 2021 (inception) through December 31, 2021 December 31, 2023, and the related notes (collectively referred to as the "financial statements" "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 December 31, 2023 and 2021, 2022, and the results of its operations and its cash flows for each of the year years in the two-year period ended December 31, 2022 and for the period from February 12, 2021 (inception) through December 31, 2021 December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

Explanatory Paragraph – Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company's business plan is dependent on the completion of a business combination and the Company's cash and working capital as of December 31, 2022 are not sufficient to complete its planned activities. The Company is subject to a mandatory liquidation and subsequent dissolution requirement if it does not complete a business combination by June 11, 2023. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Marcum LLP
Marcum UHY LLP

We have served as the Company's auditor since 2021. 2023.

Hartford, CT
March 24, 2023 Melville, New York

PCAOB Firm ID #688 March 14, 2024

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COLOMBIER ACQUISITION CORP. PSQ HOLDINGS, INC. (dba PublicSquare)
BALANCE SHEETS Consolidated Balance Sheets

	December 31,	
	2023	**2022**
Assets		
Current assets		
Cash and cash equivalents	$ 16,446,030	$ 2,330,405
Accounts receivable, net	204,879	-
Inventory	1,439,182	-
Prepaid expenses and other current assets	3,084,576	289,379
Total current assets	21,174,667	2,619,784
Property and equipment, net	127,139	26,723
Intangible assets, net	3,557,029	1,267,673
Operating lease right-of-use assets	324,238	293,520
Deposits	63,546	7,963
Total assets	$ 25,246,619	$ 4,215,663
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable	$ 1,828,508	$ 424,065
Accrued expenses	1,641,553	41,494
Deferred revenue	225,148	49,654
Operating lease liabilities, current portion	310,911	169,275
Total current liabilities	4,006,120	684,488
Earn-out liabilities	660,000	-
Warrant liabilities	10,130,000	-
Operating lease liabilities	16,457	129,762
Total liabilities	14,812,577	814,250
Commitments and contingencies (Note 17)		
Stockholders' equity		
Preferred stock, $0.0001 par value; 50,000,000 authorized shares; no shares issued and outstanding as of December 31, 2023 and December 31, 2022	-	-
Class A Common stock, $0.0001 par value; 500,000,000 authorized shares; 24,410,075 shares and 11,806,007 shares issued and outstanding as of December 31, 2023 and December 31, 2022, respectively	2,441	1,181
Class C Common stock, $0.0001 par value; 40,000,000 authorized shares; 3,213,678 shares issued and outstanding as of December 31, 2023 and December 31, 2022	321	321
Additional paid in capital	72,644,419	12,383,475
Subscription receivable	-	(99,612)
Accumulated deficit	(62,213,139)	(8,883,952)
Total stockholders' equity	10,434,042	3,401,413
Total liabilities and stockholders' equity	$ 25,246,619	$ 4,215,663

The accompanying notes are an integral part of these consolidated financial statements.

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PSQ HOLDINGS, INC. (dba PublicSquare)
Consolidated Statements of Operations

	December 31,	
	2022	**2021**
ASSETS		
Current assets		
Cash	$ 195,339	$ 841,226
Prepaid expenses	179,386	424,695
Total current assets	374,725	1,265,921
Non-current prepaid expenses	—	175,216
Marketable securities held in Trust Account	174,948,027	172,506,512
Total Assets	**$ 175,322,752**	**$ 173,947,649**
LIABILITIES, TEMPORARY EQUITY AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accrued expenses	$ 585,750	$ 478,611
Income taxes payable	524,777	—
Total current liabilities	1,110,527	478,611
Warrant liabilities	1,030,500	6,083,516
Deferred underwriting fee payable	6,037,500	6,037,500
Total liabilities	**8,178,527**	**12,599,627**
Commitments (Note 6)		
Class A common stock subject to possible redemption, $0.0001 par value; 17,250,000 shares at redemption value of $10.03 and $10.00 per share as of December 31, 2022 and 2021, respectively	173,034,002	172,500,000
Stockholders' Deficit		
Preferred stock, $0.0001 par value; 1,000,000 shares authorized, none issued and outstanding as of December31, 2022 and 2021	—	—
Class A common stock; $0.0001 par value; 80,000,000 shares authorized (excluding 17,250,000 shares subject to possible redemption) as of December31, 2022 and 2021	—	—
Class B common stock, $0.0001 par value; 20,000,000 shares authorized; 4,312,500 shares issued and outstanding as of December31, 2022 and2021	431	431
Accumulated deficit	(5,890,208)	(11,152,409)
Total Stockholders' Deficit	**(5,889,777)**	**(11,151,978)**
TOTAL LIABILITIES, TEMPORARY EQUITY AND STOCKHOLDERS' DEFICIT	**$ 175,322,752**	**$ 173,947,649**

	Year ended December 31,	
	2023	**2022**
Net services sales - Marketplace	$ 2,987,406	$ 475,175
Net product sales - Brands	2,698,581	-
Total net revenues	5,685,987	475,175
Costs and expenses:		
Cost of sales - services (exclusive of depreciation and amortization expense shown below)	1,829,066	716,102
Cost of goods sold (exclusive of depreciation and amortization expense shown below)	1,969,147	-
General and administrative	15,222,451	2,016,638
Sales and marketing	12,096,211	2,550,418
Transaction costs incurred in connection with the Business Combination (Note 4)	6,845,777	-
Research and development	4,626,625	1,446,347

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Depreciation and amortization	2,442,706	842,195
Total operating expenses	45,031,983	7,571,700
Operating loss	(39,345,996)	(7,096,525)
Other income (expense):		
Other income, net	340,807	118,158
Change in fair value of convertible promissory notes	(14,571,109)	-
Change in fair value of earn-out liabilities	1,740,000	-
Change in fair value of warrant liabilities	(1,313,500)	-
Interest (expense) income	(177,444)	591
Loss before income taxes	(53,327,242)	(6,977,776)
Income tax expense	1,945	800
Net loss	$ (53,329,187)	$ (6,978,576)
Net loss per common share, basic and diluted	$ (2.43)	$ (0.61)
Weighted average shares outstanding, basic and diluted	21,964,451	11,496,653

The accompanying notes are an integral part of these consolidated financial statements.

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COLOMBIER ACQUISITION CORP.
STATEMENTS OF INCOME

	For the Year Ended December 31, 2022	For the Period from February 12, 2021 (Inception) Through December 31, 2021
Formation and operating costs	$ 1,173,551	$ 852,175
Loss from operations	**(1,173,551)**	**(852,175)**
Other income (expenses):		
Interest earned on marketable securities held in Trust Account	2,441,515	6,512
Change in fair value of warrant liabilities	5,053,016	4,907,984
Offering costs allocated to warrants	—	(329,619)
Total other income, net	**7,494,531**	**4,584,877**
Income before provision for income taxes	6,320,980	3,732,702
Provision for income taxes	(524,777)	—
Net income	**$ 5,796,203**	**$ 3,732,702**
Basic and diluted weighted average shares outstanding, Class A common stock	17,250,000	10,836,207
Basic and diluted net income per share, Class A Common stock	**$ 0.27**	**$ 0.25**
Basic and diluted weighted average shares outstanding, Class B common stock	4,312,500	4,072,688
Basic and diluted net income per share, Class B Common stock	**$ 0.27**	**$ 0.25**

PSQ HOLDINGS, INC. (dba PublicSquare)
Consolidated Statements of Changes in Stockholders' Equity

	Preferred Stock		Class A Common Stock		Class C Common Stock		Additional Paid-In Capital	Subscription Receivable	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance at December 31, 2021	**-**	**$ -**	**485,731**	**$ 486**	**-**	**$ -**	**$ 2,799,994**	**$ (34,600)**	**$ (1,905,376)**	**$ 860,504**
Retroactive application of Business Combination (Note 1)	-	-	5,761,113	139	3,213,678	321	(460)	-	-	-
Balance at December 31, 2021, as adjusted	**-**	**-**	**6,246,844**	**625**	**3,213,678**	**321**	**2,799,534**	**(34,600)**	**(1,905,376)**	**860,504**
Issuance of common stock for cash	-	-	5,559,163	556	-	-	9,583,941	-	-	9,584,497

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Repayment of subscription payable	-	-	-	-	-	-	-	(65,012)	-	(65,012)
Net loss	-	-	-	-	-	-	-	-	(6,978,576)	(6,978,576)
Balance at December 31, 2022	**-**	**-**	**11,806,007**	**1,181**	**3,213,678**	**321**	**12,383,475**	**(99,612)**	**(8,883,952)**	**3,401,413**
Issuance of common stock for cash	-	-	1,447,523	145	-	-	2,499,979	-	-	2,500,124
Receipt of subscription receivable	-	-	-	-	-	-	-	100,012	-	100,012
Issuance of common stock for asset acquisition	-	-	1,071,229	107	-	-	1,334,751	-	-	1,334,858
Repayment of subscription payable	-	-	-	-	-	-	-	(400)	-	(400)
Conversion of notes to common stock	-	-	3,984,388	397	-	-	37,293,626	-	-	37,294,023
Issuance of common stock upon Business Combination	-	-	7,735,151	774	-	-	12,426,006	-	-	12,426,780
Forfeiture of shares	-	-	(1,704,223)	(170)	-	-	170	-	-	-
Issuance of shares for fully vested restricted stock units	-	-	70,000	7	-	-	(7)	-	-	-
Share-based compensation	-	-	-	-	-	-	6,706,419	-	-	6,706,419
Net loss	-	-	-	-	-	-	-	-	(53,329,187)	(53,329,187)
Balance at December 31, 2023	**-**	**$ -**	**24,410,075**	**$ 2,441**	**3,213,678**	**$ 321**	**$ 72,644,419**	**$ -**	**$ (62,213,139)**	**$ 10,434,042**

The accompanying notes are an integral part of these consolidated financial statements.

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PSQ HOLDINGS, INC. (dba PublicSquare)
Consolidated Statements of Cash Flows

	For the years ended December 31,	
	2023	2022
Cash Flows from Operating Activities		
Net loss	$ (53,329,187)	$ (6,978,576)
Adjustment to reconcile net loss to cash used in operating activities		
Depreciation and amortization	2,442,706	842,195
Share-based compensation	6,706,419	-
Realized gain on short term investment	(173,644)	-
Change in fair value of convertible notes	14,571,109	-
Change in fair value of warrant liabilities	1,313,500	-
Change in fair value of earn-out liabilities	(1,740,000)	-
Amortization of right-of-use assets	216,138	52,836
Interest expense	58,706	-
Changes in operating assets and liabilities:		
Accounts receivable	(204,879)	-
Inventory	(1,439,182)	-
Prepaid expenses and other current assets	(224,278)	(257,226)
Deposits	(55,583)	(5,463)
Accounts payable	2,711,585	280,730
Accrued expenses	3,425,542	29,020
Deferred revenue	175,494	49,654
Operating lease liabilities	(218,524)	(47,319)
Net cash used in operating activities	(25,764,078)	(6,034,149)
Cash flows from Investing Activities		
Software development costs	(3,150,925)	(1,509,404)
Purchases of short-term investments	(10,049,870)	-
Proceeds from the sale of short-term investments	10,223,514	-
Purchase of intangible assets and trademarks	(233,881)	(15,000)
Purchases of property and equipment	(113,065)	(29,930)
Net cash used in investing activities	(3,324,227)	(1,554,334)
Cash flows from Financing Activities		
Proceeds from convertible note payable	22,500,000	-
Net proceeds from reverse recapitalization	18,104,194	-
Repayment of subscription payable	(400)	-
Issuances of common stock	2,600,136	9,519,485
Net cash provided by financing activities	43,203,930	9,519,485
Net increase in cash and cash equivalents	14,115,625	1,931,002
Cash and cash equivalents, beginning of period	2,330,405	399,403
Cash and cash equivalents, end of the period	$ 16,446,030	$ 2,330,405
Supplemental Cash Flow Information		
Recording of right of use asset and lease liability	$ 246,856	$ 346,356
Subscription receivable	$ -	$ 100,012
Promissory notes, inclusive of accrued interest converted to equity	$ 37,294,022	$ -
Initial recognition of Earn-out liability	$ 2,400,000	$ -
Acquisition of warrant liability	$ 8,816,500	$ -
Prepaid expenses assumed in connection with business combination	$ 2,570,919	$ -
Liabilities paid through the trust	$ 1,778,672	$ -
Liabilities assumed in connection with business combination	$ 92,929	$ -
Stock for stock transfer	$ 1,334,858	$ -

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Cash paid for interest	$ -	$ -

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COLOMBIER ACQUISITION CORP. PSQ HOLDINGS, INC. (dba PublicSquare)
STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR NOTES TO THE YEAR ENDED DECEMBER 31, 2022 AND FOR THE PERIOD FROM FEBRUARY 12, 2021 (INCEPTION) THROUGH DECEMBER 31, 2021

	Class B Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount			
Balance - February 12, 2021 (Inception)	**—**	**$ —**	**$ —**	**$ —**	**$ —**
Issuance of Class B common stock	4,312,500	431	24,569	—	25,000
Change in value of common stock subject to redemption	—	—	(24,569)	(14,885,111)	(14,909,680)
Net income	—	—	—	3,732,702	3,732,702
Balance – December 31, 2021	**4,312,500**	**431**	**—**	**(11,152,409)**	**$ (11,151,978)**
Change in value of common stock subject to redemption	—	—	—	(534,002)	(534,002)
Net income	—	—	—	5,796,203	5,796,203
Balance – December 31, 2022	**4,312,500**	**$ 431**	**$ —**	**$ (5,890,208)**	**$ (5,889,777)**

*The accompanying notes are an integral part of these financial statements.*CONSOLIDATED FINANCIAL STATEMENTS

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COLOMBIER ACQUISITION CORP.
STATEMENTS OF CASH FLOWS

	For the Year Ended December 31, 2022	For the Period From February 12, 2021 (Inception) Through December 31, 2021
Cash Flows from Operating Activities:		
Net income	$ 5,796,203	$ 3,732,702
Adjustments to reconcile net income to net cash used in operating activities:		
Interest earned on marketable securities held in Trust Account	(2,441,515)	(6,512)
Change in fair value of warrant liabilities	(5,053,016)	(4,907,984)
Offering costs allocated to warrants	—	329,619
Changes in operating assets and liabilities:		
Prepaid expenses	420,525	(599,911)
Income taxes payable	524,777	—
Accrued expenses	107,139	478,611
Net cash used in operating activities	**(645,887)**	**(973,475)**
Cash Flows from Investing Activities:		
Investment of cash in Trust Account	—	(172,500,000)
Net cash used in investing activities	**—**	**(172,500,000)**
Cash Flows from Financing Activities:		
Proceeds from issuance of Class B common stock to Sponsor	—	25,000
Proceeds from sale of Units, net of underwriting discounts paid	—	169,050,000
Proceeds from sale of Private Placements Warrants	—	5,700,000
Proceeds from promissory note – related party	—	46,975
Repayment of promissory note - related party	—	(46,975)
Payment of offering costs	—	(460,299)
Net cash provided by financing activities	**—**	174,314,701
Net Change in Cash	**(645,887)**	**841,226**
Cash – Beginning of period	841,226	—
Cash – End of period	**$ 195,339**	**$ 841,226**
Non-Cash investing and financing activities:		
Initial value of common stock subject to possible redemption	$ —	$ 172,500,000
Initial measurement of public warrants and private placement warrants		$ 9,842,500
Re-measurement of Common Stock subject to redemption	$ 534,002	$ 14,909,680
Deferred underwriting fee payable	$ —	$ 6,037,500

The accompanying notes are an integral part of these financial statements

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NOTE 1. DESCRIPTION OF ORGANIZATION, BUSINESS OPERATIONS AND LIQUIDITY Note 1 — Organization and Business Operations

Colombier Acquisition Corp. PSQ Holdings, Inc. dba PublicSquare (the "Company", "PublicSquare", "PSQ") is a Delaware corporation headquartered in Florida. PublicSquare and its subsidiaries (collectively, the "Company") is a blank check company incorporated in Delaware on February 12, 2021. values-focused organization that provides other values-focused (patriotic, American made, etc.) small businesses with a platform to access consumers that are drawn to patriotic values. The Company was formed for the purpose of effectuating a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or other similar business combination with one or more businesses (the "Business Combination"). generates revenue from eCommerce, advertising and product sales.

The Company is not limited to a particular industry or sector for purposes of consummating a Business Combination. The Company is an early stage and emerging growth company and, as such, PSQ platform (the "Platform") can be accessed through two primary means:

- *Mobile application* — Our mobile app is available for both iOS and Android-based devices.
- *Web* — Users can access our full platform at PublicSquare.com.

In February 2023, the Company is subject acquired the assets of EveryLife, Inc. ("EveryLife") by way of a stock for stock exchange. Pursuant to all that agreement, the Company acquired a brand name in exchange for 1,071,229 shares of the risks associated with early stage and emerging growth companies.

As of December 31, 2022 Company's common stock. On July 13, 2023, the Company had not yet commenced any operations. All activity for launched the period February 12, 2021 (inception) through December 31, 2022 relates to the Company's formation, initial public offering (the "Initial Public Offering"), which is described below brand and subsequent to the Initial Public Offering, identifying a target company for a Business Combination. The Company will not generate any operating revenues until after the completion began generating revenue from sales of a Business Combination, at the earliest. The Company generates non-operating income in the form of interest income diapers and wipes from the proceeds derived from the Initial Public Offering. The Company has elected December 31 as its fiscal year end. this operation.

The registration statement for the Company's Initial Public Offering was declared effective on June 8, 2021. Merger Agreement

On June 11, 2021 July 19, 2023 (the "Closing"), the Company consummated the Initial Public Offering of 15,000,000 units (the "Units" and, with respect Business Combination (as defined below), pursuant to the shares of Class A common stock included in the Units being offered, the "Public Shares"), generating gross proceeds of $150,000,000, which is described in Note 3.

Simultaneously with the closing terms of the Initial Public Offering, the Company consummated the sale Merger Agreement dated February 27, 2023 with Colombier Acquisition Corp., a Delaware corporation ("Colombier"), Colombier-Liberty Acquisition, Inc., a Delaware corporation and a wholly-owned subsidiary of 5,250,000 warrants (the "Private Placement Warrants" Colombier ("Merger Sub") at a price of $1.00 per Private Placement Warrant in a private placement to the sponsor, , and Colombier Sponsor, LLC (the "Sponsor"), generating gross proceeds of $5,250,000, which is described a Delaware limited liability company, in Note 4.

At its capacity as Purchaser Representative (the "Purchaser Representative"), and PSQ Holdings, Inc., a Delaware corporation ("PSQ") (collectively the closing of the Initial Public Offering on June 11, 2021, due to a clerical error, the Trust Account (as defined below) was overfunded by $1,240,000. The overfunded amount was transferred to the Company's operating account on June 14, 2021.

Following the closing of the Initial Public Offering on June 11, 2021, an amount of $150,000,000 ($10.00 per Unit) from the net proceeds of the sale of the Units in the Initial Public Offering and the sale of the Private Placement Warrants was placed in a trust account (the "Trust Account") which will be invested in U.S. government securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act of 1940, as amended (the "Investment Company Act"), with a maturity of 180 days or less or in any open-ended investment company that holds itself out as a money market fund meeting the conditions of Rule 2a-7 of the Investment Company Act, as determined by the Company, until the earlier of: (i) the completion of a Business Combination or (ii) the distribution of the funds in the Trust Account to the Company's stockholders, as described below, except that interest earned on the Trust Account can be released to the Company to fund working capital requirements, subject to an annual limit of $1,000,000, and to pay its tax obligations ("Permitted Withdrawals" "Combined Company").

On July 1, 2021, At Closing, pursuant to the underwriters fully exercised their over-allotment option, resulting in terms of the issuance Merger Agreement and after giving effect to the redemptions of an additional 2,250,000 Units for an aggregate amount Class A Common Stock, par value $0.0001 per share, of $22,500,000. In connection with the underwriters' full exercise Colombier (the "Colombier Class A Common Stock") by public stockholders of their over-allotment option, the Company also consummated the sale of an additional 450,000 Private Placement Warrants at $1.00 per Private Placement Warrant, generating total proceeds of $450,000. A total of $22,500,000 was deposited into the Trust Account, bringing the aggregate proceeds held in the Trust Account to $172,500,000. Colombier:

- all options, convertible notes, warrants and other rights to subscribe for or purchase any capital stock of PSQ or securities convertible into or exchangeable for, or that otherwise conferred on the holder any right to acquire, any capital stock of PSQ which remained outstanding and had not been exercised or did not convert automatically into shares of PSQ Common Stock (as defined below) prior to the Closing were cancelled without consideration;
- each share of PSQ Common Stock, par value $0.001 per share ("PSQ Common Stock"), including shares of PSQ Common Stock issued upon conversion of outstanding convertible notes of PSQ that automatically converted into shares of PSQ Common Stock immediately prior to the completion of the Merger, in each case other than shares of PSQ Common Stock held by the CEO, was automatically converted into the right to receive 19.476836 shares of Class A Common Stock, par value $0.0001 per share, of the Company ("Class A Common Stock"); and
- each share of PSQ Common Stock held by the CEO was automatically converted into the right to receive 19.476836 shares of Class C Common Stock, par value $0.0001 per share, of the Company ("Class C Common Stock" and, together with Class A Common Stock, "Company Common Stock").

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Transaction costs amounted to $9,947,799, consisting of $3,450,000 of underwriting fees, $6,037,500 of deferred underwriting fees and $460,299 of other offering costs. See “Note 11. Subsequent Events” for more information.

The Company’s management has broad discretion with respect to the specific application of the net proceeds of the Initial Public Offering and the sale of the Private Placement Warrants, although substantially all of the net proceeds are intended to be applied generally toward completing a Business Combination. The Company must complete one or more initial Business Combinations with one or more operating businesses or assets with a fair market value equal to at least 80% of the net assets held in the Trust Account (less any deferred underwriting commissions and taxes payable on interest earned on the Trust Account) at the time of the signing a definitive agreement to enter a Business Combination. The Company will only complete a Business Combination if the post-Business Combination company owns or acquires 50% or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act. There is no assurance that the Company will be able to successfully complete a Business Combination.

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The Company will provide its stockholders with Additionally, the opportunity to redeem all or a portion holders of their Public Shares upon the completion of a Business Combination either (i) in connection with a stockholder meeting called to approve the Business Combination or (ii) by means of a tender offer. The decision as to whether the Company will seek stockholder approval of a Business Combination or conduct a tender offer will be made by the Company, solely in its discretion. The public stockholders will be PSQ Common Stock are entitled to redeem their Public receive up to 3,000,000 shares of Class A Common Stock (the "Earnout Shares") under certain conditions. See Note 13 for a pro rata portion of the amount then in the Trust Account (initially $10.00 per Public Share, plus any pro rata interest earned on the funds held in the Trust Account and not previously released to the Company to pay its tax obligations). There will be no redemption rights upon the completion of a Business Combination with respect to the Company's warrants. further information.

The Company will proceed with a Business Combination only if On the Company has net tangible assets of at least $5,000,001 either prior to or upon such consummation of a Business Combination and, if the Company seeks stockholder approval, a majority of the shares voted are voted in favor of the Business Combination. If a stockholder vote is not required by law and the Company does not decide to hold a stockholder vote for business or other reasons, the Company will, pursuant to its Amended and Restated Certificate of Incorporation (the "Amended and Restated Certificate of Incorporation"), conduct the redemptions pursuant to the tender offer rules of the U.S. Securities and Exchange Commission ("SEC") and file tender offer documents with the SEC prior to completing a Business Combination. If, however, stockholder approval of the transaction is required by law, or the Company decides to obtain stockholder approval for business or other reasons, the Company will offer to redeem shares in conjunction with a proxy solicitation pursuant to the proxy rules and not pursuant to the tender offer rules. If the Company seeks stockholder approval in connection with a Business Combination, the Sponsor has agreed to vote its Founder Shares (as defined in Note 5) and any Public Shares purchased during or after the Initial Public Offering in favor of approving a Business Combination. Additionally, each public stockholder may elect to redeem their Public Shares, without voting and if they do vote, irrespective of whether they vote for or against the proposed Business Combination.

Notwithstanding the above, if the Company seeks stockholder approval of a Business Combination and it does not conduct redemptions pursuant to the tender offer rules, the Amended and Restated Certificate of Incorporation provides that a public stockholder, together with any affiliate of such stockholder or any other person with whom such stockholder is acting in concert or as a "group" (as defined under Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), will be restricted from redeeming its shares with respect to more than an aggregate of 15% or more of the Public Shares, without the prior consent of the Company.

The Sponsor has agreed (a) to waive its redemption rights with respect to its Founder Shares and Public Shares held by it Closing Date, in connection with the completion consummation of a the Business Combination, (b) Colombier changed its name from Colombier Acquisition Corp. to waive its liquidation rights PSQ Holdings, Inc.

The Merger and the other transactions described in the Merger Agreement collectively herein are described as the "Business Combination".

PSQ has been determined to be the accounting acquirer based on evaluation of the following facts and circumstances:

- PSQ's existing stockholders have the ability to control decisions regarding election and removal of directors and officers of the Combined Company;
- PSQ is the larger entity in terms of substantive operations and employee base;
- PSQ will comprise the ongoing operations of the Combined Company; and
- PSQ's existing senior management will be the senior management of the Combined Company.

Accordingly, the Business Combination was accounted for as a reverse recapitalization in accordance with respect accounting principles generally accepted in the United States of America ("U.S. GAAP"). Under this method of accounting, although Colombier acquired all of the outstanding equity interests of PSQ in the Business Combination, Colombier was treated as the "acquired" company and PSQ was treated as the accounting acquirer for financial statement reporting purposes. Accordingly, the Business Combination was treated as the equivalent of PSQ issuing stock for the net assets of Colombier, accompanied by a recapitalization. The net assets of Colombier were stated at historical cost, with no goodwill or other intangible assets recorded. Operations prior to the Founder Shares if Business Combination will be those of PSQ.

Note 2 — Liquidity

Historically, the Company's primary sources of liquidity have been funds from financing activities. The Company reported net losses of $53,329,187 and $6,978,576 for the years ended December 31, 2023 and 2022, and had negative cash flows from operations of $25,764,078 and $6,034,149 for the years ended December 31, 2023 and 2022, respectively. As of December 31, 2023, the Company fails to complete a had aggregate cash and cash equivalents of $16,446,030 and net working capital of $17,168,547. In conjunction with the consummation of the Business Combination, within 24 months (or 27 months, under certain circumstances) the Company received proceeds totaling $34,938,880 in July 2023, after giving effect to Colombier's stockholder redemptions and before payment of transaction expenses, which will be utilized to fund operations and the Company's growth plans.

On March 13, 2024, the Company entered into a note purchase agreement for a 9.75% private placement convertible note for $10,000,000 invested by a board member and his affiliates. Also on March 13, 2024, we completed an acquisition of Credova in exchange for the issuance of shares of our common stock Additionally, Credova generates positive cash flows from operations.

The Company believes that as a result of the Business Combination, convertible note proceeds, and acquisition of Credova, its existing cash and cash equivalents, will be sufficient to fund operations and capital needs for the next year from the closing date these consolidated financial statements were available to be issued.

The Company's future capital requirements will depend on many factors including the Company's revenue growth rate, the timing and extent of spending to support further sales and marketing and research and development efforts. In order to finance these opportunities, the Initial Public Offering Company may need to raise additional financing. While there can be no assurances, the Company may need to pursue issuances of additional equity raises and (c) debt rounds of financing. If additional financing is required from outside sources, the Company may not be able to propose an amendment raise it on

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terms acceptable to the Amended and Restated Certificate of Incorporation (i) to modify the substance Company or timing of the Company's obligation to allow redemption in connection with the Company's initial Business Combination or to redeem 100% of its Public Shares if the Company does not complete a Business Combination or (ii) with respect to any other provision relating to stockholders' rights or pre-initial business combination activity, unless the Company provides the public stockholders with the opportunity to redeem their Public Shares in conjunction with any such amendment.

The Company will have until June 11, 2023 (or September 11, 2023 if it has executed a letter of intent, agreement in principle or definitive agreement for an initial business combination prior to June 11, 2023) to complete a Business Combination (the "Combination Period"). at all. If the Company is unable to complete a Business Combination within the Combination Period, the Company will (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter, redeem the Public Shares, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account including interest earned on the funds held in the Trust Account and not previously released to the Company to pay its tax obligations (less up to $100,000 of interest to pay dissolution expenses) or to fund any Permitted Withdrawals (subject to an annual limit of $1,000,000), divided by the number of then outstanding Public Shares, which redemption will completely extinguish public stockholders' rights as stockholders (including the right to receive further liquidating distributions, if any), and (iii) as promptly as reasonably possible following such redemption, subject to the approval of raise additional capital when desired, the Company's remaining stockholders and the Company's board of directors, dissolve and liquidate, subject in each case to the Company's obligations under Delaware law to provide for claims of creditors and the requirements of other applicable law. There will be no redemption rights or liquidating distributions with respect to the Company's warrants, which will expire worthless if the Company fails to complete a Business Combination within the Combination Period.

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The Sponsor has agreed to waive its liquidation rights with respect to the Founder Shares if the Company fails to complete a Business Combination within the Combination Period. However, if the Sponsor acquires Public Shares in or after the Initial Public Offering, such Public Shares will be entitled to liquidating distributions from the Trust Account if the Company fails to complete a Business Combination within the Combination Period. The underwriters have agreed to waive their rights to their deferred underwriting commission (see Note 6) held in the Trust Account in the event the Company does not complete a Business Combination within in the Combination Period and, in such event, such amounts will be included with the other funds held in the Trust Account that will be available to fund the redemption of the Public Shares. In the event of such distribution, it is possible that the per share value of the assets remaining available for distribution will be less than the per share value deposited into the Trust Account ($10.00).

In order to protect the amounts held in the Trust Account, the Sponsor has agreed to be liable to the Company if and to the extent any claims by a third party for services rendered or products sold to the Company, or a prospective target business, with which the Company has discussed entering into a transaction agreement, reduce the amount of funds in the Trust Account to below (1) $10.00 per Public Share or (2) the actual amount per Public Share held in the Trust Account as of the date of the liquidation of the Trust Account, if less than $10.00 per Public Share due to reductions in the value of the trust assets, less Permitted Withdrawals, provided that such liability will not apply to any claims by a third party or prospective target business who executed a waiver of any and all rights to monies held in the Trust Account nor will it apply to any claims under the Company's indemnity of the underwriters of the Initial Public Offering against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the "Securities Act"). Moreover, in the event that an executed waiver is deemed to be unenforceable against a third party, the Sponsor will not be responsible to the extent of any liability for such third-party claims. The Company will seek to reduce the possibility that the Sponsor will have to indemnify the Trust Account due to claims of creditors by endeavoring to have all vendors, service providers (except the Company's independent registered public accounting firm), prospective target businesses or other entities with which the Company does business, execute agreements with the Company waiving any right, title, interest or claim of any kind in or to monies held in the Trust Account.

Liquidity, Capital Resources, and Going Concern

At December 31, 2022, the Company had cash of $195,339 and working capital of $178,223 (after adding back $212,212 in franchise tax payable as that liability, which is included in "accrued expenses" in the accompanying balance sheet, and may be settled using earnings from the Trust Account; $177,036 of franchises taxes paid out of an operating cash account not yet reimbursed from the Trust Account; and $524,777 in accrued income tax payable, which may be settled using earnings from the Trust Account).

The Company's liquidity needs up to December 31, 2022 were satisfied through the proceeds of $25,000 from the sale of the Founder Shares, a loan of $46,975 under an unsecured and non-interest bearing promissory note from a related party, and from the net proceeds from the consummation of the Initial Public Offering and the sale of the Private Placement Warrants held outside of the Trust Account. See "Note 5. Related Party Transactions" for more information regarding the sale of the Founder Shares and the promissory note.

Additionally, to fund working capital, the Company has permitted certain withdrawals from the Trust Account up to an annual limit of $1,000,000. The Company may withdraw additional funds to pay income tax and franchise tax obligations. These Permitted Withdrawals are limited to only the interest that has been earned in excess of the initial deposit made upon the consummation of the Initial Public Offering. In the fiscal year ended December 31, 2022, the Company withdrew $0 of the 2022 available annual limit.

The Company does not believe it will need to raise additional funds in order to meet the expenditures required for operating its business. However, if the Company's actual costs of identifying a target business, undertaking in-depth due diligence and negotiating a Business Combination are more than its estimated amounts, the Company may have insufficient funds available to operate its business prior to a Business Combination. Moreover, the Company may need to obtain additional financing either to complete a Business Combination or because it became obligated to redeem a significant number of its Public Shares upon consummation of its Business Combination, in which case it may issue additional securities or incur debt in connection with such Business Combination. In connection with the Company's assessment of going concern considerations in accordance with Financial Accounting Standard Board's Accounting Standards Update ("ASU") 2014-15, "Disclosures of Uncertainties about an Entity's Ability to Continue as a Going Concern," the Company has until June 11, 2023 (or September 11, 2023 if it has executed a letter of intent, agreement in principle or definitive agreement for an initial business combination prior to June 11, 2023) to consummate a Business Combination. It is uncertain that the Company will be able to consummate a Business Combination by this time. If a Business Combination is not consummated by this date, there will be a mandatory liquidation and subsequent dissolution of the Company. Management has determined that the liquidity condition and mandatory liquidation, should a Business Combination not occur, and potential subsequent dissolution raises substantial doubt about the Company's ability to continue as a going concern. No adjustments have been made to the carrying amounts of assets or liabilities should the Company be required to liquidate after June 11, 2023 (or September 11, 2023 if it has executed a letter of intent, agreement in principle or definitive agreement for an initial business combination prior to June 11, 2023).

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Risks and Uncertainties

On January 30, 2020, the World Health Organization ("WHO") announced a global health emergency because of a new strain of coronavirus (the "COVID-19 outbreak"). In March 2020, the WHO classified the COVID-19 outbreak as a pandemic, based on the rapid increase in exposure globally. The full impact of the COVID-19 outbreak continues to evolve. The impact of the COVID-19 outbreak on the Company's results of operations and financial position and cash flows will depend on future developments, including the duration and spread of the outbreak and related advisories and restrictions. These developments and the impact of the COVID-19 outbreak on the financial markets and the overall economy are highly uncertain and cannot be predicted. If the financial markets and/or the overall economy are impacted for an extended period, the Company's results of operations, financial position and cash flows may condition would be materially and adversely affected. Additionally, the Company's ability to complete a Business Combination may be materially adversely affected due to significant governmental measures being implemented to contain the COVID-19 outbreak or treat its impact, including travel restrictions, the shutdown of businesses and quarantines, among others, which may limit the Company's ability to have meetings with potential investors or affect the ability of a potential target company's personnel, vendors and service providers to negotiate and consummate a Business Combination in a timely manner. The Company's ability to consummate a Business Combination may also be dependent on the ability to raise additional equity and debt financing, which may be impacted by the COVID-19 outbreak and the resulting market downturn or volatility.

Various social and political circumstances in the U.S. and around the world (including wars and other forms of conflict, including rising trade tensions between the United States and China, and other uncertainties regarding actual and potential shifts in the U.S. and foreign, trade, economic and other policies with other countries, terrorist acts, security operations and catastrophic events such as fires, floods, earthquakes, tornadoes, hurricanes and global health epidemics), may also contribute to increased market volatility and economic uncertainties or deterioration in the U.S. and worldwide. Specifically, the rising conflict between Russia and Ukraine, and resulting market volatility could adversely affect the Company's ability to complete a business combination. In response to the conflict between Russia and Ukraine, the U.S. and other countries have imposed sanctions or other restrictive actions against Russia. Any of the above factors, including sanctions, export controls, tariffs, trade wars and other governmental actions, could have a material adverse effect on the Company's ability to complete a Business Combination and the value of the Company's securities.

On August 16, 2022, the Inflation Reduction Act of 2022 (the "IR Act") was signed into federal law. The IR Act provides for, among other things, a new U.S. federal 1% excise tax on certain repurchases of stock by publicly traded U.S. domestic corporations and certain U.S. domestic subsidiaries of publicly traded foreign corporations occurring on or after January 1, 2023. The excise tax is imposed on the repurchasing corporation itself, not its shareholders from which shares are repurchased. The amount of the excise tax is generally 1% of the fair market value of the shares repurchased at the time of the repurchase. However, for purposes of calculating the excise tax, repurchasing corporations are permitted to net the fair market value of certain new stock issuances against the fair market value of stock repurchases during the same taxable year. In addition, certain exceptions apply to the excise tax. The U.S. Department of the Treasury (the "Treasury") has been given authority to provide regulations and other guidance to carry out and prevent the abuse or avoidance of the excise tax.

Any redemption or other repurchase that occurs after December 31, 2022, in connection with a Business Combination, extension vote or otherwise, may be subject to the excise tax. Whether and to what extent the Company would be subject to the excise tax in connection with a Business Combination, extension vote or otherwise would depend on a number of factors, including (i) the fair market value of the redemptions and repurchases in connection with the Business Combination, extension or otherwise, (ii) the structure of a Business Combination, (iii) the nature and amount of any "PIPE" or other equity issuances in connection with a Business Combination (or otherwise issued not in connection with a Business Combination but issued within the same taxable year of a Business Combination) and (iv) the content of regulations and other guidance from the Treasury. In addition, because the excise tax would be payable by the Company and not by the redeeming holder, the mechanics of any required payment of the excise tax have not been determined. The foregoing could cause a reduction in the cash available on hand to complete a Business Combination and in the Company's ability to complete a Business Combination.

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NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Note 3 — Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statement is statements have been prepared in accordance with U.S. GAAP, expressed in U.S. dollars. The accompanying consolidated financial statements reflect all adjustments including normal recurring adjustments, as well as elimination of intercompany accounts, which, in the opinion of management, are necessary to present fairly the financial position, results of operations, and cash flows for the periods presented in conformity accordance with accounting principles generally accepted U.S. GAAP. References to U.S. GAAP issued by the Financial Accounting Standards Board's ("FASB") in the United States of America ("GAAP") and pursuant these accompanying notes to the rules and regulations of consolidated financial statements are to the SEC. FASB Accounting Standards Codification ("ASC").

Emerging Growth Company

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the independent registered public accounting firm attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from mandatory compliance with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

The Company will remain an emerging growth company until the earliest of (i) the last day of the first fiscal year (a) following the fifth anniversary of the completion of the Initial Public Offering, (b) in which the Company's total annual gross revenue is at least $1.235 billion or (c) when the Company is deemed to be a large accelerated filer, which means the market value of its common stock that is held by non-affiliates exceeds $700.0 million as of the prior June 30th and (ii) the date on which the Company has issued more than $1.0 billion in non-convertible debt securities during the prior three-year period.

Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires the Company's management to make certain estimates and assumptions that affect the reported amounts and disclosures of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Making Estimates are adjusted to reflect actual experience when necessary. Such estimates requires management include, but are not limited to, exercise significant judgment. It is at least reasonably possible that revenue recognition, allowance for credit losses, intangible assets, inventory valuation, estimates related to useful lives of capitalization software, estimation of contingencies, recoverability of deferred tax assets, the estimate incremental borrowing rate applied to lease accounting, valuation of earn out liabilities and warrant liabilities, and estimation of income taxes. These estimates, judgments, and assumptions are reviewed periodically and the effect impact of a condition, situation or set of circumstances that existed at any revisions are reflected in the date of the consolidated financial statements which management considered in formulating its estimate, could change in the near term due to one or more future confirming events. One of the more significant accounting estimates included period in these financial statements is the determination of the fair value of the warrant liabilities. Such estimates may be subject to change as more current information becomes available and accordingly the actual which such revisions are made. Actual results could differ significantly materially from those estimates. estimates, judgments, or assumptions, and such differences could be material to the Company's consolidated financial position and results of operations.

Cash and Cash Equivalents Earnings (Loss) Per Share

The Company considers all short-term investments with an original maturity computes basic loss per share ("EPS") by dividing loss available to common stockholders by the weighted average number of three months common shares outstanding for the reporting period. All securities that meet the definition of a participating security, irrespective of whether the securities are convertible, nonconvertible, or less potential common stock securities, shall be included in the computation of basic EPS using the two-class method. However, when purchased to the different classes of units have identical rights and privileges except voting rights, whereby they share equally in dividends and residual net assets on a per unit basis, the classes can be cash equivalents. Cash held outside combined and presented as one class for EPS purposes. As such, the Company has combined the Class A and Class C Common stock for purposes of the Trust Account was $195,339 EPS calculation.

Diluted loss per share is calculated by dividing net loss by the weighted average number of common shares and $841,226 at December 31, 2022 dilutive common stock equivalents outstanding. During the periods when they are anti-dilutive, common stock equivalents, if any, are not considered in the

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computation. As of December 31, 2023, the Company's restricted stock units ("RSUs") and December 31, 2021 Warrants were not considered in the computation as they are anti-dilutive. As of December 31, 2023, respectively. there were no anti-dilutive shares or common stock equivalents outstanding.

Revenue Recognition

[1] Marketplace Revenues

eCommerce revenues

The Platform features a single cart shopping experience where consumers can purchase a variety of products from multiple vendors in one transaction. The Company did is not have the seller of record in these transactions. The commissions revenue earned from these arrangements are recognized on a net basis, which equates to the commission and processing fees earned in exchange for the seller marketplace services. The commission and processing fees are recognized net of estimated refunds when the corresponding transaction is confirmed by the buyer and seller. The Company does not take title to inventory sold or assume risk of loss at any cash equivalents point in time during the transaction and is authorized to collect consideration from the buyer and remit net consideration to the seller to facilitate the processing of the confirmed purchase transaction. The Company currently records processing fees from its merchant service providers as a component of December 31, 2022 Cost of sales – services on the consolidated statement of operations.

Advertising services

The Company enters into advertising subscription arrangements with its customers. Revenue is recognized over-time as the ads are displayed over the subscription period. The Company is providing a service and December 31, 2021. the service is being consumed by the customer simultaneously over the period of service. In general, the Company reports advertising revenue on a gross basis, since the Company controls the advertising inventory before it is transferred to our customers. Our control is evidenced by our sole ability to monetize the advertising inventory before it is transferred to customers.

The Company also sells push notifications and email blasts and recognizes revenue at a point in time when delivered. Push notifications and email blasts are considered delivered when an ad is displayed to users. When a customer enters into an advertising subscription arrangement that includes push notifications and/or email blasts, the Company allocates a portion of the total consideration to the push notification and email blast performance obligations based on the residual approach.

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Marketable Securities Held [2] Brand Sales

Product sales

The Company generates revenue through the sale of diapers and wipes to consumers by way of the Company's Platform. The Company considers customer orders to be the contracts with the customer. There is a single performance obligation, which is the Company's promise to transfer its product to customers based on specific payment and shipping terms in Trust Account the arrangement. The entire transaction price is allocated to this single performance obligation. Product revenue is recognized when a customer obtains control of the product, which occurs at shipment. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring products.

The Company evaluated principal versus agent considerations to determine whether it is appropriate to record third-party logistics provider fees paid as an expense. These fees are recorded as shipping and handling expenses within cost of goods sold and are not recorded as a reduction of revenue because the Company owns and controls all the goods before they are transferred to the customer. The Company can, at any time, direct the third-party logistics provider to return the Company's inventories to any location specified by the Company. It is the Company's responsibility to process any returns made by customers directly to logistic providers and the Company retains the back-end inventory risk. Further, the Company is subject to credit risk (i.e., credit card chargebacks), establishes prices of its products, fulfills the goods to the customer and can limit quantities or stop selling the goods at any time.

Product Returns

Consistent with industry practice, the Company generally offers customers a limited right of return for products purchased. The Company reviews its receivables quarterly and records a reserve, if necessary. As of December 31, 2023, the Company has approximately $15,000 recorded as an allowance for sales returns.

Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of 90 days or less at the time of purchase to be cash equivalents. The carrying values of cash and cash equivalents approximate their fair values due to the short-term nature of these instruments. The Company maintains cash accounts with financial institutions. At times, balances in these accounts may exceed federally insured limits. No losses have been incurred to date on any deposits.

Business Combinations

The Company evaluates whether acquired net assets should be accounted for as a business combination or an asset acquisition by first applying a screen test to determine whether substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If so, the transaction is accounted for as an asset acquisition. If not, the Company applies its judgement to determine whether the acquired net assets meets the definition of a business by considering if the set includes an acquired input, process, and the ability to create outputs.

The Company accounts for business combinations using the acquisition method when it has obtained control. The Company measures goodwill as the fair value of the consideration transferred including the fair value of any non-controlling interest recognized, less the net recognized amount of the identifiable assets acquired and liabilities assumed, all measured at their fair value as of the acquisition date. Transaction costs, other than those associated with the issuance of debt or equity securities, that the Company incurs in connection with a business combination are expensed as incurred.

Any contingent consideration ("Earnout liabilities") is measured at fair value at the acquisition date. For contingent consideration that does not meet all the criteria for equity classification, such contingent consideration is required to be recorded at its initial fair value at the acquisition date, and on each balance sheet date thereafter. Changes in the estimated fair value of liability-classified contingent consideration are recognized on the consolidated statements of operations in the period of change.

When the initial accounting for a business combination has not been finalized by the end of the reporting period in which the transaction occurs, the Company reports provisional amounts. Provisional amounts are adjusted during the measurement period, which does not exceed one year from the acquisition date. These adjustments, or recognition of additional assets or liabilities, reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

At December 31, 2022

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Inventory

Inventory consists of finished goods and 2021, substantially all amounted to $1,439,182 at December 31, 2023. Inventories are stated at lower of cost or net realizable value. Cost is measured by using an adjusted standard cost method which approximates FIFO (first in, first out). The net realizable value of the Company's inventory is estimated based on current and forecasted demand, and market conditions. The allowance for excess and obsolete inventory requires management to make assumptions and to apply judgment regarding a number of factors, including estimates applying past and projected sales performance to current inventory levels. As of December 31, 2023, no reserve for inventory has been recorded.

Property and Equipment

Property and equipment is recorded at cost and depreciated using the straight-line basis over the estimated useful lives of the respective asset. Routine maintenance, repairs and replacement costs are expensed as incurred and improvements that extend the useful life of the assets held are capitalized. When property and equipment is sold or otherwise disposed of, the cost and related accumulated depreciation are eliminated from the accounts and any resulting gain or loss is recognized in operations.

Assets	**Estimated Useful Life**
Furniture and fixtures	7 years

Intangible Assets

Intangible assets consist of purchased technology and brand name and are amortized on a straight-line basis over useful lives ranging from 1 to 15 years. The Company reviews the recoverability of its intangible assets by comparing the carrying value of such assets to the related undiscounted value of the projected cash flows associated with the assets, or asset group.

Capitalized Software

The Company capitalizes costs related to the development of its internal accounting software and certain projects for internal use in accordance with ASC 350 - *Intangibles – Goodwill and Other*. The Company capitalizes costs to develop its mobile application and website when preliminary development efforts are successfully completed, management has authorized and committed project funding, and it is probable that the project will be completed, and the software will be used as intended. Costs incurred during the preliminary planning and evaluation stage of the project and during the post implementation operational stage, including maintenance, are expensed as incurred. Costs incurred for enhancements that are expected to result in additional functionality are capitalized and expensed over the estimated useful life of the upgrades on a per project basis. Amortization is computed on an individual product basis over the estimated economic life of the product using the straight-line method. Software development costs expensed and not capitalized, which are included in research and development expense in the Trust Account accompanying consolidated statements of operations, were held approximately $1,078,000 and $170,000 for years ended December 31, 2023, and 2022, respectively.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including intangible, capitalized software and lease assets, for impairment whenever events or changes in money market funds, which are invested primarily in U.S. Treasury securities. In circumstances indicate that the fiscal year ended December 31, 2022, the Company withdrew $0 from the Trust Account to pay taxes or Permitted Withdrawals. In the fiscal year ended December 31, 2021, the Company withdrew $1,240,000 from the Trust Account for working capital purposes, which was the result carrying amount of an overfunding asset may not be recoverable. Recoverability of assets to be held and used is measured first by a comparison of the Trust Account related carrying amount of an asset to a clerical error. future undiscounted net cash flows expected to be generated by the asset. If such assets are impaired, an impairment loss would be recognized based on the excess of the carrying amount of the asset above the fair value of the asset. No impairment of the Company's long-lived assets was recorded for the years ended December 31, 2023 and 2022.

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Convertible Notes

The Company may enter into convertible notes, some of which contain, predominantly, fixed rate conversion features, whereby the outstanding principal and accrued interest may be converted by the holder, into common shares at a fixed discount to the market price of the Company's investments held in common stock at the Trust Account are classified time of conversion. In this case, the convertible notes represent a financial instrument other than an outstanding share that embodies a conditional obligation that the issuer must or may settle by issuing a variable number of its equity shares. The Company records the convertible note liability at its fixed monetary amount by measuring and recording a premium, as trading securities. Trading securities are presented applicable, on the balance sheet at fair value convertible notes date with a charge to expense in accordance with ASC 480 - *Distinguishing Liabilities from Equity*.

Warrant Liabilities

The Company evaluates all of its financial instruments, including issued share purchase warrants, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to FASB Accounting Standards Codification Topic, ASC 815-40, *Derivatives and Hedging* ("ASC 815-40"). The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. Gains and losses resulting from the change in fair value of investments held in Trust Account are included in interest earned on marketable securities held in Trust Account in the accompanying statements of operations. The estimated fair values of investments held in Trust Account are determined using available market information.

Warrant Liabilities

The Company accounts for the Public Warrants (as defined in Note 4) 11) and the Private Placement Warrants (collectively, with the Public Warrants, the "Warrants") in accordance with the guidance contained in ASC 815-40 under which the Warrants do not meet the criteria for equity treatment and must be recorded as liabilities. Accordingly, the Company classifies the Warrants as liabilities at their fair value and adjusts the Warrants to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the consolidated statements of operations. For The Warrants for periods where no observable traded price was available the Warrants are valued using a binomial/ binomial lattice model. For periods subsequent to the detachment of the Public Warrants, from the Units, the Public Warrant quoted market price will be used as the fair value as of each relevant date.

Class A Common Stock Subject to Possible Redemption Leases

The Company accounts determines if an arrangement is a lease at inception. For leases where the Company is the lessee, right-of-use ("ROU") assets represent the Company's right to use the underlying asset for its Class A common stock subject to possible redemption in accordance with the guidance in ASC 480, "Distinguishing Liabilities from Equity." Shares of Class A common stock subject to mandatory redemption are classified as a liability instrument and is measured at fair value. Conditionally redeemable common stock (including common stock that features redemption rights that is either within the control term of the holder or subject lease and the lease liabilities represent an obligation to redemption upon make lease payments arising from the occurrence of uncertain events not solely within the Company's control) is classified as temporary equity. At all other times, common stock is classified as stockholders' equity. lease. The Company's Class A common stock features certain redemption rights that lease agreement contains rent escalation provisions, which are considered to be outside of in determining the Company's control ROU assets and subject to occurrence of uncertain future events. Accordingly, as of December 31, 2022 and, 2021, 17,250,000 shares of Class A common stock subject to possible redemption is presented lease liabilities. The Company begins recognizing rent expense when the lessor makes the underlying asset available for use by the Company. Lease liabilities are recognized at redemption value as temporary equity, outside of the stockholders' deficit section of lease commencement date based on the Company's balance sheets.

Immediately upon the closing of the Initial Public Offering, the Company recognized the re-measurement from initial book value to redemption amount, which approximates fair value. The change in the carrying present value of the redeemable Class A future lease payments over the lease term. Lease renewal periods are considered on a lease-by-lease basis in determining the lease term. The interest rate the Company uses to determine the present value of future lease payments is the Company's incremental borrowing rate because the rate implicit in the Company's leases is not readily determinable. The incremental borrowing rate is a hypothetical rate for collateralized borrowings in economic environments where the leased asset is located based on credit rating factors. The ROU asset is determined based on the lease liability initially established and adjusted for any prepaid lease payments and any lease incentives received. The lease term to calculate the ROU asset and related lease liability includes options to extend or terminate the lease when it is reasonably certain that the Company will exercise the option. Certain leases contain variable costs, such as common stock subject to possible redemption resulted in charges against additional paid-in capital (to area maintenance, real estate taxes or other costs. Variable lease costs are expensed as incurred on the extent available), accumulated deficit and Class A common stock. statements of operations.

Operating leases are included in the ROU assets and lease liabilities on the consolidated balance sheets. The Company has no finance leases.

Share-Based Compensation

The Company recognizes changes in redemption value immediately as they occur and adjusts an expense for share-based compensation awards based on the carrying estimated fair value of redeemable common stock the award on the date of grant. For certain awards, the Company has determined that the service inception date precedes the grant date as (a) the awards were authorized prior to equal establishing an accounting grant date, (b) the redemption recipients began providing services prior to the grant date, and (c) there are performance conditions that, if not met by the accounting grant date, will result in the forfeiture of the awards. As the service inception date precedes the accounting grant date, the Company recognizes share-based compensation expense over the requisite service period based on the fair value at the end of each reporting period. Increases or decreases in the carrying amount of redeemable common stock are affected by charges against additional paid in capital (to the extent available), accumulated deficit and Class A Common stock. date.

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As of December 31, 2023 there were 2,354,989 RSUs outstanding. At December 31, 2022 and 2021, the Class A Common stock subject to possible redemption reflected in the balance sheets are reconciled in the following table:, there were no board approved grants of share-based compensation awards.

Gross proceeds	$ 172,500,000
Less:	
Proceeds allocated to Public Warrants	(5,462,500)
Class A common stock issuance costs	(9,447,180)
Plus:	
Re-measurement of carrying value to redemption value	14,909,680
Class A common stock subject to possible redemption, December 31, 2021	**172,500,000**
Plus:	
Re-measurement of carrying value to redemption value	534,002
Class A common stock subject to possible redemption, December 31, 2022	**$ 173,034,002**

Offering Costs

The Company complies with the requirements of the ASC 340-10-S99-1 and SEC Staff Accounting Bulletin ("SAB") Topic 5A – Expenses of Offering. Offering costs consist of underwriting, legal, accounting and other expenses incurred through the Initial Public Offering that are directly related to the Initial Public Offering. Offering costs are allocated to the separable financial instruments issued in the Initial Public Offering based on a relative fair value basis, compared to total proceeds received. Offering costs associated with derivative warrant liabilities are expensed as incurred, presented as non-operating expenses in the statement of operations. Offering costs associated with the issuance of Public Shares amounting to $9,618,180 are included in the re-measurement for Class A common stock subject to redemption amount. The Company paid the underwriters a cash fee of $3,450,000 at the Initial Public Offering date, and accrued deferred underwriters fees of $6,037,500, which will become payable to the underwriter from the amounts held in the Trust Account solely in the event that the Company completes a Business Combination. Offering costs associated with the derivative warrant liabilities amounting to $290,432 in the 2nd quarter, and $39,187 in the 3rd quarter, totaling $329,619 for the period from February 12, 2021 (inception) through December 31, 2021, were expensed to the statement of operations. The Company classifies deferred underwriting commissions as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities.

Income Taxes

The Company accounts for income taxes under ASC 740, "Income Taxes." ASC 740, Income Taxes, requires using the recognition liability method of accounting for income taxes.

Deferred tax assets are determined based on the difference between the financial statement basis and tax basis as well as net operating loss or other tax credit carryforwards, if any, and are measured using the enacted tax rates that will be in effect when the differences are expected to reverse. A valuation allowance is established to reduce deferred tax assets and liabilities for both the expected impact of differences between the unaudited condensed financial statements and tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax loss and tax credit carry forwards. ASC 740 additionally requires a valuation allowance to be established when if it is more likely than not that all or a portion of deferred the related tax assets benefits will not be realized. If the Company's assessment of the realizability of a deferred tax asset changes, an increase to a valuation allowance will result in a reduction of net earnings at that time, while the reduction of a valuation allowance will result in an increase of net earnings at that time.

The Company follows ASC 740 also clarifies the Topic 740-10-65-1 in accounting for uncertainty in income taxes recognized by prescribing rules for recognition, measurement, and classification in an enterprise's the financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position positions taken or expected to be taken in a tax return. For those benefits to be recognized, This prescribes a two-step process for the financial statement measurement and recognition of a tax position. The first step involves the determination of whether it is more likely than not (greater than 50 percent likelihood) that a tax position must be more-likely-than-not to will be sustained upon examination, by taxing authorities. ASC 740 based on the technical merits of the position. The second step requires that any tax position that meets the more likely than not recognition threshold be measured and recognized in the consolidated financial statements at the largest amount of benefit that is a greater than 50 percent likelihood of being realized upon ultimate settlement. This topic also provides guidance on derecognition, classification, the accounting for related interest and penalties, accounting in interim period, disclosure financial statement classification and transition.

disclosure. The Company recognizes accrued Company's policy is that any interest and or penalties related to unrecognized uncertain tax benefits as positions are recognized in income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of December 31, 2022 and 2021. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

expense when incurred. The Company has identified the United States no uncertain tax positions or related interest or penalties requiring accrual at December 31, 2023 and Florida as its only "major" tax jurisdictions. The Company is subject to income taxation by major taxing authorities since inception. These examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with federal and state tax laws. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months. 2022.

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Net Income per Common Share ***Research and Development***

Net income per common share is computed by dividing net income by the weighted average number The Company expenses research and development costs as incurred, except for certain internal-use software development costs, which may be capitalized as noted above. Research and development expenses consist primarily of common shares outstanding for the period. Re-measurement software development costs, including employee compensation and external contractors, associated with the redeemable shares ongoing development of Class A common stock is excluded from income per common share as the redemption value approximates fair value. Company's technology.

The calculation of diluted income per common share does not consider the effect of the warrants issued in connection with the (i) Initial Public Offering, and (ii) the private placement to purchase an aggregate of 11,450,000 shares of common stock in the calculation of diluted income per common share, since the exercise of the warrants is contingent upon the occurrence of future events. For the years ended December 31, 2022 and 2021, the Company did not have any other dilutive securities or other contracts that could, potentially, be exercised or converted into shares of common stock and then share in the earnings of the Company. As a result, diluted net income per common stock is the same as basic net income per common share for the period presented.

The following table reflects the calculation of basic and diluted net income per common share (in dollars, except per share amounts):

	For the Year Ended December 31, 2022		For the Period from February 12, 2021 (Inception) Through December 31, 2021	
	Class A	**Class B**	**Class A**	**Class B**
Basic and diluted net income per common share				
Numerator:				
Allocation of net income	$ 4,636,962	$ 1,159,241	$ 2,713,033	$ 1,019,669
Denominator:				
Basic and diluted weighted average shares outstanding	17,250,000	4,312,500	10,836,207	4,072,688
Basic and diluted net income per common share	$ 0.27	$ 0.27	$ 0.25	$ 0.25

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash accounts in a financial institution, which, at times may exceed the Federal Depository Insurance Coverage of $250,000. The Company has not experienced losses on these accounts and management believes the Company is not exposed to significant risks on such account.

Fair Value of Financial Instruments

The Fair value is the price that would be received to sell an asset, or the amount paid to transfer a liability in an orderly transaction between market participants at the measurement date. There is a fair value of hierarchy that prioritizes the Company's inputs used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and liabilities, which qualify as financial instruments under ASC 820, "Fair Value Measurement," approximates the carrying amounts represented in the accompanying balance sheet, primarily due lowest priority to their short-term nature, except for warrant liabilities (see Note 10) unobservable inputs (Level 3 measurement).

Derivative Financial Instruments

The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives in accordance with ASC 815, "Derivatives and Hedging". Derivative instruments are initially recorded at classifies fair value balances based on the grant date and re-valued at each reporting date, with changes in observability of those inputs. The three levels of the fair value reported hierarchy are as follows:

Level 1 — Inputs based on unadjusted quoted market prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 — Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets or liabilities in active markets or quoted prices for identical or similar instruments in markets that are not active or for which all significant inputs are observable or can be corroborated by observable market data.

Level 3 — Inputs reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. The inputs are both unobservable for the asset and liability in the statement of operations. Derivative assets market and liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement or conversion of the instrument could be required within 12 months of the balance sheet date.

Recent Accounting Standards

Management does not believe that any other recently issued, but not yet effective, accounting standards, if currently adopted, would have a material effect on the Company's financial statements.

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NOTE 3. INITIAL PUBLIC OFFERING

Pursuant significant to the Initial Public Offering, the Company sold 17,250,000 Units, inclusive of 2,250,000 Units sold to the underwriters on July 1, 2021 upon the underwriters' election to fully exercise their over-allotment option, at a purchase price of $10.00 per Unit, generating gross proceeds of $172.5 million. Each Unit consists of one share of the Company's Class A common stock and one-third of one redeemable warrant ("Public Warrant"). Each Public Warrant entitles the holder to purchase one share of Class A common stock at an exercise price of $11.50 per whole share (see Note 8).

NOTE 4. PRIVATE PLACEMENT

Simultaneously with the closing of the Initial Public Offering, the Sponsor purchased an aggregate of 5,250,000 Private Placement Warrants at a price of $1.00 per Private Placement Warrant, for an aggregate purchase price of $5,250,000, in a private placement. On July 1, 2021, in connection with the underwriters' election to fully exercise their over-allotment option, the Company sold an additional 450,000 Private Placement Warrants to the Sponsor, at a price of $1.00 per Private Placement Warrant, generating gross proceeds of $450,000. Each Private Placement Warrant is exercisable to purchase one Class A common stock at a price of $11.50 per share, subject to adjustment (see Note 8). A portion of the proceeds from the Private Placement Warrants were added to the proceeds from the Initial Public Offering to be held in the Trust Account. If the Company does not complete a Business Combination within the Combination Period, the proceeds from the sale of the Private Placement Warrants will be used to fund the redemption of the Public Shares (subject to the requirements of applicable law) and the Private Placement Warrants will expire worthless.

NOTE 5. RELATED PARTY TRANSACTIONS

Founder Shares

On February 15, 2021, the Sponsor purchased 4,312,500 shares (the "Founder Shares") of the Company's Class B common stock for an aggregate price of $25,000. The Founder Shares include an aggregate of up to 562,500 shares subject to forfeiture by the Sponsor to the extent that the underwriter's over-allotment is not exercised in full or in part, so that the Sponsor will collectively own, on an as-converted basis, 20% of the Company's issued and outstanding shares after the Initial Public Offering (assuming the Sponsor does not purchase any Public Shares in the Initial Public Offering). As a result of the underwriters' election to fully exercise their over-allotment option on July 1, 2021, 562,500 Founder Shares are no longer subject to forfeiture.

The Sponsor has agreed, subject to certain limited exceptions, not to transfer, assign or sell any of the Founder Shares until the earlier to occur of: (1) one year after the completion of a Business Combination or (B) subsequent to a Business Combination, (x) if the last reported sale price of the Class A common stock equals or exceeds $12.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after a Business Combination, or (y) the date on which the Company completes a liquidation, merger, capital stock exchange or other similar transaction that results in all of the Company's stockholders having the right to exchange their shares of common stock for cash, securities or other property.

Administrative Support Agreement

The Company entered into an agreement, commencing on June 8, 2021, through the earlier of the Company's consummation of a Business Combination and its liquidation, to pay an affiliate of the Sponsor a total of up to $10,000 per month for office space, administrative and support services. For the year ended December 31, 2022, the Company incurred $120,000 in fees for these services. For the period from February 12, 2021 (inception) through December 31, 2021, the Company incurred $70,000 in fees for these services. As of December 31, 2022 and 2021, $183,750 and $70,000, respectively, were outstanding and included in accrued expenses in the accompanying balance sheets.

Promissory Note — Related Party

On February 23, 2021, the Sponsor agreed to loan the Company an aggregate of up to $300,000 to cover expenses related to the Initial Public Offering pursuant to a promissory note (the "Promissory Note"). The Promissory Note was non-interest bearing and was payable on the earlier of (i) December 31, 2021, or (ii) the consummation of the Initial Public Offering. The outstanding balance under the Promissory Note of $46,975 was repaid at the closing of the Initial Public Offering on June 11, 2021. overall fair value measurement.

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In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement. The Company establishes the fair value of its assets and liabilities using the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a fair value hierarchy based on the inputs used to measure fair value. The recorded amounts of certain financial instruments, including money markets classified as cash equivalents, accounts receivable, accounts payable, accrued expenses, debt at fixed interest rates, and other liabilities approximate fair value due to their relatively short maturities.

The Company's policy is to record transfers between levels, if any, as of the beginning of the fiscal year. For the years ended December 31, 2023 and 2022 no transfers between levels have been recognized.

Related Party Loans

Advertising

The Company expenses advertising costs as incurred. Advertising expenses were approximately $3,109,000 and $741,000 for the years ended December 31, 2023 and 2022, respectively, which are included in sales and marketing expenses in the accompanying consolidated statements of operations.

Segment Reporting

Operating segments are defined as components of an entity for which separate discrete financial information is available that is evaluated regularly by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources and in assessing performance. The Company has determined that the Company has two reportable segments comprised of Marketplace and Brands.

Concentration of Risks

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash and cash equivalents, and accounts receivable. Cash balances may exceed the Federal Deposit Insurance Corporation ("FDIC") insurance limit of $250,000. As of December 31, 2023 the Company held approximately $15 million in cash and cash equivalents above the FDIC limit. The Company has not experienced any losses in such accounts.

For the years ended and as of December 31, 2023 and 2022, no customer accounted for 10% or more of the Company's revenue or accounts receivable.

Recent Accounting Pronouncements

Recently Adopted Accounting Standards

In June 2016, the FASB issued Accounting Standards Update ("ASU") No. 2016-13, "Measurement of Credit Losses on Financial Instruments (Topic 326)". This standard requires a new method for recognizing credit losses that is referred to as the current expected credit loss ("CECL") method. The CECL method requires the recognition of all losses expected over the life of a financial instrument upon origination or purchase of the instrument unless the Company elects to recognize such instruments at fair value with changes in profit and loss (the fair value option). This standard is effective for the Company for fiscal years beginning after December 15, 2022. The adoption of this standard did not have a material impact on the consolidated financial statements.

Recently Issued Accounting Pronouncements Not Yet Adopted

In October 2021, the FASB issued ASU No. 2021-08, "Accounting for Contract Assets and Contract Liabilities from Contracts with Customers (Topic 805)". This ASU requires an acquirer in a business combination to recognize and measure contract assets and contract liabilities (deferred revenue) from acquired contracts using 12 the revenue recognition guidance in Topic 606. At the acquisition date, the acquirer applies the revenue model as if it had originated the acquired contracts. For the Company, the new guidance is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Adoption of this standard should be applied prospectively. This guidance became effective for the Company beginning January 1, 2024. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial statements and related disclosures.

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In June 2022, the FASB issued ASU No. 2022-03, “Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions,” which clarifies that contractual sale restrictions are not considered in measuring fair value of equity securities and requires additional disclosures for equity securities subject to contractual sale restrictions. The standard is effective for public companies for fiscal years beginning after December 15, 2023. This guidance became effective for the Company beginning January 1, 2024. The adoption of this standard is not expected to have a material impact on the Company’s consolidated financial statements and related disclosures.

In November 2023, the FASB issued ASU No. 2023-07, “Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures,” which will add required disclosures of significant expenses for each reportable segment, as well as certain other disclosures to help investors understand how the CODM evaluates segment expenses and operating results. The new standard will also allow disclosure of multiple measures of segment profitability, if those measures are used to allocate resources and assess performance. The amendments will be effective for public companies for fiscal years beginning after December 15, 2023. This guidance became effective for the Company beginning January 1, 2024. The adoption of this standard is not expected to have a material impact on the Company’s consolidated financial statements and related disclosures.

In December 2023, the FASB issued ASU No. 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures,” which requires disaggregated information about a reporting entity’s effective tax rate reconciliation as well as information on income taxes paid. The standard is intended to benefit investors by providing more detailed income tax disclosures that would be useful in making capital allocation decisions. The standard will be effective for public companies for fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact of this accounting standard update on its consolidated financial statements.

Note 4 — Recapitalization

As discussed in Note 1, “Organization and Business Operations”, the Business Combination was consummated on July 19, 2023, which, for accounting purposes, was treated as the equivalent of PSQ issuing stock for the net assets of Colombier, accompanied by a recapitalization. Under this method of accounting, Colombier was treated as the acquired company for financial accounting and reporting purposes under GAAP.

Transaction Proceeds

Upon closing of the Business Combination, the Company received gross proceeds of $34.9 million from the Business Combination, offset by total transaction costs of $16.8 million. The following table reconciles the elements of the Business Combination to the consolidated statements of cash flows and the consolidated statement of changes in stockholders’ equity for the year ended December 31, 2023:

Cash-trust and cash, net of redemptions	$ 34,938,880
Less: transaction costs and advisory fees, paid	(16,834,686)
Net proceeds from the Business Combination	18,104,194
Less: public and private placement warrant liabilities	(8,816,500)
Less: earnout liabilities	(2,400,000)
Add: amounts paid in advance	2,570,919
Add: Transaction costs in accounts payable and accrued expenses	2,967,393
Reverse recapitalization, net	**$ 12,426,006**

In order to finance transaction costs in connection with a Business Combination, the Sponsor or an affiliate of the Sponsor or certain of the Company’s directors and officers may, but are not obligated to, loan the Company funds as may be required (“Working Capital Loans”). If the Company completes a Business Combination, the Company would repay the Working Capital Loans out of the proceeds of the Trust Account released to the Company. Otherwise, the Working Capital Loans would be repaid only out of funds held outside the Trust Account. In the event that a Business Combination does not close, the Company may use a portion of proceeds held outside the Trust Account to repay the Working Capital Loans, but no proceeds held in the Trust Account would be used to repay the Working Capital Loans. Except for the foregoing, the terms of such Working Capital Loans, if any, have not been determined and no written agreements exist with respect to such loans. The Working Capital Loans would either be repaid upon consummation of a Business Combination, without interest, or, at the lender’s discretion, up to $1,500,000 of such Working Capital Loans may be convertible into warrants of the post-Business Combination entity at a price of $1.00 per warrant. The warrants would be identical to the Private Placement Warrants. As of December 31, 2022 and 2021, no related party loans were outstanding.

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NOTE 6. COMMITMENTS The number of shares of Common Stock issued immediately following the consummation of the Business Combination were:

Colombier Class A common stock, outstanding prior to the Business Combination	17,250,000
Less: Redemption of Colombier Class A common stock	(13,827,349)
Class A common stock of Colombier	3,422,651
Colombier Class B common stock, outstanding prior to the Business Combination	4,312,500
Business Combination shares	**7,735,151**
PSQ Shares	21,522,825
Common Stock immediately after the Business Combination	**29,257,976**

Registration Rights

The number of PSQ shares was determined as follows:

	PSQ Shares	**PSQ Shares after conversion ratio**
Class A Common Stock	940,044	18,309,147
Class C Common Stock	165,000	3,213,678
Total	**1,105,044**	**21,522,825**

Pursuant

Public and private placement warrants

The Public Warrants issued in the IPO and 5,700,000 warrants issued in connection with private placement at the time of Colombier's initial public offering (the "Private Placement Warrants") remained outstanding and became warrants for the Company (see Note 11).

Redemption

Prior to a registration rights agreement entered into on June 11, 2021, the holders closing of the Founder Shares, Private Placement Warrants and any warrants that may be issued upon conversion Business Combination, certain Colombier public shareholders exercised their right to redeem certain of their outstanding shares for cash, resulting in the Working Capital Loans (and any redemption of 13,827,349 shares of Colombier Class A common stock issuable upon the exercise for an aggregate payment of the Private Placement Warrants and warrants that may be issued upon conversion of Working Capital Loans and upon conversion of the Founder Shares) are entitled to registration rights requiring the Company to register such securities for resale (in the case of the Founder Shares, only after conversion to shares of the Company's Class A common stock). The holders of these securities will be entitled to make up to three demands, excluding short form registration demands, that the Company register such securities. In addition, the holders have certain "piggy-back" registration rights with respect to registration statements filed subsequent to the completion of a Business Combination and rights to require the Company to register for resale such securities pursuant to Rule 415 under the Securities Act. However, the registration rights agreement will provide that the Company will not be required to effect or permit any registration or cause any registration statement to become effective until termination of the applicable lock-up period. The registration rights agreement does not contain liquidated damages or other cash settlement provisions resulting from delays in registering the Company's securities. The Company will bear the expenses incurred in connection with the filing of any such registration statements. $141,151,432.

Underwriting Agreement Transactions costs

The Company granted For the underwriter a 45-day option to purchase up to 2,250,000 additional Units to cover over-allotments at year ended December 31, 2023, transaction costs incurred within the Initial Public Offering price, less the underwriting discounts and commissions. On July 1, 2021, the underwriters elected to fully exercise the over-allotment option to purchase an additional 2,250,000 Units at a price consolidated statements of $10.00 per Unit. operations were as follows:

The underwriters were paid $3,450,000 at the Initial Public Offering. The underwriters are also entitled to a deferred fee of $0.35 per Unit, or $6,037,500 in the aggregate. The deferred fee will become payable to the underwriter from the amounts held in the Trust Account solely in the event that the Company completes a Business Combination, subject to the terms of the underwriting agreement. See "Note 11. Subsequent Events" for more information.

The Company agreed to pay for the FINRA-related fees and expenses of the underwriters' legal counsel and certain diligence and other fees, which such fees and expenses are capped at an aggregate of $50,000. The Company also reimbursed the underwriters for background checks on its directors, director nominees and executive officers.

	Year ended December 31, 2023
Accounting fees	$ 756,257
Legal fees	5,049,149

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Travel and other expenses	331,971
One-time share-based payment to influencers and advisors	708,400
Total	**$ 6,845,777**

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NOTE 7. STOCKHOLDERS' DEFICIT Note 5 — Asset Acquisition

Preferred Stock ***EveryLife Inc.*** — The Company is authorized to issue 1,000,000 shares of $0.0001 par value preferred stock. At December 31, 2022 and December 31, 2021, there were no shares of preferred stock issued or outstanding.

Class A Common Stock — The On February 23, 2023, the Company is authorized acquired the assets of EveryLife by way of a stock for stock exchange. Pursuant to issue up to 80,000,000 that agreement, the Company acquired a brand name in exchange for 1,071,229 shares of Class A, $0.0001 par value common stock. Holders of the Company's common stock. Through the stock are entitled to one vote for each share. At December 31, 2022 and 2021, there were 17,250,000 shares stock exchange agreement, the Company acquired EveryLife's marketing related intangibles which consist of Class A common stock issued and outstanding, including Class A common stock subject to possible redemption, which are presented as temporary equity. a brand name.

Class B Common Stock — This acquisition was accounted for as an asset purchase. The Company is authorized cost of a group of assets acquired in an asset acquisition shall be allocated to issue up the individual assets acquired or liabilities assumed based on their relative fair values and shall not give rise to 20,000,000 shares of Class B, $0.0001 par goodwill.

The following table presents the acquisition date fair value common stock. Holders of the Company's common stock are entitled to one vote for each share. At December 31, 2022 and 2021, there were 4,312,500 shares of Class B common stock issued and outstanding. asset acquired:

Holders of Class A common stock and Class B common stock will vote together as a single class on all other matters submitted to a vote of stockholders, except as required by law.

The shares of Class B common stock will automatically convert into shares of Class A common stock at the time of a Business Combination, or earlier at the option of the holder, on a one-for-one basis, subject to adjustment as provided herein. In the case that additional shares of Class A common stock, or equity-linked securities, are issued or deemed issued in excess of the amounts issued in the Initial Public Offering and related to the closing of a Business Combination, the ratio at which the shares of Class B common stock will convert into shares of Class A common stock will be adjusted (unless the holders of a majority of the issued and outstanding shares of the Company's Class B common stock agree to waive such anti-dilution adjustment with respect to any such issuance or deemed issuance) so that the number of shares of Class A common stock issuable upon conversion of all shares of Class B common stock will equal, in the aggregate, on an as-converted basis, 20% of the sum of all shares of common stock issued and outstanding upon the completion of the Initial Public Offering, plus all shares of our Class A common stock and equity-linked securities issued or deemed issued in connection with a Business Combination, excluding any shares or equity-linked securities issued, or to be issued, to any seller in a Business Combination.

Assets acquired:	
Balance – January 1, 2023	$ -
Issuance of common stock at fair value	1,334,858
Legal costs capitalized	42,611
Balance – December 31, 2023	$ 1,377,469

NOTE 8. WARRANT LIABILITIES Note 6 — Intangible Assets, Net

The following table summarizes intangible assets, net:

	Useful Life	December 31, 2023	December 31, 2022
Capitalized software development costs	1-5 years	$ 5,011,519	$ 2,177,053
Purchased technology	1-15 years	247,489	28,500
Brand name	10 years	1,377,461	-
Total intangible assets		6,636,469	2,205,553
Less: Accumulated amortization		(3,079,440)	(937,880)
Total intangible assets, net		$ 3,557,029	$ 1,267,673

Amortization expense was $2,430,058 and $838,988 for the years ended December 31, 2023 and 2022, respectively.

As of December 31, 2023, estimated future amortization expense is expected as follows:

2024	$ 788,163
2025	784,548
2026	547,969
2027	378,734
2028	343,254
Thereafter	714,361
	$ 3,557,029

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At December 31, 2022 Note 7 — Leases

Since inception, the Company has entered into four leases for office suites in California and 2021, Florida; two were short-term and two leases are long-term and expire in 2024 and 2025. Termination of any lease is prohibited unless there are 5,750,000 Public Warrants outstanding. Public Warrants may only be exercised is a violation under the lease agreement. The California lease has escalating payments from $15,538 per month to $16,719 per month, while the Florida lease has payments of $16,457 per month for a whole number of shares. No fractional shares will be issued upon exercise the term of the Public Warrants. The Public Warrants will become exercisable on lease. In determining the later of (a) 30 days after the consummation of a Business Combination or (b) 12 months from the closing length of the Initial Public Offering. The Public Warrants will expire five years from lease term, the consummation of a Business Combination or earlier upon redemption or liquidation. Company determined there was no embedded extension option. At lease commencement date, the Company estimated the lease liability and the right-of-use assets at present value using the Company's estimated incremental borrowing rate.

The Company will not be obligated to deliver any Class A common stock pursuant to the exercise of a Public Warrant and will have no obligation to settle such Public Warrant exercise unless a registration statement Rent expense under the Securities Act covering operating leases included in the issuance results of operations, inclusive of common area maintenance charges and real estate taxes, was $345,319 and $120,042 for the Class A common stock issuable upon exercise of the Public Warrants is then effective years ended December 31, 2023 and a prospectus relating thereto is current, subject to the Company satisfying its obligations with respect to registration. No warrant will be exercisable and the Company will not be obligated to issue shares of Class A common stock upon exercise of a warrant unless Class A common stock issuable upon such warrant exercise has been registered, qualified or deemed to be exempt under the securities laws of the state of residence of the registered holder of the warrants. 2022, respectively.

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The following amounts were recorded in the Company's consolidated balance sheets relating to its operating lease and other supplemental information:

	December 31,	
	2023	2022
ROU assets	$ 324,238	$ 293,520
Lease liabilities:		
Current lease liabilities	$ 310,911	$ 169,275
Non-current lease liabilities	16,457	129,762
Total lease liabilities	$ 327,368	$ 299,037
Other supplemental information:		
Weighted average remaining lease term	1 year	2 years
Weighted average discount rate	10.50%	10.50%

The following table presents the lease payments relating to the Company's operating leases:

Fiscal Year	December 31, 2023
2024	$ 322,519
2025	16,457
Total lease payments	338,976
Less: imputed interest	(11,608)
Present value of operating lease liabilities	$ 327,368

Note 8 — Property and Equipment

The following table summarizes property and equipment:

	December 31,	
	2023	2022
Furniture and fixtures	$ 142,994	$ 29,930
Total Cost	142,994	29,930
Less: Accumulated depreciation	(15,855)	(3,207)
Property and Equipment, net	$ 127,139	$ 26,723

Depreciation expense was $12,648 and $3,207 for the years ended December 31, 2023 and 2022, respectively.

Note 9 — Accrued Expenses

The following table summarizes accrued expenses:

	December 31,	
	2023	2022
Accrued payroll	$ 516,754	$ 20,856
Accrued acquisition costs	440,164	—
Accrued professional services	172,700	—
Accrued taxes and licenses	124,250	—
Accrued legal	113,483	20,638
Accrued board fees	89,750	—
Accrued marketing	82,115	—
Accrued other	102,337	—
Total accrued expenses	**$ 1,641,553**	**$ 41,494**

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Note 10 — Convertible Promissory Notes

During the year ended December 31, 2023, the Company has agreed issued convertible promissory notes (the "Notes") in the total amount of $22,500,000 that accrue interest at the rate of 5% per annum until converted or paid in full upon maturity being December 31, 2024.

As described in Note 1, on July 19, 2023, the Company consummated the Business Combination and became a publicly-traded company at which time the balance under each Note converted automatically into shares of PSQ Common Stock at a conversion price per share based upon an implied $100 million fully diluted pre-money valuation, excluding the Notes.

The Notes are required to be recorded at their initial fair value on the date of issuance under ASC 480-10-25-14, and each consolidated balance sheet date thereafter. Changes in the estimated fair value of the Notes are recognized as soon non-cash gains or losses in the consolidated statements of operations.

The change in the fair value of the Notes measured with Level 3 inputs for the year ended December 31, 2023 is summarized as practicable, but in no event later than 15 business follows:

	Convertible Notes
Fair value as of January 1, 2023	$ -
Principal balance of convertible notes issued	22,500,000
Change in valuation inputs or other assumptions	14,571,109
Conversion of convertible notes	(37,071,109)
Fair value as of December 31, 2023	**$ -**

Note 11 — Warrant Liabilities

As part of Colombier's initial public offering ("IPO"), Colombier issued warrants to third-party investors where each whole warrant entitles the holder to purchase one share of the Company's common stock at an exercise price of $11.50 per share (the "Public Warrants"). Simultaneously with the closing of the IPO, Colombier completed the private sale of warrants where each warrant allows the holder to purchase one share of the Company's common stock at $11.50 per share. At December 31, 2023, there are 5,750,000 Public Warrants and 5,700,000 Private Placement warrants outstanding.

These warrants expire on the fifth anniversary of the Business Combination or earlier upon redemption or liquidation and are exercisable commencing 30 days after the closing of a Business Combination, it will use its commercially reasonable efforts to file with provided that the SEC a Company has an effective registration statement covering the issuance, under the Securities Act of the Class A common stock issuable upon exercise of the warrants. The Company will use its commercially reasonable efforts to cause the same to become effective within 60 business days after the closing of a Business Combination and to maintain the effectiveness of such registration statement, and a current prospectus relating thereto, until the expiration of the warrants in accordance with the provisions of the warrant agreement. If any such registration statement has not been declared effective by the 60th business day following the closing of a Business Combination, holders of the warrants will have the right, during the period beginning on the 61st business day after the closing of a Business Combination and ending upon such registration statement being declared effective by the SEC, and during any other period when the company fails to have maintained an effective registration statement covering the issuance of the shares of Class A common stock issuable upon exercise of the warrants and a current prospectus relating to them is available (or the Company permits holders to exercise such their warrants on a "cashless basis." Notwithstanding cashless basis under the above, if circumstances specified in the shares of Class A common stock are, at warrant agreement) and registered, qualified or exempt from registration under the time of any exercise of a warrant, not listed on a national securities, exchange such that they satisfy the definition of a "covered security" under Section 18(b)(1) or blue sky, laws of the Securities Act, state of residence of the holder.

Once the warrants become exercisable, the Company may at its option, require holders of Public Warrants who exercise their warrants to do so on a "cashless basis" in accordance with Section 3(a)(9) of redeem the Securities Act and, in the event the Company so elect, the Company will not be required to file or maintain in effect a registration statement, but will use its commercially reasonable efforts to register or qualify the shares under applicable blue sky laws to the extent an exemption is not available. outstanding warrants:

- in whole and not in part;
- at a price of $0.01 per warrant;
- upon not less than 30 days' prior written notice of redemption given after the warrants become exercisable to each warrant holder; and
- if, and only if, the reported last sale price of the Class A common stock equals or exceeds $18.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within a 30-trading day period commencing once the warrants become exercisable and ending three business days before the Company sends the notice of redemption to the warrant holders.

If and when the warrants become redeemable by the Company, the Company may exercise its redemption right even if it is unable to register or qualify the underlying securities for sale under all applicable state securities laws.

If the Company calls the The Public Warrants for redemption, management will have the option to require all holders that wish to exercise the Public Warrants to do so on a "cashless basis," as described in the warrant agreement. The exercise price and number of shares of Class A common stock issuable upon exercise of the warrants may be adjusted in certain circumstances, including in the event of a stock dividend, or recapitalization, reorganization, merger or consolidation. However, except as described below, the warrants will not be adjusted for issuance of Class A common stock at a price below its exercise price. Additionally, in no event will the Company be required to net cash settle the warrants. If the Company is unable to complete a Business Combination within the Combination Period and the Company liquidates the funds held in the Trust Account, holders of warrants will not receive any of such funds with respect to their warrants, nor will they receive any distribution from the Company's assets held outside of the Trust Account with the respect to such warrants. Accordingly, the warrants may expire worthless.

At December 31, 2022 and 2021, there are 5,700,000 Private Placement Warrants outstanding. The Private Placement Warrants are identical recognized as derivative liabilities in accordance with ASC 815. Accordingly, the Company recognized the warrant instruments as liabilities at fair value as of the Closing Date, with an offsetting entry to additional paid-in capital and adjusts the carrying value of the instruments to fair value through other income (expense) on the consolidated statement of operations at each reporting period until they are exercised. As of December 31, 2023,

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the Public Warrants underlying the Units sold in the Initial Public Offering, except that the Private Placement Warrants and the common stock issuable upon the exercise of the Private Placement Warrants will not be transferable, assignable or salable until 30 days after the completion of a Business Combination, subject to certain limited exceptions. Additionally, the Private Placement Warrants will be exercisable on a cashless basis and will be non-redeemable so long as they are held by the initial purchasers or their permitted transferees. If the Private Placement Warrants are held by someone other than the initial purchasers or their permitted transferees, the Private Placement Warrants will be redeemable by the Company and exercisable by such holders presented within warrant liabilities on the same basis as the Public Warrants. consolidated balance sheets.

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NOTE 9. INCOME TAX Note 12 — Related Parties

On August 25, 2023, the Company and its former Chief Operating Officer ("COO") entered into a separation and release of claims agreement (the "Separation Agreement") providing for the COO's departure from his position to pursue other business opportunities. The effective date of the COO's departure was August 25, 2023 (the "Separation Date"). Pursuant to the Separation Agreement, the COO is entitled to receive continued payment of his 2023 annual base salary for a period of 12 months, subject to his compliance with the Separation Agreement, including a release of claims in favor of the Company, certain restrictive covenants described below and the forfeiture to the Company by the COO of 1,704,223 shares of the Company's net deferred tax assets at December 31, 2022 Class A common stock. In addition, the Separation Agreement provides that the COO will not be granted further equity of the Company, including restricted stock units or earnout compensation; however, the COO remains eligible to receive certain earnout compensation as a former shareholder of PublicSq Inc. Subject to eligibility, the Separation Agreement provides for continued payment by the Company of the Company's share of COBRA premiums for the COO's health benefit coverage for a period of up to 12 months following the Separation Date. The Separation Agreement also provides for, among other things, non-disclosure and 2021 are as follows: non-solicitation obligations applicable to the COO and mutual non-disparagement obligations.

	December 31, 2022	December 31, 2021
Deferred tax assets		
Net operating loss carryforward	$ —	$ 35,810
Startup/Organization Expenses	414,684	141,779
Total deferred tax assets	414,684	177,589
Valuation Allowance	(414,664)	(177,589)
Deferred tax assets	$ —	$ —

The income tax provision for In June 2023, the year ended December 31, 2022 Company signed a consulting agreement with a board member to provide advisory services to EveryLife. In exchange the board member receives $10,000 per month plus expenses and for 40,000 RSUs to vest at the period from February 12, 2021 (inception) through December 31, 2021 consists completion of the following: consulting agreement, subject to board approval. Effective November 2023, the agreement was changed to vest 120,000 RSUs versus 40,000 RSUs, subject to board approval which occurred in January 2024, as well as increasing the monthly flat fee from $10,000 to $30,000. As of December 31, 2023, the Company has incurred and paid $188,801 relating to this agreement.

	December 31, 2022	For the Period From February 12, 2021 (Inception) Through December 31, 2021
Federal		
Current	$ 434,898	$ —
Deferred	(166,071)	(177,589)
State and Local		
Current	89,879	—
Deferred	(71,024)	—
Change in valuation allowance	237,095	177,589
Income tax provision	$ 524,777	$ —

In August 2023, the Company signed a one-year strategic consulting agreement with a consulting company that is controlled by a board member. The consulting company was engaged by the Company to provide strategic advice and assistance to the Company in connection with capital markets strategy, acquisition strategy, investor relations strategy, and other strategic matters for a fixed fee of $80,000 per month plus expenses. As of December 31, 2022 December 31, 2023, the Company has incurred and 2021, paid $360,000 relating to this agreement.

In December 2023, the Company signed another agreement with the same strategic consulting company that is controlled by a board member. The consulting company was engaged by the Company to provide merger and acquisitions advice in connection with its potential acquisition. The term of the agreement was the earlier of twelve months or the consummation of the acquisition. The fees for these services is $150,000 payable promptly at the

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closing of an acquisition and Class A stock in the Company of 4% of the gross enterprise value or total consideration paid with respect to an acquisition. As of December 31, 2023, the Company had $0 and $170,524 of U.S. federal net operating loss carryovers, respectively, available not incurred or paid anything relating to offset future taxable income, which do not expire. this agreement.

In assessing Note 13 — Share-Based Compensation
On July 25, 2023, the realization Board of Directors of the deferred tax assets, management considers whether Company approved the PSQ Holdings, Inc. 2023 Stock Incentive Plan as well as the 2023 Employee Stock Purchase Plan, whereby it may grant to certain employees, consultants and advisors an award, such as (a) incentive stock options, (b) non-qualified stock options, (c) restricted stock and (d) RSUs, of the Company.
2023 Stock incentive plan
Awards may be made under the Plan for up to such number of shares of Class A common stock, $0.0001 par value per share, of the Company (the "***Class A Common Stock***") as is more likely than not that some portion equal to the sum of:
(A) a number of shares of Class A Common Stock equal to fifteen percent (15%) of the outstanding shares of all classes of Company common stock, $0.0001 par value per share ("*Company Common Stock*"), determined immediately following the closing of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which temporary differences representing net future deductible amounts become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. After consideration of all of the information available, management believes that significant uncertainty exists with respect to future realization of the deferred tax assets and has therefore established a full valuation allowance. For the year ended December 31, 2022, the change in the valuation allowance was $237,095. For the period from February 12, 2021 (inception) through December 31, 2021, the change in the valuation allowance was $177,589. Merger Agreement.

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A reconciliation (B) an annual increase to be added on the first day of each fiscal year, commencing on January 1, 2024 and continuing for each fiscal year until, and including, January 1, 2033, equal to the lesser of (i) 5% of the federal income tax rate outstanding shares of all classes of Company Common Stock on such date and (ii) the number of shares of Class A Common Stock determined by the Board.

2023 Employee Stock Purchase plan

The purpose of this plan is to provide eligible employees opportunities to purchase shares of the Company's Class A common stock. For this purpose, the Board approved 600,000 shares of Class A Common stock, plus an annual increase to be added on the first day of each fiscal year, commencing on January 1, 2024 and continuing for each fiscal year until, and including, January 1, 2033, equal to the Company's effective tax rate at December 31, 2022 least of (i) 425,000 shares of Class A Common Stock, (ii) 1% of the outstanding shares of all classes of Company common stock, $0.0001 par value per share, on such date and 2021 is as follows: (iii) a number of shares of Class A Common Stock determined by the Board.

	December 31, 2022	December 31, 2021
Statutory federal income tax rate	21.0 %	21.0 %
State taxes, net of federal tax benefit	4.34 %	— %
Prior year true up	(0.58)%	— %
Change in fair value of warrants	(20.26)%	(27.57)%
Penalties on franchise tax obligations	0.05 %	—
Other permanent differences	— %	1.85 %
Valuation allowance	3.80 %	4.80 %
Effective tax rate	8.35 %	0.00 %

Restricted Stock Units

As of December 31, 2022 and 2021, the Company's deferred tax asset had a full valuation allowance recorded against it. Our effective tax rate was 8.35% and 0.00% for the years ended December 31, 2022 and 2021, respectively. The effective tax rate differs from the statutory tax rate of 21% for the years ended December 31, 2022 and 2021, due to changes in fair value in warrant liabilities, the valuation allowance on the deferred tax assets, a prior year true up, and penalties on franchise tax obligations. The Company files income tax returns in the U.S. federal jurisdiction and is subject to examination by the various taxing authorities. The Company's tax returns for

During the year ended December 31, 2022 December 31, 2023, the Company issued RSU's under the 2023 Stock Incentive Plan to employees, advisors, and 2021 remain open and subject board of directors. Each RSU entitles the recipient to examination.

NOTE 10. FAIR VALUE MEASUREMENTS

one share of our common stock upon vesting. The Company follows the guidance in ASC 820 for its financial assets and liabilities that are re-measured and reported at fair value at each reporting period, and non-financial assets and liabilities that are re-measured and reported at fair value at least annually.

The fair value of the Company's financial assets and liabilities reflects management's estimate of amounts that the Company would have received in connection with the sale of the assets or paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. In connection with measuring measures the fair value of its assets RSUs using the stock price on the date of grant.

Share-based compensation expense for RSUs is recorded ratably over their vesting period.

A summary of the activity with respect to, and liabilities, status of, RSUs during the year ended December 31, 2023 is presented below:

	Number of RSUs	Weighted Average Grant Date Value
Unvested as of January 1, 2023	-	
Granted	2,462,989	$ 8.88
Forfeited	(108,000)	$ 10.12
Vested	(699,447)	$ 6.98
Unvested as of December 31, 2023	1,655,542	$ 9.61

During the year ended December 31, 2023, the Company seeks recorded $5,030,638 of share-based compensation expense, related to maximize RSUs. As of December 31, 2023, unrecognized compensation cost related to the use grant of observable inputs (market data obtained from independent sources) RSUs was approximately $21,406,000. Unvested outstanding RSUs as of December 31, 2023 had a weighted average remaining vesting period of 2.32 years.

Share based compensation relating to earnout

As mentioned in Note 1, certain executive officers, employees and service providers of PSQ will be entitled to minimize receive up to 3,000,000 shares of Class A Common Stock (the "Earnout Shares") in the use of unobservable inputs (internal assumptions about how market participants would price assets and liabilities). The following fair value hierarchy is used to classify assets and liabilities based event certain trading price-based metrics are satisfied during the five (5)-year period commencing on the observable inputs date of the Closing and unobservable inputs used ending on the fifth anniversary thereof (the "Earnout Period"), or, if earlier, upon the occurrence of a change of control transaction (as defined in order to value the assets and

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liabilities: Merger Agreement) during the Earnout Period with an implied per share price that exceeds the relevant trading price-based metrics. Specifically, Earnout Shares will be earned if one or more of the three (3) triggering events described below occurs:

Level 1: Quoted prices in active markets the event that, and upon the date during the Earnout Period on which, the volume-weighted average trading price of Class A Common Stock quoted on the New York Stock Exchange ("NYSE") (or such other exchange on which the shares of Class A Common Stock are then listed) for identical assets any twenty (20) trading days within any thirty (30) consecutive trading day period (the "Earnout Trading Price") is greater than or liabilities. An active market for equal to $12.50, the Participating Equity Holders will be entitled to receive an asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2: Observable inputs other than Level 1 inputs. Examples aggregate of Level 2 inputs include quoted prices in active markets for similar assets or liabilities and quoted prices for identical assets or liabilities in markets that are not active.

Level 3: Unobservable inputs based on our assessment of the assumptions that market participants would use in pricing the asset or liability. 1,000,000 Earnout Shares;

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- in the event that, and upon the date during the Earnout Period on which, the Earnout Trading Price is greater than or equal to $15.00, the Participating Equity Holders will be entitled to receive an aggregate of 1,000,000 additional Earnout Shares; and
- in the event that, and upon the date during the Earnout Period on which, the Earnout Trading Price is greater than or equal to $17.50, the Participating Equity Holders will be entitled to receive an aggregate of 1,000,000 additional Earnout Shares.

In accordance with ASC 718, these are awards granted with a market condition. The effect of this market condition was reflected in the grant-date fair value of an award. The fair value of the earnout shares was estimated using a Monte Carlo simulation utilizing assumptions related to the contractual term of the instruments, estimated volatility of the price of the Common Stock and current interest rates. Below are the key assumptions used in valuing the earnout shares:

	As of 7/19/2023
PSQH Stock Price	$ 9.08
Volatility	40.0%
Risk free rate of return	4.6%
Expected term (in years)	4.8 years

During the year ended December 31, 2023, the Company recorded $1,675,781 of share-based compensation expense, related to the earnout shares. As of December 31, 2023, unrecognized compensation cost related to the earnout shares was approximately $15,874,000.

During the year ended December 31, 2023, the Company recorded the following share-based compensation expense, related to RSUs and earnout shares:

	For the year ended December 31, 2023
Cost of sales	$ 20,106
General and administrative expenses	2,762,361
Transaction incurred in connection with the Business Combination	708,400
Research and development	579,263
Sales and marketing	2,636,289
	$ 6,706,419

Note 14 — Stockholders' Equity

Preferred Stock

The Company is authorized to issue 50,000,000 shares of $0.0001 par value preferred stock. At December 31, 2023 and December 31, 2022, there were no shares of preferred stock issued or outstanding.

Common Stock

Class A Common Stock

The Company is authorized to issue 500,000,000 shares of $0.0001 par value Class A Common Stock. As of December 31, 2023 and 2022, the Company had 24,410,075 and 11,806,007 shares of Class A common stock issued, and outstanding, respectively.

Each share of Class A Common Stock has one vote and has similar rights and obligations.

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Class C Common Stock

The Company is authorized to issue 40,000,000 shares of $0.0001 par value Class C Common Stock. As of December 31, 2023 and 2022, the Company had 3,213,678 shares of Class C common stock issued, and outstanding.

Each share of the Company's Class C Common Stock entitles its holder, initially the CEO, to a number of votes per share (rounded up to the nearest whole number) equal to (a) the aggregate number of outstanding shares of Class A Common Stock entitled to vote on the applicable matter as of the applicable record date plus 100, divided by (b) the aggregate number of outstanding shares of Class C Common Stock (the "Per Share Class C Voting Power").

Note 15 — Fair Value Measurements

We account for certain assets and liabilities at fair value and classify these assets and liabilities within the fair value hierarchy (Level 1, Level 2, or Level 3).

Assets and liabilities subject to fair value measurements are as follows:

	As of December 31, 2023			
	Level 1	**Level 2**	**Level 3**	**Total**
Assets				
Cash and cash equivalents - Money market	$ 10,301,371	$ -	$ -	$ 10,301,371
Liabilities				
Warrant liabilities – Public Warrants	$ 4,715,000	$ -	$ -	$ 4,715,000
Warrant liabilities – Private placement warrants (1)	-	-	5,415,000	5,415,000
Earnout liabilities (2)	-	-	660,000	660,000
Total liabilities	**$ 4,715,000**	**$ -**	**$ 6,075,000**	**$ 10,790,000**

(1) Private Placement Warrants were estimated using a Black-Scholes option pricing model utilizing assumptions related to the contractual term of the instruments, estimated volatility of the price of the Common Stock and current interest rates.

(2) The fair value of the earnout liabilities was estimated using Monte Carlo simulation utilizing assumptions related to the contractual term of the instruments, estimated volatility of the price of the Common Stock and current interest rates.

The following table presents information about the Company's assets that are measured at changes in fair value on a recurring basis at December 31, 2022 and 2021, and indicates the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value: private placements warrants:

Description	**Level**	**December 31, 2022**	**Level**	**December 31, 2021**
Assets:				
Marketable securities held in Trust Account	1	$ 174,948,027	1	$ 172,506,512
Liabilities:				
Warrant liability – Public Warrants	1	$ 517,500	1	$ 3,051,191
Warrant liability – Private Placement Warrants	3	513,000	3	3,032,325

	For the year ended December 31, 2023
Liability at beginning of the period	$ —
Assumed in the Business Combination	4,408,250
Change in fair value	1,006,750
Balance as of December 31, 2023	$ 5,415,000

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The Warrants were accounted for as liabilities in accordance with ASC 815-40 and are presented within warrant liabilities in the accompanying balance sheets. The warrant liabilities are measured at fair value at inception and on a recurring basis, with changes in fair value presented within the statements of operations.

The Warrants were valued using a binomial lattice model, which is considered to be a Level 3 fair value measurement. The binomial lattice model's primary unobservable input utilized in determining the fair value of the Warrants is the expected volatility of the common stock. The expected volatility as of the Initial Public Offering date was derived from observable public warrant pricing on comparable 'blank-check' companies without an identified target. For periods subsequent to the detachment of the Public Warrants from the Units, the close price of the Public Warrant price will be used as the fair value as of each relevant date.

The following table provides quantitative information regarding Level 3 fair value measurements:

	December 31, 2022	December 31, 2021
Stock price	$ 9.94	$ 9.64
Exercise price	$ 11.50	$ 11.50
Expected term (in years)	4.50	5.00
Volatility	10.60%	11.40%
Risk-free rate	4.68%	1.23%
Dividend yield	0.00%	0.00%

The following contains additional information regarding the other inputs used in the pricing model:

- Term – the expected life of the warrants was assumed to be equivalent to their remaining contractual term.
- Risk-free rate – the risk-free interest rate is based on the U.S. treasury yield curve in effect on the date of valuation equal to the remaining expected life of the Warrants.
- Dividend yield – the dividend yield percentage is zero because the Company does not currently pay dividends, nor does it intend to do so during the expected term of the Private Placement Warrants.

The following table presents the changes in the fair value of Level 3 warrant liabilities the earnout liabilities:

	For the year ended December 31, 2023
Liability at beginning of the period	$ —
Assumed in the Business Combination	2,400,000
Change in fair value	(1,740,000)
Balance as of December 31, 2023	$ 660,000

Note 16 — Segments

The Company routinely evaluates whether its operating and reportable segments continue to reflect the way the CODM evaluates the business. The determination is based on: (1) how the Company's CODM evaluates the performance of the business, including resource allocation decisions, and (2) whether discrete financial information for each operating segment is available. The Company considers the chief executive officer to be its CODM.

As of December 31, 2023, the Company's operating and reportable segments include:

- **Marketplace:** PSQ has created a marketplace platform to access consumers that are drawn to patriotic values. The Company generates revenue from advertising and eCommerce transactions.
- **Brands:** The first wholly-owned brand is EveryLife, Inc., which generates revenue from online sales of diapers and wipes.

The CODM measures and evaluates the Company's performance based on Segment gross revenue, Segment gross profit margin and Segment operating income.

Segment performance, as defined by the Company, is not necessarily comparable to other similarly titled captions of other companies.

The following tables set forth the Company's revenues, net and adjusted EBITDA for the year years ended December 31, 2022 December 31, 2023 and 2021: 2022:

	Private Placement	Public	Warrant Liabilities
Fair value as of December 31, 2021	$ 3,032,325	—	$ 3,032,325
Change in fair value	(2,519,325)	—	(2,519,325)
Fair value as of December 31, 2022	$ 513,000	—	$ 513,000

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	For the years ended December 31,	
	2023	2022
Revenues, net:		
Marketplace		
Advertising and eCommerce sales	$ 2,987,406	$ 475,175
Brands		
Product sales	3,185,931	-
Returns and discounts	(487,350)	-
Total Brand revenues, net	2,698,581	-
Total revenues, net	$ 5,685,987	$ 475,175

	Private Placement	Public	Warrant Liabilities
Fair value as of February 12, 2021 (inception)	$ —	$ —	$ —
Initial measurement on June 11, 2021	5,092,500	4,750,000	9,842,500
Over allotment on July 1, 2021	436,500	712,500	1,149,000
Change in fair value	(2,496,675)	(2,411,309)	(4,907,984)
Transfer to Level 1	—	(3,051,191)	(3,051,191)
Fair value as of December 31, 2021	$ 3,032,325	—	$ 3,032,325

	2023			2022	
	Marketplace	Brands	Total	Marketplace	Total
Revenues, net	$ 2,987,406	$ 2,698,581	$ 5,685,987	$ 475,175	$ 475,175
Segment cost of sales – services	$ 1,829,066	$ —	$ 1,829,066	$ 716,102	$ 716,102
Segment cost of goods sold	$ —	$ 1,969,147	$ 1,969,147	$ —	$ —
Segment Gross Profit	$ 1,158,340	$ 729,434	$ 1,887,774	$ (240,927)	$ (240,927)
Segment Gross Profit Margin	39%	27%	33%	(51)%	(51)%
Adjusted EBITDA	$ (21,602,494)	$ (1,906,208)	$ (23,508,702)	$ (6,254,330)	$ (6,254,330)
Depreciation and amortization	$ 2,324,039	$ 118,667	$ 2,442,706	$ 842,185	$ 842,185

Transfers to/from Levels 1, 2 and 3 are recognized at

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	For the years ended December 31,	
	2023	2022
Adjusted EBITDA	$ (23,508,702)	$ (6,254,330)
Transaction costs incurred in connection with the Business Combination	(6,845,777)	-
Transaction costs incurred in connection with potential acquisitions	(550,792)	-
Share-based compensation (exclusive of what is included in transaction costs above)	(5,998,019)	-
Depreciation and amortization	(2,442,706)	(842,195)
Other income, net	340,807	118,158
Change in fair value of warrant liabilities	(1,313,500)	-
Change in fair value of earnout liabilities	1,740,000	-
Change in fair value of convertible notes	(14,571,109)	-
Income tax expense	(1,945)	(800)
Interest expense, net	(177,444)	591
Net loss	$ (53,329,187)	$ (6,978,576)

No asset information has been disclosed as the end of the reporting period in which a change in valuation technique or methodology occurs. There was $3,051,191 transferred out of Level 3 to Level 1 for the period from February 12, 2021 (inception) through December 31, 2021. There were no transfers during the year ended December 31, 2022. CODM does not regularly review asset information by reportable segment.

Note 17 — Commitments and Contingencies

Advertising Commitment

In October 2023, the Company entered into a one-year advertising agreement with a media group for the purpose of promoting the Company and its services on a national platform. In connection with this agreement, the Company committed to pay $1,000,000 in six equal installments. As of December 31, 2023, the Company has recorded and paid $166,667 of this commitment.

Other Legal Matters

From time to time in the ordinary course of business, the Company may be subject to various claims, charges, and litigation. At December 31, 2023 and 2022, the Company did not have any pending claims, charges or litigation that were expected to have a material adverse impact on its financial position, results of operations or cash flows.

Note 18 — Income Taxes

The following represents the components of the Company's deferred tax assets and liabilities at December 31, 2023 and 2022 the balances were approximately as follows:

	December 31,	
	2023	2022
Sec 174 Cost – Domestic and Foreign	$ 1,320,000	$ 1,045,000
Net operating Loss – Federal and State	5,686,000	1,292,000
Share-based compensation	1,345,000	—
Depreciation and amortization	656,000	248,000
Credit - State	65,000	71,000
Other, net	(10,000)	2,000
Total deferred tax asset	9,062,000	2,658,000
Less: Valuation Allowance	(9,062,000)	(2,658,000)
Net deferred tax asset	$ —	$ —

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NOTE 11. SUBSEQUENT EVENTS

As of December 31, 2023 and 2022, the Company had federal net operating loss carryforwards of approximately $26.1 million and $3.1 million, respectively, which may be available to reduce future taxable income, and may be carried forward indefinitely. At December 31, 2023 and 2022, the Company had approximately $14.3 million and $8.4 million of combined state NOLs respectively, which some expire between 2041 and 2042 and others indefinitely. Section 382 of the Internal Revenue Code ("Section 382"), imposes limitations on a corporation's ability to utilize its NOL, if it experiences an "ownership change." The Company has not completed a Section 382 study at this time; however, should a study be completed certain NOLs may be subject to such limitations. Any future annual limitation may result in the expiration of NOLs before utilization. In addition, the Company had California research and development tax credit carryforwards of $82 thousand available to reduce future tax liabilities. These unused research tax credit can be carried forward indefinitely until utilized, respectively.

In accordance with FASB ASC Topic 740, Accounting for Income Taxes, the Company has evaluated the positive and negative evidence bearing upon the realizability of its deferred tax assets, which are comprised principally of net operating loss carryforwards. The Company evaluated subsequent events has determined that it is more likely than not that the Company will not recognize the benefits of federal and transactions that occurred after state deferred tax assets and, as a result, a full valuation allowance of $9.1 million and $2.7 million has been established at December 31, 2023 and 2022, respectively. The valuation allowance increased by $6.4 million during the balance sheet date up to year ended December 31, 2023.

A reconciliation of income tax (expense) benefit at the date that statutory federal income tax rate and income taxes as reflected in the financial statements were issued. Based upon this review, are as follows:

	For the years ended December 31,	
	2023	2022
Federal tax expense	21.0%	21.0%
State tax expense, net of federal benefit	0.9%	6.7%
Permanent differences	(8.3)%	(1.0)%
Impact from rate change	(1.2)%	—%
Change in valuation allowance	(11.7)%	(28.1)%
Other difference	(0.7)%	1.4%
	0.0%	0.0%

The Company had no unrecognized tax benefits or related interest and penalties accrued for the years ended December 31, 2023 and 2022.

The Company is subject to U.S. federal income tax and California state income tax. The statute of limitations for assessment by the IRS and state tax authorities is open for the tax years since its inception; currently, no federal or state income tax returns are under examination by the respective taxing authorities.

The Company paid California minimum taxes of $1,945 and $800 for the years ended December 31, 2023 and 2022, respectively.

Note 19 — Subsequent Events

In February 2024, the Company did not identify any subsequent events that would have required adjustment or disclosure in entered into an amendment to the financial statements. consulting agreement with a board member to provide advisory services to EveryLife. The agreement changed to vest 60,000 RSUs instead of 120,000 RSUs, as well as decreasing the monthly flat fee from $30,000 to $15,000.

Pursuant to our Investment Management Trust Agreement dated June 8, 2021, in January In August 2023, the Company withdrew $1,000,000 signed a one-year strategic consulting agreement with a consulting company that is controlled by a board member. The consulting company was engaged by the Company to provide strategic advice and $389,298 assistance to the Company in connection with capital markets strategy, acquisition strategy, investor relations strategy, and other strategic matters for a fixed fee of $80,000 per month plus expenses. Effective January 1, 2024, the fixed fee will decrease from the trust account for fiscal year 2022 working capital purposes and fiscal year 2021 and fiscal year 2022 tax obligations, respectively. Additionally, in March 2023, we withdrew $1,000,000 from the Trust Account for fiscal year 2023 working capital purposes. $80,000 to $60,000 monthly.

Agreement On March 13, 2024, the Company entered into a note purchase agreement for a 9.75% convertible note agreement for $10,000,000 invested by a board member and Plan his affiliates. Terms for the note were priced based on notes exchanged as part of Merger the Credova transaction. The funds are currently held in escrow and the investment is subject to stockholder approval of the issuance of the underlying shares as part of the Company's annual shareholder meeting.

Credova Merger Agreement

On February 27, 2023 March 13, 2024, the Company entered into an Agreement agreement and Plan plan of Merger merger (the "Merger "Credova Merger Agreement") by and among the Company, Colombier-Liberty Acquisition, with Cello Merger Sub, Inc., a Delaware corporation and a wholly owned our wholly-owned subsidiary of the Company ("Merger Sub" and, together with PSQ, the "Buyer Parties"), the Sponsor, in the capacity as Purchaser representative (solely for purposes of certain sections of the Merger Agreement), and PSQ Credova Holdings, Inc., a Delaware corporation ("PSQ" Credova"). Pursuant to , and Samuel L. Paul, in the capacity as the Seller Representative in accordance with the terms of the Credova Merger Agreement a business combination between the Company and PSQ (the "Merger" ("Credova Merger") will be effected and the name of the Company will be changed to "PSQ Holdings, Inc." For more information, please see the Current Report on Form 8-K filed with the SEC on February 28, 2023.

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In connection with the execution of the Merger Agreement, certain agreements were entered. The Sponsor entered into a support agreement (the "Sponsor Support Agreement"), pursuant to which it has agreed that it will (i) fully comply with, and perform all of the obligations, covenants and agreements set forth in that certain letter agreement, dated June 8, 2021, between the Company and Sponsor (the "Insider Letter"); (ii) waive the anti-dilution rights with respect to the Sponsor's Founder Shares that are triggered upon the conversion of the Founder Shares into Colombier Class A Common Stock upon the consummation of the Merger; (iii) waive any claims it has or may have against the Company, PSQ and each of their affiliates with respect to any claims occurring (or any circumstances existing) prior to Closing (as defined in the Merger Agreement) (subject to certain exceptions); (iv) forfeit one percent of the Colombier Class B Common Stock and warrants to purchase Colombier Class A common stock held by the Sponsor for every one percent of redemptions in excess of an amount of shares equal to eighty percent of the sum of (a) the number of shares of Colombier Class A common stock issued and outstanding immediately prior to the Effective Time (as defined in the Merger Agreement), plus (b) the result of (i) the aggregate proceeds raised in any Permitted Financing (as defined in the Merger Agreement), divided by (ii) $10.00. Pursuant to the Sponsor Support Agreement, the Company has agreed to enforce the Insider Letter in accordance with its terms, and not to amend, modify or waive any provision of the Insider Letter without the prior written consent of PSQ.

Certain stockholders of PSQ (the "PSQ Holders") entered into support agreements (the "Company Support Agreements"), pursuant to which such stockholders agreed, among other things, to vote all shares of capital stock of PSQ beneficially owned by the PSQ Holders (the "PSQ Shares") in favor of the Merger and related transactions. Such PSQ Holders also agreed to take certain other actions in support of the Merger Agreement and related transactions (and any actions required in furtherance thereof) and refrain from taking actions that would adversely affect such PSQ Holders' ability to perform their obligations under the Company Support Agreement. Pursuant to the Company Support Agreements, the PSQ Holders also agreed not to transfer the PSQ Shares during the period from and including the date of the Company Support Agreement and the first to occur of the date of Closing or the date on which the Company Support Agreement is terminated, except for certain permitted transfers where the recipient also agrees to comply with the Company Support Agreement.

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Certain PSQ Holders have agreed, Credova assists consumers, lenders, and retailers in offering point-of-sale financing products. Credova has developed and maintains an internet-based proprietary retail finance platform and related application programming interfaces (“APIs”) through which Credova, certain FDIC and NCUA insured financial institutions, and other financial institutions authorized by Credova (each a “Financing Partner”), and merchants can dynamically offer certain financing products (collectively, the “Services”).

Pursuant to the Credova Merger Agreement, on March 13, 2024, the transactions which are the subject of the Credova Merger Agreement were consummated (the “Closing”) and Merger Sub merged with and into Credova (the “Merger”), with Credova surviving as a wholly-owned subsidiary of PSQ. In connection with the Merger, each share of Credova was converted into the right to receive newly-issued shares of our Class A common stock (“Class A Common Stock”), delivered to the Credova stockholders at the Closing (“Credova Stockholders”).

As consideration for the Merger, Credova stockholders received 2,920,993 newly-issued shares of Class A Common Stock (the “Consideration Shares”). A number of Consideration Shares equal to ten percent (10%) of the Consideration Shares (the “Escrow Shares”) was placed in an escrow account for indemnity claims made under the Credova Merger Agreement. Assuming they are not subject to indemnity claims, the Escrow Shares remaining in escrow upon the 12-month anniversary of the Closing will be released and distributed pro rata to the former stockholders of Credova.

Prior to the execution of the Credova Merger Agreement, Credova, PSQ and certain customary exceptions, not holders of outstanding subordinated notes (“Subdebt Notes”) issued by Credova (the “Participating Noteholders”) entered into a Note Exchange Agreement (the “Note Exchange Agreement”) pursuant to (i) sell, offer which, immediately prior to sell, contract or agree to sell, pledge or otherwise dispose the Closing, the Participating Noteholders delivered their subdebt notes of directly or indirectly, any Credova for cancellation,, in exchange for newly-issued replacement notes issued by PSQ, convertible into shares of Class A Common Stock (the “Replacement Notes”). The Replacement Notes have 9.75% simple interest per annum and ten-year maturity dates.

Pursuant to the Company’s common stock held by them and issued as Merger Consideration (such shares, together with any securities convertible into or exchangeable for or representing the rights to receive shares terms of the Company acquired during the Lock-Up Period, as defined below, the “Lock-Up Shares”), (ii) enter into a transaction that would have the same effect, (iii) enter into Replacement Notes, at any swap, hedge or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Lock-Up Shares or otherwise, or engage in any short sales or other arrangement with respect to the Lock-Up Shares, or (iv) publicly announce any intention to do any of the foregoing until the date that is one year time after the Closing, Participating Noteholders may elect to convert their Replacement Notes into a number of shares of Class A Common Stock equal to the quotient obtained by dividing (x) the outstanding principal amount of the Replacement Note to be converted plus accrued and unpaid interest by (y) 4.63641, subject to adjustment for stock splits and other similar transactions (the period from the Effective Time until such date, the “Lock-Up Period” “Conversion Price”). Such restrictions will lapse At any time, the Company may call the Replacement Notes for a cash amount equal to accrued interest plus (i) between the Closing and the first anniversary of the Closing, 120% of the then outstanding principal amount, (ii) between the first anniversary and the second anniversary of the Closing, 105% of the then outstanding principal amount and (iii) after the second anniversary of the Closing, the then outstanding principal amount of the Replacement Note. Further, the Replacement Notes permit the Company, in its discretion, to require conversion of the Replacement Notes into shares of Class A Common Stock if commencing on the 150th day following Closing, the daily volume-weighted average trading price of one share of the Company Class A common stock quoted Common Stock exceeds 140% of the Conversion Price on the NYSE (or such other exchange on which the shares each of Class A common stock are then listed) for any twenty at least ten consecutive trading days within any thirty consecutive during the twenty trading day period prior to notice of such required conversion.

The Credova Merger meets the criteria to be accounted for as a business combination and will be accounted for using the acquisition method of accounting, with the Company being treated as the accounting acquirer. Under the acquisition method of accounting, the assets and liabilities of Credova and its subsidiaries will be recorded at their respective fair values as of the date of completion of the Credova Merger and added to the Company’s and the difference between the fair value of the consideration paid for the acquired entity and fair value of the net assets acquired will be recorded as goodwill. We have not yet completed the purchase accounting for the Credova Merger, including determining the preliminary fair value of the assets acquired and liabilities assumed. The preliminary purchase price allocation is greater than or equal expected to $12.00. be completed in the first quarter of fiscal year 2024 and is subject to change for up to one year subsequent to the closing date of the Credova Merger. Determining the fair value of the assets and liabilities of Credova requires judgment and certain assumptions to be made.

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The Merger Agreement may be terminated at any time prior SIGNATURES

Pursuant to the Effective Time requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by either the Company or PSQ if undersigned, thereunto duly authorized.

PSQ Holdings, Inc.

Date: March 14, 2024

/s/ Bradley Searle

Name: Bradley Searle

Title: Chief Financial Officer

(Principal Financial and Accounting Officer)

Pursuant to the Merger requirements of the Securities Exchange Act of 1934, as amended, this Report has been signed below by the following persons on behalf of the Registrant in the capacities and related transactions are not consummated on or before September 11, 2023 (the "Outside Date"), provided that the Company may extend the Outside Date for an additional period ending on the earlier of (A) the last date for the Company to consummate its Business Combination pursuant to an extension granted pursuant to the Company's organizational documents and (B) December 31, 2023. dates indicated.

The terms of the Company's Charter provide a time period to complete an initial business combination (a "Completion Window") of 24 months from the date of closing of the Company's Initial Public Offering (the "IPO Date") or 27 months from the IPO Date if the Company has entered into a letter of intent, agreement in principle or definitive agreement for an initial business combination within 24 months from the IPO Date (such additional three-month period of the Completion Window, as incorporated into the terms of the Company's Charter, the "Automatic Three Month Extension"). As previously disclosed in the Company's Current Report on Form 8-K dated and filed with the SEC on February 27, 2023 relating to the Company's entry into the Merger Agreement and other transaction documents with PSQ, as a result of the Company's entering into the Merger Agreement with PSQ on February 27, 2023 (prior to the 24-month anniversary of the IPO Date), the Company's Completion Window has been automatically extended from June 11, 2023 to September 11, 2023, in accordance with the terms of the Company's Charter.

Other Agreements

In connection with the proposed business combination which is the subject of the Merger Agreement (the "PSQ Business Combination"), the Company and the Representative of the Company's underwriters for its Initial Public Offering (the "UW Representative"), agreed, pursuant to a letter agreement dated March 9, 2023, that the Company, in its discretion, could reallocate a portion of the "Deferred Discount," as such term is defined in the Underwriting Agreement, dated June 8, 2021, entered into by the Company and the UW Representative, as representative of the underwriters in connection with the Initial Public Offering, to one or more third parties not participating in the Initial Public Offering, provided that the UW Representative is paid at least an agreed minimum amount of the Deferred Discount at the closing, if any, of the PSQ Business Combination.

The Company has not engaged and does not intend to engage Farvahar Capital to provide financial or other advisory services to the Company in connection with the PSQ Business Combination and, since inception, Farvahar Capital has not received, and is not expected to receive, any fees, commissions or reimbursements of any expenses from the Company and has not and is not expected to provide any advisory or other services to the Company in connection with the PSQ Business Combination or otherwise (as previously disclosed, our Sponsor, an affiliate of Farvahar Capital, entered into an Administrative Support Agreement, dated June 8, 2021, with the Company, pursuant to which the Company has paid our Sponsor for office space and administrative and support services, as described in Item 13. Certain Relationships and Related Transactions, and Director Independence — Administrative Support Agreement).

Signature	Title	Date
/s/ Michael Seifert	President, Chief Executive Officer and Chairman of the Board	March 14, 2024
Michael Seifert	(Principal Executive Officer)	
/s/ Bradley Searle	Chief Financial Officer and Treasurer	March 14, 2024
Bradley Searle	(Principal Financial Officer and Principal Accounting Officer)	
/s/ Omeed Malik	Director	March 14, 2024
Omeed Malik		
/s/ Nick Ayers	Director	March 14, 2024
Nick Ayers		
/s/ Blake Masters	Director	March 14, 2024
Blake Masters		
/s/ Davis Pilot III	Director	March 14, 2024
Davis Pilot III		
/s/ James Rinn	Director	March 14, 2024
James Rinn		
/s/ Kelly Loeffler	Director	March 14, 2024
Kelly Loeffler		

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Exhibit 14.1 4.1

COLOMBIER ACQUISITION CORP.DESCRIPTION OF THE REGISTRANT'S SECURITIES

Code of Conduct and Ethics

I. Introduction

Colombier Acquisition Corp. (the "Company") requires the highest standards of professional and ethical conduct from its employees, officers and directors. Our reputation for honesty and integrity is key to the success of its business. The Company intends that its business practices will comply with the laws of all of the jurisdictions in which it operates and that honesty, integrity and accountability will always characterize the Company's business activity. No employee, officer or director may achieve results through violations of laws or regulations or unscrupulous dealings.REGISTERED PURSUANT TO SECTION 12 OF THE

This CodeSECURITIES EXCHANGE ACT OF 1934

The following summary of Conduct the capital stock of PSQ Holdings, Inc. does not purport to be complete and Ethics is qualified in its entirety by reference to our restated certificate of incorporation (the "Code**Charter**,") reflects and amended and restated bylaws (the "**Bylaws**"), each of which are incorporated by reference as an exhibit to the Company's commitment Annual Report on Form 10-K (the "**Annual Report**") of which this Exhibit is a part, and certain provisions of Delaware law, including the General Corporation Law of the State of Delaware, as amended ("**DGCL**"). Unless the context requires otherwise, all references to the "Company," "PSQ," "we," "our," and "us" in this culture Exhibit refer to PSQ Holdings, Inc.

DESCRIPTION OF SECURITIES

The following summary of honesty, integrity the material terms of our securities and accountability is not intended to be a complete summary of the rights and outlines the basic principles and policies with which all employees, officers and directors are expected to comply. Therefore, we expect preferences of such securities. We urge you to read this Code thoroughly our Charter and carefully. Bylaws in their entirety for a complete description of the rights and preferences of our securities.

In addition to following this Code in all aspects General

Our authorized capital stock consists of your business activities, you are expected to seek guidance in any situation where there is a question regarding compliance issues, whether 590,000,000 shares of common stock, $0.0001 par value per share, consisting of (i) 500,000,000 shares of Class A Common Stock, par value $0.0001 per share (the "**Class A Common Stock**") and (ii) 40,000,000 shares of Class C Common Stock, , par value $0.0001 per share (the "**Class C Common Stock**" and together with the letter Class A Common Stock, the "**Common Stock**") and (b) 50,000,000 shares of undesignated preferred stock, $0.0001 par value per share.

As of [●], 2024, we have [●] shares of Class A Common Stock and 3,213,678 shares of Class C Common Stock and no shares of preferred stock outstanding.

Common Stock

Voting Rights

Class A Common Stock

Holders of shares of Class A Common Stock are entitled to one vote for each share of Class A Common Stock held on all matters submitted to a vote of stockholders except as otherwise expressly provided by our Charter or as provided by law. Our Charter does not provide the spirit Class A Common Stock with cumulative voting for the election of directors. Accordingly, holders of at least a majority of the Company's policies and applicable laws. Cooperation with this Code is essential voting power of then-outstanding shares of the Common Stock entitled to vote in the election of directors, voting together as a single class, will be able to elect all of our directors.

Class C Common Stock

Each share of our Class C Common Stock entitles its holder to a number of votes per share (rounded up to the continued success nearest whole number) equal to (a) the aggregate number of outstanding shares of Class A Common Stock entitled to vote on the applicable matter as of the Company's business applicable record date plus 100, divided by (b) the aggregate number of outstanding shares of Class C Common Stock (the "**Per Share Class C Voting Power**"). The issued and the cultivation and maintenance outstanding shares of its reputation Class C Common Stock, as a good corporate citizen. Misconduct is never justified, even where sanctioned or ordered by an officer or other individual in group, are entitled to a position number of higher management. No individual, regardless of stature or position, can authorize actions that are illegal, or that jeopardize or violate Company standards. We note that this Code sets forth general principles of conduct and ethics and is intended to work in conjunction with the specific policies and procedures that are covered in the Company's compliance manual or in separate specific policy statements, such as the Securities Trading Policy and the Related Persons Transaction Policy, and you should refer to those policies and procedures for more detail in the specified context.

Nothing in this Code prohibits you from reporting possible violations of federal law or regulation to any governmental agency or entity, including but not limited votes equal to the Department Per Share Class C Voting Power multiplied by the total number of Justice, the Securities and Exchange Commission shares of Class C Common Stock outstanding (the "SEC**Aggregate Class C Voting Power**"), the U.S. Congress, and any agency Inspector General, or making other disclosures that are protected under the whistleblower provisions of federal law or regulation. You do not need the prior authorization of the Company to make any such reports or disclosures and you are not required to notify the Company that you have made such reports or disclosures. .

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II. Conflicts of Interest

Each share of Class C Common Stock held by Michael Seifert, the current Chief Executive Officer of the Company (the "**PSQ Founder**"), may be converted by the PSQ Founder at any time into one share of Class A Common Stock.

In the event that, the PSQ Founder transfers shares of Class C Common Stock to any person other than certain permitted transferees, such transferred shares will convert automatically into shares of Class A conflict Common Stock having only one vote per share. All outstanding shares of interest occurs when your private interest interferes, appears Class C Common Stock will convert into Class A Common Stock (i) in the event the PSQ Founder is no longer at least one of an officer or director of the Company, or dies or becomes incapacitated, or (ii) at such time as the total number of outstanding shares of Class C Common Stock falls below 50% of the total number of outstanding shares of Class C Common Stock as of immediately after Closing.

Other than with respect to interfere voting power, our Class C Common Stock has the same rights and privileges as our Class A Common Stock.

Dividend Rights

Subject to preferences that may apply to any shares of convertible preferred stock outstanding at the time, the holders of shares of our Common Stock are entitled to receive dividends out of funds legally available if our Board, in our discretion, determines to issue dividends and then only at the times and in the amounts that our board of directors (the "**Board**") may determine. Stock dividends with respect to each class of our Common Stock may only be paid with shares of stock of the same class of common stock.

No Preemptive or Similar Rights

Our Common Stock is inconsistent not entitled to preemptive rights and is not subject to redemption or sinking fund provisions.

Right to Receive Liquidation Distributions

Upon our liquidation, dissolution or winding-up, the assets legally available for distribution to our stockholders would be distributed among the holders of the then outstanding Common Stock pro rata in accordance with the number of shares of our Common Stock held by each such holder, subject to prior satisfaction of all outstanding debt and liabilities and the preferential rights of and the payment of liquidation preferences, if any, on any outstanding shares of preferred stock.

Registration Rights

On July 19, 2023, in connection with the closing (the "**Closing**") of the business combination (the "**Business Combination**") of Colombier Acquisition Corp. ("**Colombier**") and PublicSq. Inc. (f/k/a PSQ Holdings, Inc.), a Delaware corporation ("**Private PSQ**"), we, Colombier Sponsor LLC (the "**Colombier Sponsor**"), and certain Private PSQ stockholders (the "**New Investors**" and together with the Colombier Sponsor, the "**Investors**") entered into an Amended and Restated Registration Rights Agreement (the "**Registration Rights Agreement**"). Pursuant to the terms of the Registration Rights Agreement, we were obligated to file one or more registration statements to register the resales of Class A Common Stock held by the Investors after the Closing, including Class A Common Stock that was issued upon conversion of Colombier Class B Common Stock, or issuable upon conversion of Class C Common Stock, and Earnout Shares (as defined in the Annual Report). One or more Investors holding 20% of the aggregate number of registrable securities owned by all Investors are entitled under the Registration Rights Agreement to make a written demand for registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of all or part of their registrable securities (up to a maximum of four demand registrations). The Registration Rights Agreement also provides such Investors with "piggy-back" registration rights, subject to certain requirements and customary conditions.

Under the Registration Rights Agreement, we agreed to indemnify the Investors and certain persons or entities related to such Investors such as their officers, directors, employees and agents and each person who controls such Investor (within the meaning of the Securities Act) against any losses, claims, damages, liabilities and expenses (including attorneys' fees) resulting from any untrue or alleged untrue statement, or omission or alleged omission, of a material fact in any way registration statement or prospectus pursuant to which the Investors sell their registrable securities, unless such liability arose from such Investor's misstatement or alleged misstatement, or omission or alleged omission, and the Investors including registrable securities in any registration statement or prospectus agreed to indemnify us and certain persons or entities related to us such as our officers and directors and underwriters against all losses caused by their misstatements or omissions (or alleged misstatements or omissions) in those documents.

Preferred Stock

Our Charter provides that shares of preferred stock may be issued from time to time in one or more series. Our Board is authorized to fix the voting powers, if any, designations, powers, preferences, the relative, participating, optional or other special rights and any qualifications, limitations and restrictions thereof, applicable to the shares of each series. Our Board is able to, without stockholder approval, issue preferred stock with voting powers and other rights that could have anti-takeover effects. The ability of our Board to issue preferred stock without stockholder approval could have the effect of delaying, deferring or preventing a change of control of us or the removal of existing management. We have no preferred stock outstanding as of the date of this Annual Report. Although we do not currently intend to issue any shares of preferred stock, we cannot assure you that we will not do so in the future.

Warrants

Public Warrants

Each public warrant that was included as part of each unit sold in Colombier's initial public offering (a "**Public Warrant**") entitles the registered holder to purchase one share of Class A Common Stock at a price of $11.50 per share, subject to adjustment as discussed below, at any time commencing 30 days after the Closing. The Public Warrants will expire five years after the Closing of the Business Combination, at 5:00 p.m., New York City time, or earlier upon redemption or liquidation. As of the date of this Annual Report, we have 5,750,000 Public Warrants outstanding.

We will not be obligated to deliver any shares of Class A Common Stock pursuant to the exercise of a Public Warrant and will have no obligation to settle such warrant exercise unless a registration statement under the Securities Act with respect to the shares of Class A Common Stock underlying the

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warrants is then effective and a prospectus relating thereto is current, subject to our satisfying our obligations described below with respect to registration. No warrant will be exercisable and we will not be obligated to issue shares of Class A Common Stock upon exercise of a warrant unless the Class A Common Stock issuable upon such warrant exercise has been registered, qualified or deemed to be exempt under the securities laws of the state of residence of the registered holder of the warrants. In the event that the conditions in the two immediately preceding sentences are not satisfied with respect to a Public Warrant, the holder of such warrant will not be entitled to exercise such warrant and such warrant may have no value and expire worthless. In no event will we be required to net cash settle any warrant.

We filed a Registration Statement on Form S-1 with the interests SEC on August 9, 2023 (the "**Form S-1**"), and the Form S-1 was declared effective on October 12, 2023. The Form S-1 covers the shares of Class A Common Stock issuable upon exercise of the Company. For example, conflicts Public Warrants and Private Warrants (defined below) (the Public Warrants together with the Private Warrants, the "**warrants")** . We have agreed to maintain a current prospectus relating to those shares of interest Class A Common Stock until the warrants expire or are redeemed, as specified in the warrant agreement, dated June 8, 2021, between Colombier and Continental Stock Transfer & Trust Company as "Warrant Agent" (the "**Warrant Agreement**"). During any period when we have failed to maintain a registration statement covering the shares of Class A Common Stock issuable upon exercise of the warrants, holders may arise if: exercise warrants on a "cashless basis" in accordance with Section 3(a)(9) of the Securities Act or another exemption. Notwithstanding the above, if our Class A Common Stock is at the time of any exercise of a warrant not listed on a national securities exchange such that it satisfies the definition of a "covered security" under Section 18(b)(1) of the Securities Act, we may, at our option, require holders of public warrants who exercise their warrants to do so on a "cashless basis" in accordance with Section 3(a)(9) of the Securities Act and, in the event we so elect, we will not be required to file or maintain in effect a registration statement, but we will use our reasonable best efforts to register or qualify the shares under applicable blue sky laws to the extent an exemption is not available.

Once the Public Warrants become exercisable, we may call the warrants for redemption:

- You cause the Company to engage in business transactions with a company that you, your friends or your relatives control without having obtained the appropriate prior approvals required. whole and not in part;
- You are in at a position to (i) compete with, rather than help, the Company or (ii) make a business decision not on the basis price of the Company's interest but rather for your own personal advantage. $0.01 per warrant;
- You take actions, or have personal or family interests, which may make it difficult upon not less than 30 days' prior written notice of redemption to perform your work (or discharge your duties and obligations) effectively.
- You, or any of your family members or affiliates, receive improper personal benefits other than gratuities and payments received or provided in compliance with the guidelines set forth in "Gifts and Entertainment" below, as a result of your position in the Company.

A conflict of interest may not be immediately recognizable, so potential conflicts must be reported immediately to the Chief Financial Officer of the Company (the "Chief Financial Officer"). Further, if you become aware of a conflict or potential conflict involving another employee, officer or director, you should bring it to the attention of the Chief Financial Officer or a member of the Company's Audit Committee (the "Audit Committee") of the Company's Board of Directors (the "Board") at the principal executive offices of the Company.

If the concern requires confidentiality, including keeping particular individuals anonymous, then this confidentially will be protected, except to the extent necessary to conduct an effective investigation or as required by under applicable law, regulation or legal proceedings.

III. Related Party Transactions

The Company has adopted a policy that requires the review and approval of any transaction, arrangement or relationship where the Company was, is or will be a participant and the amount involved exceeds $120,000, and in which any "Related Person" (generally defined as any director (or director nominee) or executive officer of the Company, beneficial owner of more than 5% of the Company stock, any immediate family member of the foregoing and any entity in which any of the foregoing persons is employed or is a partner or principal or in which that person has a 10% or greater beneficial ownership interest) had, has or will have a direct or indirect material interest.

Before entering any such transaction, arrangement or relationship, the Chief Financial Officer must be notified of the facts and circumstances of the proposed transaction, arrangement or relationship. If the Chief Financial Officer determines that a transaction, arrangement or relationship is indeed a related party transaction, then such transaction will be sent to the Audit Committee (or the Chair of such committee) for their review and approval. Only those transactions that are in the best interests of the Company shall be approved. For more detail, please *see* the Company's Related Person Transactions Policy.

IV. Corporate Opportunities

When carrying out your duties or responsibilities, you owe a duty to the Company to advance its legitimate interests. The Company's Certificate of Incorporation and Corporate Governance Guidelines contain important policies with respect to corporate opportunities.

V. Public Reporting

Full, fair, accurate and timely disclosure must be made in the reports and other documents that the Company files with, or submits to, the SEC and in its other public communications. Such disclosure is critical to ensure that the Company maintains its good reputation, complies with its obligations under the securities laws and meets the expectations of its stockholders.

Persons responsible for the preparation of such documents and reports and other public communications must exercise the highest standard of care in accordance with the following guidelines:

- all accounting records, and the reports produced from such records, must comply with all applicable laws;

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- all accounting records must fairly and accurately reflect the transactions or occurrences to which they relate;
- all accounting records must fairly and accurately reflect in reasonable detail the Company's assets, liabilities, revenues and expenses;
- accounting records must not contain any false or intentionally misleading entries;
- no transactions should be intentionally misclassified as to accounts, departments or accounting periods;
- all transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period;
- no information should be concealed from the internal auditors or the independent auditors; each warrant holder; and

- compliance with if, and only if, the Company's internal control over financial reporting reported last sale price of the Class A Common Stock equals or exceeds $18.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and disclosure controls and procedures is required.

VI. Confidentiality the like) for any 20 trading days within a 30-trading day period ending three business days before we send the notice of redemption to the warrant holders.

Employees, officers If and directors must maintain when the Public Warrants become redeemable by us, we may not exercise our redemption right if the issuance of shares of common stock upon exercise of the warrants is not exempt from registration or qualification under applicable state blue sky laws or we are unable to effect such registration or qualification.

We have established the last of the redemption criteria discussed above to prevent a redemption call unless there is at the time of the call a significant premium to the warrant exercise price. If the foregoing conditions are satisfied and protect we issue a notice of redemption of the confidentiality Public Warrants, each warrant holder will be entitled to exercise its warrant prior to the scheduled redemption date. However, the price of information entrusted the Class A Common Stock may fall below the $18.00 redemption trigger price (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) as well as the $11.50 warrant exercise price after the redemption notice is issued.

If we call the Public Warrants for redemption as described above, our management will have the option to them require any holder that wishes to exercise its warrant to do so on a "cashless basis." In determining whether to require all holders to exercise their warrants on a "cashless basis," our management will consider, among other factors, our cash position, the number of warrants that are outstanding and the dilutive effect on our stockholders of issuing the maximum number of shares of Class A Common Stock issuable upon the exercise of our warrants. If our management takes advantage of this option, all holders of Public Warrants would pay the exercise price by surrendering their warrants for that number of shares of Class A Common Stock equal to the quotient obtained by dividing (x) the product of the number of shares of Class A Common Stock underlying the warrants, multiplied by the difference between the exercise price of the warrants and the "fair market value" (defined below) by (y) the fair market value. The "fair market value" shall mean the average reported last sale price of the Class A Common Stock for the 10 trading days ending on the third trading day prior to the date on which the notice of redemption is sent to the holders of warrants. If our management takes advantage of this option, the notice of redemption will contain the information necessary to calculate the number of shares of Class A Common Stock to be received upon exercise of the Public Warrants, including the "fair market value" in such case. Requiring a cashless exercise in this manner will reduce the number of shares to be issued and thereby lessen the dilutive effect of a warrant redemption. We believe this feature is an attractive option to us if we do not need the cash from the exercise of the warrants. If we call our Public Warrants for redemption and our management does not take advantage of this option, the Colombier Sponsor and its permitted transferees would still be entitled to exercise their Private Warrants for cash or on a cashless basis using the same formula described above that other warrant holders would have been required to use had all warrant holders been required to exercise their warrants on a cashless basis, as described in more detail below.

In the event we determine to redeem the Public Warrants, holders of our redeemable warrants would be notified of such redemption as described in our warrant agreement. Specifically, in the event that we elect to redeem all of the redeemable warrants as described above, we will fix a date for the redemption (the "**Redemption Date**"). Notice of redemption will be mailed by first class mail, postage prepaid, by us not less than 30 days prior to the Redemption Date to the registered holders of the redeemable warrants to be redeemed at their last addresses as they appear on the registration books. Any notice mailed in the manner provided in the warrant agreement will be conclusively presumed to have been duly given whether or not the registered holder received such notice. In addition, beneficial owners of the redeemable warrants will be notified of such redemption via our posting of the redemption notice to The Depository Trust Company ("**DTC**").

A holder of a Public Warrant may notify us in writing in the event it elects to be subject to a requirement that such holder will not have the right to exercise such warrant, to the extent that after giving effect to such exercise, such person (together with such person's affiliates), to the Warrant Agent's actual knowledge, would beneficially own in excess of 9.8% (or such other amount as a holder may specify) of the shares of Class A Common Stock outstanding immediately after giving effect to such exercise.

If the number of outstanding shares of Class A Common Stock is increased by a stock dividend payable in shares of Class A Common Stock, or by a split-up of shares of Class A Common Stock or other similar event, then, on the effective date of such stock dividend, split-up or similar event, the number of shares of Class A Common Stock issuable on exercise of each Public Warrant will be increased in proportion to such increase in the outstanding shares of Class A Common Stock. A rights offering to holders of Class A Common Stock entitling holders to purchase shares of Class A Common Stock at a price less than the fair market value will be deemed a stock dividend of a number of shares of Class A Common Stock equal to the product of (i) the number of shares of Class A Common Stock actually sold in such rights offering (or issuable under any other equity securities sold in such rights offering that are convertible into or exercisable for Class A Common Stock) and (ii) one (1) minus the quotient of (x) the price per share of the Class A Common Stock paid in such rights offering divided by (y) the fair market value. For these purposes (i) if the rights offering is for securities convertible into or exercisable for Class A Common Stock, in determining the price payable for Class A Common Stock, there will be taken into account any consideration

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received for such rights, as well as any additional amount payable upon exercise or conversion and (ii) fair market value means the volume weighted average price of Class A Common Stock as reported during the ten (10) trading day period ending on the trading day prior to the first date on which the shares of Class A Common Stock trade on the applicable exchange or in the applicable market, regular way, without the right to receive such rights.

In addition, if we, at any time while the Public Warrants are outstanding and unexpired, pay a dividend or make a distribution in cash, securities or other assets to the holders of Class A Common Stock on account of such shares of Class A Common Stock (or other shares of our capital stock into which the warrants are convertible), other than (a) as described above or (b) certain ordinary cash dividends then the warrant exercise price will be decreased, effective immediately after the effective date of such event, by the amount of cash and/or the fair market value of any securities or other assets paid on each share of Class A Common Stock in respect of such event.

If the number of outstanding shares of our Class A Common Stock is decreased by a consolidation, combination, reverse stock split or reclassification of shares of Class A Common Stock or other similar event, then, on the effective date of such consolidation, combination, reverse stock split, reclassification or similar event, the number of shares of Class A Common Stock issuable on exercise of each Public Warrant will be decreased in proportion to such decrease in outstanding shares of Class A Common Stock.

Whenever the number of shares of Class A Common Stock purchasable upon the exercise of the Public Warrants is adjusted, as described above, the warrant exercise price will be adjusted by multiplying the warrant exercise price immediately prior to such adjustment by a fraction (x) the numerator of which will be the number of shares of Class A Common Stock purchasable upon the exercise of the warrants immediately prior to such adjustment, and (y) the denominator of which will be the number of shares of Class A Common Stock so purchasable immediately thereafter.

In case of any reclassification or reorganization of the outstanding shares of Class A Common Stock (other than those described above or that otherwise comes solely affects the par value of such shares of Class A Common Stock), or in the case of any merger or consolidation of us with or into their possession, another corporation (other than a consolidation or merger in which we are the continuing corporation and that does not result in any reclassification or reorganization of our outstanding shares of Class A Common Stock), or in the case of any sale or conveyance to another corporation or entity of the assets or other property of us as an entirety or substantially as an entirety in connection with which we are dissolved, the holders of the Public Warrants will thereafter have the right to purchase and receive, upon the basis and upon the terms and conditions specified in the warrants and in lieu of the shares of our Class A Common Stock immediately theretofore purchasable and receivable upon the exercise of the rights represented thereby, the kind and amount of shares of stock or other securities or property (including cash) receivable upon such reclassification, reorganization, merger or consolidation, or upon a dissolution following any such sale or transfer, that the holder of the warrants would have received if such holder had exercised that person's warrants immediately prior to such event. If less than 70% of the consideration receivable by the holders of Class A Common Stock in such a transaction is payable in the form of Class A Common Stock in the successor entity that is listed for trading on a national securities exchange or is quoted in an established over-the-counter market, or is to be so listed for trading or quoted immediately following such event, and if the registered holder of the warrant properly exercises the warrant within thirty days following public disclosure of such transaction, the warrant exercise price will be reduced as specified in the warrant agreement based on per share consideration minus the Black-Scholes warrant value (as defined in the Warrant Agreement) of the warrant. The purpose of such exercise price reduction is to provide additional value to holders of the Public Warrants when an extraordinary transaction occurs during the course exercise period of their employment the Public Warrants pursuant to which the holders of the Public Warrants otherwise do not receive the full potential value of the Public Warrants in order to determine and realize the option value component of the Public Warrant. This formula is to compensate the Public Warrant holder for the loss of the option value portion of the Public Warrant due to the requirement that the Public Warrant holder exercise the warrant within 30 days of the event. The Black-Scholes model is an accepted pricing model for estimating fair market value where no quoted market price for an instrument is available.

The Public Warrants and the Private Warrants were issued in registered form under the Warrant Agreement. You should review a copy of the Warrant Agreement, which has been publicly filed with the SEC and which you can find in the list of exhibits to this Annual Report, for a complete description of the terms and conditions applicable to the Warrants. The Warrant Agreement provides that the terms of the warrants may be amended without the consent of any holder to cure any ambiguity or while carrying out their duties and responsibilities, except when disclosure is authorized correct any defective provision, but requires the approval by the Company or legally mandated. holders of at least a majority of the then issued and outstanding Public Warrants to make any change that adversely affects the interests of the registered holders of Public Warrants.

The obligation Public Warrants may be exercised upon surrender of the warrant certificate on or prior to preserve confidential information continues even after employees, officers the expiration date at the offices of the Warrant Agent, with the exercise form on the reverse side of the warrant certificate completed and directors leave executed as indicated, accompanied by full payment of the Company.
exercise price (or on a cashless basis, if applicable), by certified or official bank check payable to us, for the number of Public Warrants being exercised. The Public Warrant holders do not have the rights or privileges of holders of Class A Common Stock and any voting rights until they exercise their warrants and receive shares of Class A Common Stock. After the issuance of shares of Class A Common Stock upon exercise of the Public Warrants, each holder will be entitled to one (1) vote for each share held of record on all matters to be voted on by stockholders.

Confidential information encompasses all non-public information (including, for example, "inside information" or information that third-parties have entrusted No fractional shares will be issued upon exercise of the Public Warrants. If, upon exercise of the Public Warrants, a holder would be entitled to receive a fractional interest in a share, we will, upon exercise, round down to the Company) that may nearest whole number of shares of Class A Common Stock to be of use to competitors, or may otherwise be harmful issued to the Company warrant holder.

Private Warrants

The private warrants were initially issued to Colombier Sponsor in a private placement consummated simultaneously with Colombier's initial public offering (the "**Private Warrants**"). Except as described below, the Private Warrants have terms and provisions that are identical to those of the Public Warrants, including as to exercise price, exercisability and exercise period. Commencing 30 days after the Closing the Private Warrants (including the Class A Common Stock issuable upon exercise of the Private Warrants) became transferable, assignable and salable. The Private Warrants will not be redeemable by us so long as they are held by the Colombier Sponsor or its key stakeholders, if disclosed. Financial information is of special sensitivity and

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should under all circumstances be considered confidential, except where its disclosure is approved by the Company or when the information has been publicly disseminated.

VII. Protection and Proper Use of Company Assets

All employees, officers and directors should promote and ensure the efficient and responsible use permitted transferees. As of the Company's assets and resources by the Company. Theft, carelessness and waste date of this Annual Report, we have a direct impact on the Company's profitability. Any suspected incidents of fraud or theft should be immediately reported for investigation.

Company assets, such as proprietary information, funds, materials, supplies, products, equipment, software, facilities, and other assets owned or leased by the Company or that are otherwise in the Company's possession, may only be used for legitimate business purposes and must never be used for illegal purposes.

Proprietary information includes any information that is not generally known to the public or would be valued by, or helpful to, our competitors. Examples of proprietary information are intellectual property, business and strategic plans and employee information. 5,700,000 Private Warrants outstanding. The obligation to use proprietary information only for legitimate business purposes continues even after individuals leave the Company.

VIII. Insider Trading

Insider trading is unethical and illegal. Employees, officers and directors must not trade in securities of a company while in possession of material non-public information regarding that company. It is also illegal to "tip" or pass on inside information to any other person who might make an investment decision based on that information or pass the information to third parties. The Company has an Insider Trading Policy, which sets forth obligations in respect of trading in the Company's securities.

IX. Fair Dealing

Each employee, officer and director, in carrying out his or her duties and responsibilities, should endeavor to deal fairly with each other and the Company's customers, suppliers and competitors. No employee, officer or director should take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

X. Compliance with Laws, Rules and Regulations

Compliance with both the letter and spirit of all laws, rules and regulations applicable to the Company, including any securities exchange or other organization or body that regulates the Company, is critical to our reputation and continued success. All employees, officers and directors must respect and obey the laws members of the cities, states and countries in which Colombier Sponsor at the Company operates and avoid even time of Closing (the "**Sponsor Distributees**"), or their permitted transferees, have the appearance of impropriety.

Employees, officers option to exercise the Private Warrants on a cashless basis. If the Private Warrants are held by holders other than the Sponsor Distributees or directors who fail to comply with this Code and applicable laws their permitted transferees, the Private Warrants will be subject to disciplinary measures, up to the same terms and including discharge from conditions as the Company.

XI. Compliance with Antitrust Laws

The Company believes in fair Public Warrants, and open competition, among other matters, be redeemable by us and adheres strictly to applicable antitrust laws. It should be noted, however, that exercisable by the following section is not an exhaustive summary of relevant antitrust laws. Additional antitrust considerations not covered in this section include participation in trade association, monopolization, price discrimination and other practices that affect competition. holders on the same basis as the Public Warrants.

As If holders of the Private Warrants elect to exercise them on a general proposition, any contact with a competitor may be problematic under antitrust laws. Accordingly, all employees, officers and directors should avoid any such contact relating cashless basis, they would pay the exercise price by surrendering their warrants for that number of shares of Class A Common Stock equal to the business quotient obtained by dividing (x) the product of the Company or number of shares of Class A Common Stock underlying the competitor without first obtaining warrants, multiplied by the approval difference between the exercise price of the Chief Financial Officer. Any additional concerns relating warrants and the "fair market value" (defined below) by (y) the fair market value. The "fair market value" shall mean the average reported last sale price of the Class A Common Stock for the 10 trading days ending on the third trading day prior to the aforementioned areas date on which the notice of potential antitrust breach should also be directed warrant exercise is sent to the Chief Financial Officer. Warrant Agent.

Our Transfer Agent and Warrant Agent

The transfer agent for our Common Stock and Warrant Agent for our warrants is Continental Stock Transfer & Trust Company. We have agreed to indemnify Continental Stock Transfer & Trust Company notes in its roles as transfer agent and Warrant Agent, its agents and each of its stockholders, directors, officers and employees against all claims and losses that may arise out of acts performed or omitted for its activities in that capacity, except for any liability due to any gross negligence, willful misconduct or bad faith of the indemnified person or entity.

Anti-Takeover Provisions

Our Charter and the Bylaws could have the effect of delaying, deferring or discouraging another person from acquiring control over us. These provisions, which are summarized below, some general rules concerning contact are expected to discourage certain types of coercive takeover practices and inadequate takeover bids and encourage persons seeking to acquire control of us to first negotiate with competitors: our Board. We believe that the benefits of increased protection of our potential ability to negotiate with an unfriendly or unsolicited acquirer outweigh the disadvantages of discouraging a proposal to acquire us because negotiation of these proposals could result in an improvement of their terms.

Among other things, the Charter and Bylaws include provisions regarding:

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- Agreements among competitors, whether written or oral, that relate to prices are illegal per se. In other words, such agreements, by themselves, constitute violations the terms of the antitrust laws. There Class C Common Stock, which are no circumstances under held by the PSQ Founder, and provide the PSQ Founder with a majority of the voting power of our Common Stock on any vote of our stockholders, which agreements among competitors relating could preclude stockholders from bringing matters before annual or special meetings of stockholders and delay changes in our Board and also may discourage or deter a potential acquirer from conducting a solicitation of proxies to prices may be found legal. Price fixing is a criminal offense, and may subject elect the Company acquirer's own slate of directors or otherwise attempting to substantial fines and penalties and the offending employee to imprisonment and fines. obtain control of us;

- Antitrust laws may be violated even in the absence opting out of a formal agreement relating to prices. Under certain circumstances, an agreement to fix prices may be inferred from conduct, such as the exchange of price information, and from communications among competitors even without an express understanding. Although exchanges of price information are permitted in certain circumstances, employees Section 203 of the Company should not participate in such exchanges without first obtaining the approval of the Chief Financial Officer.

- It is a per se violation of antitrust laws for competitors DGCL to agree, expressly or by implication, allow us to divide markets by territory or customers. establish our own rules governing business combinations with interested parties;

- It is the ability of our Board to issue shares of preferred stock, including "blank check" preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a per se violation of the antitrust laws for competitors to agree not to do business with a particular customer or supplier. As with agreements to fix prices, the antitrust laws can be violated even in the absence of an express understanding. hostile acquirer;

- Any communication between competitors concerning problems with any customer or supplier may violate antitrust laws the limitation of the liability of, and should be avoided. the indemnification of, our directors and officers;

XII. • Compliance with Environmental Laws the exclusive right of our Board to elect a director to fill a vacancy created by the expansion of our Board or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our Board;

The Company is sensitive to the environmental, health and safety consequences of its operations. Accordingly, the Company strictly complies with all applicable federal and state environmental laws and regulations, including, among others, the Clean Air Act, the Federal Water Pollution Control Act, the Resource Conservation and Recovery Act and the Occupational Safety and Health Act, and considers sustainability in its planning decisions. If any individual has any doubt as to the applicability or meaning of a particular environmental, health or safety regulation, he or she should discuss the matter with the Chief Financial Officer.

XIII. Discrimination and Harassment

The Company values a diverse working environment and is committed to providing equal opportunity in all aspects of our business. Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. The Company encourages the reporting of harassment when it occurs.

XIV. Safety and Health

The Company is committed to keeping its workplaces free from hazards. You should report any accidents, injuries or unsafe equipment, practices or conditions immediately to a supervisor or other designated person. Threats or acts of violence or physical intimidation are prohibited.

You must not engage in the use of any substance that could prevent you from discharging your work duties and responsibilities safely and effectively.

XV. Company Records and Document Retention

Records created, received or used during the conduct of Company business, including all communications sent or received using the Company's email system, are at all times the property of the Company wherever those records may be located. At any time, the Company and, in certain circumstances, third parties (including government officials), may review, without prior notice to personnel, any and all firm records, including records marked "Personal" or "Private."

Any records that you create and store are subject to this Code and may be demanded by third parties during the course of litigation or a government investigation or, in the case of records sent outside the Company, subject to the records retention policies of the recipients.

You should, therefore, avoid discriminatory remarks, harassment and threats of violence or similar inappropriate or unlawful conduct. This applies to communications of all kinds, including e-mail, instant messaging, voicemail messages, text messages, video recordings and informal notes or interoffice memos. Records should be retained and destroyed in accordance with the Company's records retention policy.

XVI. Use of Electronic Media

The Company has developed a policy to ensure that you understand the rules governing your use of the Company's computer network, and options for e-mail and voicemail or other messaging services, Internet access or other use of electronic media. All Company equipment, including desks, computers and computer systems, computer software, electronic storage devices, cellphones or other mobile devices, e-mail, voicemail and other physical items are for business use only. The Company at all times retains the right to access and search all such electronic media or other items contained in or used in conjunction with the Company's computer, e-mail, voicemail and Internet access systems and equipment with no prior notice.

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Like the Company's computer network, e-mail and voicemail services, access to Internet services such as web-browsing or newsgroups is provided to employees by the Company only for business use. Any personal use must be infrequent and must not involve any prohibited activity, interfere with the productivity of the employee or his or her coworkers, consume system resources or storage capacity on an ongoing basis or involve large file transfers or otherwise deplete system resources available for business purposes.

Your messages and computer information are considered Company property and consequently, employees should not have an expectation of privacy in the context of computer and voicemail use. Unless prohibited by law, the Company reserves the right to access and disclose this information as necessary for business purposes. Use good judgment, and do not access, send messages or store any information that you would not want to be seen or heard by other individuals.

The Company also recognizes that many employees are choosing to express themselves by using Internet technologies, such as blogs, wikis, file-sharing, user generated audio and video, virtual worlds, and social networking sites, such as Facebook, LinkedIn and Twitter. Whether you choose to participate in such social networking outside of work on your own time is your own decision.

XVII. Business Gifts and Entertainment

Business gifts and entertainment are often customary courtesies designed to build goodwill among business partners and clients. However, issues may arise when such courtesies compromise, or appear to compromise, the recipient's ability to make objective and fair business decisions. In addition, issues can arise when the intended recipient is a government official. Offering or receiving any gift, gratuity or entertainment that might be perceived to unfairly influence a business relationship should be avoided. These guidelines apply at all times, and do not change during traditional giftgiving seasons, and apply equally to employees, officers or directors offering gifts and entertainment to the Company's business associates.

The value of gifts should be nominal, both with respect to frequency and monetary amount. Frequent gifting to a recipient may be perceived as an attempt to create an obligation to the giver, and is therefore inappropriate. Likewise, business entertainment should be moderately scaled and intended only to facilitate legitimate business goals. For example, should tickets to a sporting or cultural event be offered, the offeror must attend the event as well. The following questions may provide guidance in the instance of doubt:

- Is the requirement that a special meeting of stockholders may be called only by our Board, the chairperson of our Board, or our chief executive officer, which could delay the ability of stockholders to force consideration of a proposal or to take action, legal?
- Does including the action raise doubts or concerns?
- Should another individual be consulted?
- Is the action clearlybusiness-related?
- Is the action or gift moderate, reasonable, and in good taste?
- Would public disclosure removal of the action or gift embarrass or harm the Company?
- Is there an expectation of reciprocation or favors?

Strict rules apply when the Company does business with governmental agencies and officials, whether in the United States or in other countries, as discussed in more detail below.

Because of the sensitive nature of these relationships, you must seek approval from a supervisor and/or the Chief Financial Officer before offering or making any gifts or hospitality to governmental officials or employees.

XVIII. Political Activities and Contributions

The Company respects the right of each of its employees to participate in the political process and to engage in political activities of his or her choosing; however, while involved in their personal and civic affairs employees must make clear at all times that their views and actions are their own, and not those of the Company. Employees may not use the Company's resources to support their choice of political parties, causes or candidates.

The Company may occasionally express its views on local and national issues that affect its operations. In such cases, Company funds and resources may be used, but only when permitted by law and by Company guidelines. The Company may also make limited contributions to political parties or candidates in jurisdictions where it is legal and customary to do so. The Company may pay related administrative and solicitation costs for political action committees formed in accordance with applicable laws and regulations. Any use of Company resources for the Company's political activities, including contributions or donations, requires advance approval by the Company's Chief Financial Officer.

XIX. Bribery and Corruption

Employees, officers and directors must comply with all laws prohibiting bribery, corruption and kickbacks, including laws prohibiting improper payments to domestic and foreign officials such as the U.S. Foreign Corrupt Practices Act (the "FCPA"). While this section focuses primarily on foreign officials, this policy equally prohibits bribery of domestic officials and commercial or private sector parties.

The FCPA prohibits an offer, payment, promise of payment or authorization of the payment of any money or thing of value to a foreign official, foreign political party, official of a foreign political party or candidate for political office to induce or influence any act or decision of such person or party or to secure any improper advantage. The FCPA prohibits such conduct whether done directly or indirectly through an agent or other intermediary.

Although U.S. law does allow certain payments to foreign officials intended solely to expedite non-discretionary routine government action, sometimes called "grease" or "facilitating" payments, this exception is a narrow one and such payments are often illegal under other laws. Accordingly, the Company's policy is to avoid such payments.

Therefore, no payment may be made to a foreign official even for non- discretionary action without first consulting with and obtaining written authorization from the Chief Executive Officer. If a facilitating payment is authorized, such payment must be accurately and fairly recorded in the

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Company's books, records and accounts.

The FCPA further requires compliance by the Company with record keeping and internal controls requirements. The Company must maintain financial records which, in reasonable detail, accurately and fairly reflect transactions and disposition of corporate assets. In particular, all bank accounts that receive or disburse funds on behalf of the Company shall be properly authorized and any such transactions recorded on the official books and records of the Company. In addition, the Company must maintain a system of internal controls sufficient to provide reasonable assurances that the Company's assets are used only in accordance with directives and authorizations by the Board and senior management, and that checks and balances are employed so as to prevent the by-passing or overriding of these controls.

Violation of the FCPA is an offense, subjecting the Company to substantial fines and penalties and any officer, director, employee or stockholder acting on behalf of the Company to imprisonment and fines. The FCPA prohibits the Company from paying, directly or indirectly, a fine imposed upon an individual pursuant to the FCPA. Violation of this policy may result in disciplinary actions up to and including discharge from the Company.

XX. Compliance with and Amendments of This Code

Failure to comply with this Code or applicable laws, rules or regulations may result in disciplinary measures, including discharge from your position with the Company. Violations of this Code may also constitute violations of law and may result in civil or criminal penalties for such person, such person's supervisors and/or the Company. The Board will determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of a violation of this Code in relation to Executives and Directors. In determining what action is appropriate in a particular case, the Board or its designee will consider the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation was intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past. The Chief Financial Officer will determine appropriate actions to be taken in the event of a violation of this Code in relation to all other employees.

This Code cannot, and is not intended to, address all of the ethical complexities that may arise during the course of employment or association with the Company. There will be occasions where circumstances not covered by policy or procedure arise, and where a judgment must be made as to the appropriate course of action. In such circumstances, the Company encourages common sense decision-making, and consultation with a manager, member of human resources, or the Chief Financial Officer for guidance pursuant to the methods discussed below in "Compliance and Contact Details".

Any material amendment of this Code will be made only by the Board and will be promptly disclosed as required by law or stock exchange regulation.

XXI. Compliance and Contact Details directors;

1. ● Confidential Advice controlling the procedures for the conduct and scheduling of Board and stockholder meetings;

If you think that an actual or possible violation has occurred, it is important to report your concerns immediately. If you do not feel comfortable discussing the matter with your supervisor, manager or human resources, please contact the Chief Financial Officer at (561) 805-3588.

The Company strives to ensure that all questions or concerns are handled fairly, discreetly and thoroughly. You may choose to remain anonymous.

2. Employee Reporting

The Company proactively promotes ethical behavior and encourages employees, officers and directors promptly to report evidence of illegal or unethical behavior, or violations of this Code to the Chief Financial Officer or for issues involving officers and directors to the Chief Executive Officer or the Chairman of the Audit Committee. You may choose to remain anonymous in reporting any possible violation of this Code.

Once a report is made and received, the Company will investigate promptly and all employees, officers and directors are expected to cooperate candidly with relevant investigatory procedures. Appropriate remedial action may be taken, based on the outcome of such investigation.

The Company has a no-tolerance policy for retaliation against persons who raise good faith compliance, ethics or related issues. However, it is unacceptable to file a report knowing it to be false.

3. ● Waiver the requirement for the affirmative vote of holders of at least 75% of the voting power of all of the then outstanding shares of the voting stock, voting together as a single class, to amend, alter, change or repeal certain provisions of the Charter or any provision of the Bylaws, which could preclude stockholders from bringing matters before annual or special meetings of stockholders and delay changes in our Board and also may inhibit the ability of an acquirer to effect such amendments to facilitate an unsolicited takeover attempt;

- the ability of our Board to amend the bylaws, which may allow our Board to take additional actions to prevent an unsolicited takeover and inhibit the ability of an acquirer to amend the bylaws to facilitate an unsolicited takeover attempt;
- advance notice procedures with which stockholders must comply to nominate candidates to our Board or to propose matters to be acted upon at a stockholders' meeting, which could preclude stockholders from bringing matters before annual or special meetings of stockholders and delay changes in our Board and also may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of us; and
- our Board is divided into three classes, Class I, Class II and Class III, with each class serving staggered terms, which could preclude stockholders from bringing matters before annual or special meetings of stockholders and delay changes in our Board and also may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of us.

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Any waiver These provisions, alone or together, could delay or prevent hostile takeovers and changes in control or changes in our Board or management.

Charter and Restated Bylaw Provisions

Our Charter and Bylaws include a number of this Code provisions that may have the effect of deterring hostile takeovers, or delaying or preventing changes in control of our management team or changes in our Board or our governance or policy, including the following:

Issuance of Undesignated Preferred Stock

Our Board has the authority, without further action by the stockholders, to issue up to 50,000,000 shares of undesignated preferred stock with rights, powers and preferences, including voting powers, designated from time to time by our Board. The existence of authorized but unissued shares of preferred stock enables our Board to render more difficult or to discourage an attempt to obtain control of us by means of a merger, tender offer, proxy contest or otherwise.

Exclusive forum for certain lawsuits

Our Charter requires, to the fullest extent permitted by law, that derivative actions brought in our name, actions against any of our current or former directors, officers, employees or stockholders for breach of fiduciary duty and certain other actions may be brought only in the Court of Chancery in the State of Delaware or if such court does not have subject matter jurisdiction, the federal district court of the State of Delaware. Our Charter also requires, to the fullest extent permitted by applicable law, the federal district courts of the United States to be the exclusive forum for the resolution of any complaint asserting a cause of action under the Securities Act. Although we believe these provisions benefit us by providing increased consistency in the application of Delaware law in the types of lawsuits to which it applies, a court may determine that these provisions are unenforceable, and to the extent they are enforceable, the provisions may have the effect of discouraging lawsuits against our directors, officers, employees and stockholders although our stockholders will not be deemed to have waived our compliance with federal securities laws and the rules and regulations thereunder.

Notwithstanding, the Charter provides that the exclusive forum provision will be applicable to the fullest extent permitted by applicable law. Section 27 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") creates exclusive federal jurisdiction over all suits brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder. As a result, (i) the exclusive forum provision will not apply to suits brought to enforce any duty or liability created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction, and (ii) unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States of America shall, to the fullest extent permitted by law, be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act or the rules and regulations promulgated thereunder.

Special meeting of stockholders

Our Bylaws provide that special meetings of our stockholders may be called only by the chairman of our Board, or our chief executive officer, or our Board pursuant to a resolution adopted by a majority of our Board, and may not be called by any other person.

Advance notice requirements for stockholder proposals and director nominations

Our Bylaws provide that stockholders seeking to bring business before our annual meeting of stockholders, or to nominate candidates for election as directors at our annual meeting of stockholders, must provide timely notice of their intent in writing. To be timely, a stockholder's notice will need to be received by our secretary at our principal executive offices not later than the close of business on the 90th day nor earlier than the opening of business on the 120th day prior to the anniversary date of the immediately preceding annual meeting of stockholders. Pursuant to Rule 14A-8 of the Exchange Act, proposals seeking inclusion in our annual proxy statement must comply with the notice periods contained therein. Our Bylaws also specify certain requirements as to the form and content of a stockholders' meeting. These provisions may preclude our stockholders from bringing matters before our annual meeting of stockholders or from making nominations for directors at our annual meeting of stockholders.

No action by written consent

Our Charter provides that our stockholders are not entitled to take any action by written consent in lieu of a meeting of stockholders.

Board of Directors

Our Board is divided into three classes, as nearly equal in number as possible and designated Class I, Class II and Class III. The term of the initial Class I Directors will expire at our 2024 annual meeting of the stockholders, the term of the initial Class II Directors shall expire at our 2025 annual meeting of the stockholders and the term of the initial Class III Directors will expire at our 2026 annual meeting of the stockholders. All directors elected at annual meetings of stockholders will be made elected for terms ending on the third annual meeting of stockholders following the annual meeting of the stockholders at which such director was elected or until the election and qualification of their respective successors in office, subject to their earlier death, resignation or removal. Our Charter and our Bylaws provide that the authorized number of directors may be changed only by resolution of our Board. Subject to the terms of any preferred stock, any or all of the directors may be removed only for cause and only by the Nominating and Corporate Governance Committee and will affirmative vote of the holders of at least seventy-five percent (75%) of the voting power of the outstanding shares of our capital stock entitled to vote thereon. Any vacancy on our Board, including a vacancy resulting from an enlargement of our Board, may be promptly disclosed as required filled only by law or stock exchange regulation. the affirmative vote of a majority of our directors then in office.

Adopted: June 4, 2021 Listing of Securities

Our Class A Common Stock and Public Warrants are currently listed on the NYSE under the symbols "PSQH" and "PSQH.WS," respectively.

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Michael Seifert
Chief Executive Officer
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November 14, 2023

VIA EMAIL ONLY TO: na@nickayers.com
Mr. Nick Ayers
Partner
C6 Creative Consulting, Inc.
3290 Northside Parkway, Suite 675
Atlanta, GA 30327
Reference: **Consulting Agreement**
Dear Nick:

This letter agreement (this "**Agreement**") sets forth the terms and conditions whereby C6 Creative Consulting, Inc., a Georgia corporation, through its employee, Nick Ayers ("**C6**," or "**you**"), agrees to provide certain Services (as described below) to PSQ Holdings, Inc., a Delaware corporation, (the "**Company**"). (Company and C6 or you are referred to collectively as the "**Parties**," and individually as a "**Party**").

Reference is made to that certain *EveryLife Inc. Consulting Agreement* dated and effective June 14, 2023 between C6 and the Company's wholly-owned subsidiary, EveryLife Inc. The Parties hereby agree that contemporaneously with the full execution of this Agreement, the *EveryLife Inc. Consulting Agreement* shall immediately and automatically be terminated pursuant to Section 9 of the *EveryLife Inc. Consulting Agreement*.

1. SERVICES. The Company hereby engages you, and you hereby accept such engagement, as an independent contractor to provide certain services to the Company on the terms and conditions set forth in this Agreement. You shall provide to the Company, solely through your employee, Nick Ayers, the rendition of services to the Company as set forth in Schedule A hereto (the "**Services**"). The Company does not and shall not control or direct the manner or means by which Mr. Ayers performs the Services, including but not limited to the time and place he performs the Services. The Company shall provide Mr. Ayers with access to its premises, materials, information, and systems to the extent necessary for the performance of the Services.

2. TERM. The term of this Agreement shall commence on November 1, 2023 and shall continue until the Services are completed, unless earlier terminated in accordance with 9 hereof (the "**Term**").

3. COMPENSATION AND EXPENSES. As full consideration and compensation for the Services and the rights granted to the Company in this Agreement, the Company shall:

(a) Pay you a fixed fee of $30,000 per month (the "**Fees**").

(b) Grant you 120,000 restricted stock units ("**RSUs**") (the "**Award**") of PSQ Holdings, Inc. ("**PSQH**"). The Award is subject to approval by the Company's Board of Directors, and compliance with applicable securities laws ("**Award Conditions**"). The Award shall vest as to 100% of the shares of the continuing Company's common stock underlying the Award according to the following vesting schedule: 25% immediately, 50% on May 3, 2024, and 25% on November 1, 2024 (the "**Vesting Schedule**"). In addition to the Award Conditions, the Award shall be subject to the terms and conditions of the Company's *2023 Stock Incentive Plan*, as amended and restated from time to time, and your executing a standard restricted stock unit agreement. No expiration or other termination of this Agreement shall result in the Award being clawed back, and your stock award shall be fully vested in accordance with the Vesting Schedule. You acknowledge that you shall be solely responsible for all federal, state, and local taxes, as set out in Section 4.

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(c) Reimburse you for any pre-approved travel or other costs or expenses incurred by you in connection with the performance of the Services.

It is understood by the Parties that compensation under this Agreement is addition to Mr. Ayers's consideration as a director on the Company's Board of Directors.

4. RELATIONSHIP OF THE PARTIES. You are an independent contractor of the Company, and this Agreement shall not be construed to create any association, partnership, joint venture, employment, or agency relationship between you and the Company for any purpose. You have no authority (and shall not hold yourself out as having authority) to bind the Company and you shall not make any agreements or representations on the Company's behalf without the Company's prior written consent. You will not be eligible to participate in any vacation, group medical or life insurance, disability, profit sharing or retirement benefits, or any other fringe benefits or benefit plans offered by the Company to its employees, and the Company will not be responsible for withholding or paying any income, payroll, Social Security, or other federal, state, or local taxes, making any insurance contributions, including for unemployment or disability, or obtaining workers' compensation insurance on your behalf. You shall be responsible for, and shall indemnify the Company against, all such taxes or contributions, including penalties and interest. Any persons employed or engaged by you in connection with the performance of the Services shall be your employees or contractors and you shall be fully responsible for them and indemnify the Company against any claims made by or on behalf of any such employee or contractor.

5. INTELLECTUAL PROPERTY RIGHTS. All results and proceeds of the Services performed under this Agreement (collectively, the "**Deliverables**") and all other writings, technology, inventions, discoveries, processes, techniques, methods, ideas, concepts, research, proposals, and materials, and all other work product of any nature whatsoever, that are created, prepared, produced, authored, edited, modified, conceived, or reduced to practice in the course of performing the Services or other work performed in connection with the Services or this Agreement (collectively, and including the Deliverables, "**Work Product**"), and all patents, copyrights, trademarks (together with the goodwill symbolized thereby), trade secrets, know-how, and other confidential or proprietary information, and other intellectual property rights (collectively "**Intellectual Property Rights**") therein, shall be owned exclusively by the Company. You acknowledge and agree that any and all Work Product that may qualify as "work made for hire" as defined in the Copyright Act of 1976 (17 U.S.C. § 101) is hereby deemed "work made for hire" for the Company and all copyrights therein shall automatically and immediately vest in the Company. To the extent that any Work Product does not constitute "work made for hire," you hereby irrevocably assign to the Company and its successors and assigns, for no additional consideration, your entire right, title, and interest in and to such Work Product and all Intellectual Property Rights therein, including the right to sue, counterclaim, and recover for all past, present, and future infringement, misappropriation, or dilution thereof.

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To the extent any copyrights are assigned under this Section 5, you hereby irrevocably waive in favor of the Company, to the extent permitted by applicable law, any and all claims you may now or hereafter have in any jurisdiction to all rights of paternity or attribution, integrity, disclosure, and withdrawal and any other rights that may be known as "moral rights" in relation to all Work Product to which the assigned copyrights apply. You shall make full and prompt written disclosure to the Company of any inventions or processes, as such terms are defined in 35 U.S.C. § 100, that constitute Work Product, whether or not such inventions or processes are patentable or protected as trade secrets. You shall not disclose to any third party the nature or details of any such inventions or processes without the prior written consent of the Company. Any patent application for or application for registration of any Intellectual Property Rights in any Work Product that you may file during the Term or at any time thereafter will belong to the Company, and you hereby irrevocably assign to the Company, for no additional consideration, your entire right, title, and interest in and to such application, all Intellectual Property Rights disclosed or claimed therein, and any patent or registration issuing or resulting therefrom.

Upon the reasonable request of the Company, during and after the Term, you shall promptly take such further actions, including execution and delivery of all appropriate instruments of conveyance, and provide such further cooperation, as may be reasonably necessary to assist the Company to apply for, prosecute, register, maintain, perfect, record, or enforce its rights in any Work Product and all Intellectual Property Rights therein. In the event the Company is unable, after reasonable effort, to obtain your signature on any such documents, you hereby irrevocably designate and appoint the Company as your agent and attorney-in-fact, to act for and on your behalf solely to execute and file any such application or other document and do all other lawfully permitted acts to further the prosecution and issuance of patents, copyrights, or other intellectual property protection related to the Work Product with the same legal force and effect as if you had executed them. You agree that this power of attorney is coupled with an interest.

Notwithstanding this Section 5, to the extent that any of your pre-existing materials are incorporated in or combined with any Deliverable or otherwise necessary for the use or exploitation of any Work Product, you hereby grant to the Company an irrevocable, worldwide, perpetual, royalty-free, non-exclusive license to use, publish, reproduce, perform, display, distribute, modify, prepare derivative works based upon, make, have made, sell, offer to sell, import, and otherwise exploit such preexisting materials and derivative works thereof. The Company may assign, transfer, and sublicense (through multiple tiers) such rights to others without your approval.

As between you and the Company, the Company is, and will remain, the sole and exclusive owner of all right, title, and interest in and to any documents, specifications, data, know-how, methodologies, software, and other materials provided to you by the Company ("**Company Materials**"), and all Intellectual Property Rights therein. You have no right or license to reproduce or use any Company Materials except solely during the Term to the extent necessary to perform your obligations under this Agreement. All other rights in and to the Company Materials are expressly reserved by the Company. You have no right or license to use the Company's trademarks, service marks, trade names, logos, symbols, or brand names.

You shall require each of your employees and contractors to execute written agreements containing obligations of confidentiality and non-use and assignment of inventions and other work product consistent with the provisions of this Section 5 prior to such employee or contractor providing any Services under this Agreement.

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6. CONFIDENTIALITY. You acknowledge that you will have access to information that is treated as confidential and proprietary by the Company including without limitation trade secrets, technology, and information pertaining to business operations and strategies, customers, pricing, marketing, finances, sourcing, personnel, or operations of the Company, its affiliates, or their suppliers or customers, in each case whether spoken, written, printed, electronic, or in any other form or medium (collectively, the "**Confidential Information**"). Any Confidential Information that you access or develop in connection with the Services, including but not limited to any Work Product, shall be subject to the terms and conditions of this clause. You agree to treat all Confidential Information as strictly confidential, not to disclose Confidential Information or permit it to be disclosed, in whole or part, to any third party without the prior written consent of the Company in each instance, and not to use any Confidential Information for any purpose except as required in the performance of the Services. You shall notify the Company immediately in the event you become aware of any loss or disclosure of any Confidential Information. Confidential Information shall not include information that: (a) is or becomes generally available to the public other than through your breach of this Agreement; or (b) is communicated to you by a third party that had no confidentiality obligations with respect to such information.

Nothing herein shall be construed to prevent disclosure of Confidential Information as may be required by applicable law or regulation, or pursuant to the valid order of a court of competent jurisdiction or an authorized government agency, provided that the disclosure does not exceed the extent of disclosure required by such law, regulation, or order. You agree to provide written notice of any such order to an authorized officer of the Company within 24 hours of receiving such order, but in any event sufficiently in advance of making any disclosure to permit the Company to contest the order or seek confidentiality protections, as determined in the Company's sole discretion.

Notice of Immunity Under the Defend Trade Secrets Act of 2016 ("**DTSA**"). Notwithstanding any other provision of this Agreement: (a) you will not be held criminally or civilly liable under any federal or state trade secret law for any disclosure of a trade secret that: is made: (i) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (b) is made in a complaint or other document that is filed under seal in a lawsuit or other proceeding. If you file a lawsuit for retaliation by the Company for reporting a suspected violation of law, you may disclose the Company's trade secrets to your attorney and use the trade secret information in the court proceeding if you file any document containing the trade secret under seal; and do not disclose the trade secret, except pursuant to court order.

7. REPRESENTATIONS AND WARRANTIES. You represent and warrant to the Company that:

(a) you have the right to enter into this Agreement, to grant the rights granted herein, and to perform fully all of your obligations in this Agreement;

(b) your entering into this Agreement with the Company and your performance of the Services do not and will not conflict with or result in any breach or default under any other agreement to which you are subject;

(c) you have the required skill, experience, and qualifications to perform the Services, you shall perform the Services in a professional and workmanlike manner in accordance with best industry standards for similar services, and you shall devote sufficient resources to ensure that the Services are performed in a timely and reliable manner;

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(d) you shall perform the Services in compliance with all applicable federal, state, and local laws and regulations, including by maintaining all licenses, permits, and registrations required to perform the Services;

(e) the Company will receive good and valid title to all Work Product, free and clear of all encumbrances and liens of any kind; and

(f) all Work Product is and shall be your original work (except for material in the public domain or provided by the Company) and, to the best of your knowledge, does not and will not violate or infringe upon the intellectual property right or any other right whatsoever of any person, firm, corporation, or other entity.

The Company hereby represents and warrants to you that it has the full right, power, and authority to enter into this Agreement and to perform its obligations hereunder; and the execution of this Agreement by its representative whose signature is set forth at the end of this Agreement has been duly authorized by all necessary corporate action.

8. INDEMNIFICATION. Each Party shall defend, indemnify, and hold harmless the other Party and its affiliates and their officers, directors, employees, agents, successors, and assigns from and against all losses, damages, liabilities, deficiencies, actions, judgments, interest, awards, penalties, fines, costs, or expenses of whatever kind (including reasonable attorneys' fees) arising out of or resulting from: (a) bodily injury, death of any person, or damage to real or tangible personal property resulting from the other Party's acts or omissions; or (b) the other Party's breach of any representation, warranty, or obligation under this Agreement. Furthermore, the Company shall defend, indemnify, and hold harmless C6 and its affiliates and its officers, directors, employees, agents, successors, and assigns from and against all losses, damages, liabilities, deficiencies, actions, investigations, judgments, administrative actions, interest, awards, penalties, fines, costs, or expenses of whatever kind (including reasonable attorneys' fees) arising out of or resulting from C6's Services hereunder.

9. TERMINATION. You or the Company may terminate this Agreement without cause upon 30 days written notice to the other Party to this Agreement. In the event of termination pursuant to this clause, the Company shall pay you on a pro-rata basis any Fees then due and payable for any Sercices completed up to and including the date of such termination. No vested Award(s) shall be clawed back, and any unvested Award(s) will be forfeited. You or the Company may terminate this Agreement, effective immediately upon written notice to the other Party to this Agreement, if the other Party materially breaches this Agreement, and such breach is incapable of cure, or with respect to a material breach capable of cure, the other Party does not cure such breach within 30 calendar days after receipt of written notice of such breach. Upon expiration or termination of this Agreement for any reason, or at any other time upon the Company's written request, you shall promptly after such expiration or termination: (a) deliver to the Company all Deliverables (whether complete or incomplete) and all materials, equipment, and other property provided for your use by the Company; (b) deliver to the Company all tangible documents and other media, including any copies, containing, reflecting, incorporating, or based on the Confidential Information; © permanently erase all of the Confidential Information from your computer systems; and (d) certify in writing the Company that you have complied with the requirements of this clause.

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10. OTHER BUSINESS ACTIVITIES. You agree that you are not, and during the Term of this Agreement shall not be, engaged or employed in any business, trade, profession, or other activity that would create a conflict of interest with the Company. If any such actual or potential conflict arises during the Term of this Agreement, you shall immediately notify the Company in writing. If the Company determines, in its sole discretion, that the conflict is material, the Company may terminate the Agreement.

11. ASSIGNMENT. This Agreement is a personal services contract for Mr. Ayers's Services, and, therefore, you may not assign your rights or transfer or delegate your duties or obligations hereunder without the prior written consent of the Company, which consent the Company is entitled to grant or refuse in its sole discretion. Any assignment in violation of the foregoing shall be deemed null and void. The Company may freely assign its rights and obligations under this Agreement at any time. Subject to the limits on assignment stated above, this Agreement will inure to the benefit of, be binding on, and be enforceable against each of the Parties hereto and their respective successors and assigns.

12. GOVERNING LAW, JURISDICTION, AND VENUE. This Agreement and all related documents and all matters arising out of or relating to this Agreement and the Services provided hereunder, whether sounding in contract, tort, or statute, for all purposes shall be governed by and construed in accordance with the laws of the State of Florida (including its statutes of limitations and Florida's choice of law statutes, without giving effect to any conflict of laws principles that would cause the laws of any other jurisdiction but Florida to apply. Any action or proceeding by either of the Parties to enforce this Agreement shall be brought only in any state or federal court located in the State of Florida, County of Palm Beach. The Parties hereby irrevocably submit to the exclusive jurisdiction of these courts and waive the defense of inconvenient forum to the maintenance of any action or proceeding in such venue.

13. MISCELLANEOUS.

(a) This Agreement, together with any other documents incorporated herein by reference constitutes the sole and entire agreement of the Parties to this Agreement with respect to the subject matter contained herein, and supersedes all prior and contemporaneous understandings, agreements, representations, and warranties, both written and oral, with respect to such subject matter.

(b) This Agreement may only be amended, modified, or supplemented by an agreement in writing signed by each party hereto, and any of the terms thereof may be waived, only by a written document signed by each Party to this Agreement or, in the case of waiver, by the Party or Parties waiving compliance.

(c) If any term or provision of this Agreement is invalid, illegal, or unenforceable in any jurisdiction, such invalidity, illegality, or unenforceability shall not affect any other term or provision of this Agreement or invalidate or render unenforceable such term or provision in any other jurisdiction.

(d) This Agreement may be executed in multiple counterparts and by electronic signature, each of which shall be deemed an original and all of which together shall constitute one instrument.

SIGNATURE PAGE FOLLOWS

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West Palm Beach, FL 33401

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SIGNATURE PAGE

If this letter Agreement accurately sets forth our understanding, kindly execute the enclosed copy of this letter and return it to the undersigned.

Sincerely yours,

PSQ HOLDINGS, INC.:

By: /s/ Michael Seifert

Michael Seifert

Its: Chief Executive Officer

ACCEPTED AND AGREED:

C6 CREATIVE CONSULTING, INC.:

By: /s/ Nick Ayers

Nick Ayers

Its: Chairman

Dated: 11/29/2023

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West Palm Beach, FL 33401

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SCHEDULE A
SERVICES

1. During the Term of this Agreement, Mr. Ayers shall devote substantial business time and attention to the performance of the Services duties hereunder and will not engage in other business that would conflict or interfere with the performance of such Services either directly or indirectly without the prior written consent of the Company's Chief Executive Officer ("**CEO**"). Mr. Ayers shall render the Services faithfully and to the best of his ability to do so. As a director of the Board, Mr. Ayers agrees that he would recuse himself in any such consent approval or disapproval.

2. **Specific Services**. My Ayers shall:

   (a) Lead Company efforts and initiatives to court, engage, and retain like-minded and values-aligned family offices and funds over calendar year 2024 with the goal of **(i)** bringing $15,000,000 to $20,000,000 of investment into the Company's public equity, and/or **(ii)** gaining $20,000,000 of commitments for the Company's next capital raise (expected to be in the fourth fiscal quarter of fiscal year 2024).

   (b) Continue serving as Executive Chair of EveryLife Inc., attending quarterly meetings, making media and church appearances as opportunities; it is understood that Mr. Ayers shall exercise his best efforts to actively seek to create, calendar, market, and publicize such appearances.

   (c) Lead the broader church outreach (with a goal of at least 50 churches formally partnered with PublicSq. over the next 12 months) on how to engage in the "public square" with the planning starting this fall (2023), and execution starting in the winter (2023-2024).

   (d) Assist, advice, and counsel the Company's Chief Executive Officer as an accountability partner and advisor for executive leadership and high-level decision-making as it relates to Company operations, acquisitions, and overall Board strategy.

   (e) Fulfill the duties and responsibilities analogous to those of a "Chief Revenue Officer," focused on generating $5,000 to $10,000,000 of additional revenue for the Company in 2024 that does not require either additional internal or external engineering resources, or extensive overhead (GPMs < 60% for example).

   (f) Attract and land large-scale partnerships with notable vendors to bring further legitimacy to the Company's platform.

Exhibit 21.1

Subsidiaries of PSQ Holdings, Inc.

1. PublicSq. Inc. (Delaware)
2. EveryLife, Inc. (Delaware)
3. PSQLINK, LLC (Delaware)
4. Credova Holdings, Inc. (Delaware)
5. Fintech Management, Inc. (Delaware)
6. SLDW Management, Inc. (Delaware)
7. Credova Financial, LLC (Delaware)
8. Credova Technology, LLC (Delaware)
9. Credova SPV I, LLC (Delaware)
10. Credova SPV II, LLC (Delaware)

Exhibit 23.1

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-274668) of our report dated March 14, 2024, with respect to the consolidated financial statements of PSQ Holdings, Inc., which appears in this annual report on Form 10-K.

/s/ UHY LLP
Melville, NY
March 14, 2024

An Independent Member of Urbach Hacker Young International

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13A-14(A)
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Omeed Malik, Chief Executive Officer of Colombier Acquisition Corp., Michael Seifert, certify that:

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1. I have reviewed this annual report Annual Report on Form 10-K of Colombier Acquisition Corp. (the "registrant") for the year ended December 31, 2022 PSQ Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; and

   b. (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 24, 2023 March 14, 2024

By: /s/ Michael Seifert

/s/ Omeed MalikMichael Seifert

Omeed Malik

President, Chief Executive Officer

and Chairman of the Board

(Principal Executive Officer)

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Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13A-14(A)
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Joe Voboril, Chief Financial Officer of Colombier Acquisition Corp., Bradley Searle, certify that:

1. I have reviewed this annual report Annual Report on Form 10-K of Colombier Acquisition Corp. (the "registrant") for the year ended December 31, 2022 PSQ Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; and

b. (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 24, 2023 March 14, 2024

By: /s/ Bradley Searle

/s/ Joe Voboril Bradley Searle

Joe Voboril

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Chief
Financial
Officer

**(Principal
Financial and
Accounting
Officer)**

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of PSQ Holdings, Inc. (the "Company") on Form 10-K for the period ending December 31, 2022 of Colombier Acquisition Corp. (the "Company"), ended December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I Omeed Malik, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge: that:

1. (1) The Report fully complies with the requirements of Section section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; 1934; and

2. (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results result of operations of the Company.

Dated: March 24, 2023
Date: March 14, 2024

By:
/s/ Michael Seifert

/s/ Omeed MalikMichael Seifert
Omeed Malik
President, Chief Executive Officer
(Principal Executive Officer) and Chairman of the Board

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of PSQ Holdings, Inc. (the "Company") on Form 10-K for the period ending December 31, 2022 of Colombier Acquisition Corp. (the "Company"), ended December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I Joe Voboril, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge: that:

1. (1) The Report fully complies with the requirements of Section section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; 1934; and

2. (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results result of operations of the Company.

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Dated: March 24, 2023
Date: March 14, 2024

By: /s/ Bradley Searle

/s/ Joe VoborilBradley Searle

Joe Voboril
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 97.1

PSQ Holdings Inc.
Dodd-Frank Compensation Recovery Policy
(Board Approved on July 19, 2023)

This Compensation Recovery Policy (this "Policy") is adopted by PSQ Holdings Inc. (the "Company") in accordance with Section 303A.14 of the New York Stock Exchange ("NYSE") Listed Company Manual ("Section 303A.14"), which implements Rule 10D-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") (as promulgated pursuant to Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010). This Policy is effective as of October 2, 2023 (the "Effective Date").

1. Definitions

(a) **"Accounting Restatement"** means a requirement that the Company prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the U.S. federal securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period. Changes to the Company's financial statements that do not represent error corrections are not an Accounting Restatement, including: (A) retrospective application of a change in accounting principle; (B) retrospective revision to reportable segment information due to a change in the structure of the Company's internal organization; (C) retrospective reclassification due to a discontinued operation; (D) retrospective application of a change in reporting entity, such as from a reorganization of entities under common control; and (E) retrospective revision for stock splits, reverse stock splits, stock dividends or other changes in capital structure.

(b) **"Committee"** means the Compensation Committee of the Company's Board of Directors (the "Board"), unless the Company has determined that no such committee is required in accordance with the applicable listing standards of the NYSE, in which case such references shall be deemed to refer to a majority of the independent directors of the Board acting on such matters.

(c) **"Covered Person"** means a person who served as an Executive Officer at any time during the performance period for the applicable Incentive-Based Compensation.

(d) **"Erroneously Awarded Compensation"** means the amount of Incentive-Based Compensation that was Received that exceeds the amount of Incentive-Based Compensation that otherwise would have been Received had the amount of Incentive-Based Compensation been determined based on the restated amounts, computed without regard to any taxes paid by the Covered Person or by the Company on the Covered Person's behalf. For Incentive-Based Compensation based on stock price or total shareholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement, the amount of Erroneously Awarded Compensation will be based on a reasonable estimate by the Committee of the effect of the Accounting Restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was Received. The Company will maintain documentation of the determination of that reasonable estimate and provide such documentation to the NYSE.

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(e) **"Executive Officer"** means the Company's the Company's president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a significant policy-making function, or any other person (including as applicable executives of any of the Company's parents or subsidiaries) who performs similar policy-making functions for the Company and any other persons determined to be an "executive officer" of the Company within the meaning of Item 401(b) of Regulation S-K of the Exchange Act.

(f) **"Financial Reporting Measures"** means (A) measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures that are derived wholly or in part from such measures (whether or not such measures are presented within the Company's financial statements or included in a filing made with the U.S. Securities and Exchange Commission), (B) stock price and (C) total shareholder return.

(g) **"Incentive-Based Compensation"** means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure.

(h) Incentive-Based Compensation is deemed to be **"Received"** in the Company's fiscal period during which the Financial Reporting Measure specified in the applicable Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period or is subject to additional time-based vesting requirements.

(i) **"Recovery Period"** means the three completed fiscal years immediately preceding the earlier of: (A) the date the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement; or (B) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement. In addition, if there is a change in the Company's fiscal year end, the Recovery Period will also include any transition period to the extent required by Section 303A.14.

2. Recovery of Erroneously Awarded Compensation

Subject to the terms of this Policy and the requirements of Section 303A.14, if the Company is required to prepare an Accounting Restatement, the Company will attempt to recover, reasonably promptly from each Covered Person, any Erroneously Awarded Compensation that was Received by such Covered Person during the Recovery Period pursuant to Incentive-Based Compensation that is subject to this Policy.

3. Interpretation and Administration

(a) Role of the Committee. This Policy will be interpreted by the Committee in a manner that is consistent with Section 303A.14 and any other applicable law and will otherwise be interpreted in the business judgment of the Committee. All decisions and interpretations of the Committee that are consistent with Section 303A.14 will be final and binding.

(b) Compensation Not Subject to this Policy. This Policy does not apply to Incentive-Based Compensation that was Received (A) before the Effective Date or (B) prior to when the Company first had a class of securities listed on a national securities exchange. With respect to any Covered Person, this Policy does not apply to Incentive-Based Compensation that was Received by such Covered Person before beginning service as an Executive Officer.

(c) Determination of Means of Recovery. Subject to the requirement that recovery be made reasonably promptly, the Committee will determine the appropriate means of recovery, which may vary between Covered Persons or based on the nature of the applicable Incentive-Based Compensation, and which may involve, without limitation, establishing a deferred repayment plan or setting off against current or future compensation otherwise payable to the Covered Person. Recovery of Erroneously Awarded Compensation will be made without regard to income taxes paid by the Covered Person or by the Company on the Covered Person's behalf in connection with such Erroneously Awarded Compensation.

(d) Determination That Recovery is Impracticable. The Company is not required to recover Erroneously Awarded Compensation if a determination is made by the Committee that either (A) after the Company has made and documented a reasonable attempt to recover such Erroneously Awarded Compensation, the direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered or (B) recovery of such Erroneously Awarded Compensation would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the registrant, to fail to meet the requirements of Section 401(a)(13) or 411(a) of the Internal Revenue Code and regulations thereunder.

(e) No Indemnification or Company-Paid Insurance. The Company will not indemnify any Covered Person against the loss of Erroneously Awarded Compensation and will not pay or reimburse any Covered Person for the purchase of a third-party insurance policy to fund potential recovery obligations.

(f) Interaction with Other Clawback Provisions. The Company will be deemed to have recovered Erroneously Awarded Compensation in accordance with this Policy to the extent the Company actually receives such amounts pursuant to any other Company policy, program or agreement, pursuant to Section 304 of the Sarbanes-Oxley Act or otherwise.

(g) No Limitation on Other Remedies. Nothing in this Policy will be deemed to limit the Company's right to terminate employment of any Covered Person, to seek recovery of other compensation paid to a Covered Person, or to pursue other rights or remedies available to the Company under applicable law.

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