

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

FORM 10-Q

☒ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2025

OR

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

Commission File Number 000-54892

**STARCO BRANDS, INC.**

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction  
of incorporation or organization)

27-1781753

(I.R.S. Employer  
Identification No.)

706 N Citrus Ave, Los Angeles, CA

(Address of principal executive offices)

90038

(Zip Code)

(323) 266-7111

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<u>Class A Common Stock</u>	<u>STCB</u>	<u>OTC Markets Group OTCQB Tier</u>

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

None

(Title of Class)

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 Exchange 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 has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T 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.

Large accelerated filer ☐

Non-accelerated filer ☒

Accelerated filer ☐

Smaller reporting company ☒

Emerging growth company ☐

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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the last practicable date: As of May 20, 2025, there were 784,192,034 shares of the registrant's Class A common stock and zero shares of the registrant's Class B common stock outstanding.

**STARCO BRANDS, INC. AND SUBSIDIARIES**  
**FORM 10-Q**  
**FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2025**

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

STARCO BRANDS INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2025	December 31, 2024
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	1,624,892	1,207,406
Accounts receivable, net of allowance for credit losses of \$600,009 and \$371,654, respectively	4,320,736	5,170,043
Accounts receivable, related party	-	2,250,379
Prepaid expenses and other assets	2,877,487	940,966
Inventory	8,159,148	8,249,645
Total Current Assets	16,982,263	17,818,439
Property and equipment, net	463,057	353,720
Operating lease right-of-use asset	519,616	538,776
Intangibles, net	27,958,339	28,645,847
Goodwill	12,361,520	12,361,520
Total Assets	58,284,795	59,718,302
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts payable	11,414,068	10,485,811
Accounts payable, related parties	410,815	1,658,188
Other payables and accrued liabilities	4,718,214	4,326,011
Fair value of share adjustment	5,607,174	9,299,703
Notes payable, \$2,472,500 and \$2,472,500 from related parties, respectively	2,498,073	2,522,983
Revolving loan, net of discounts	3,429,984	3,651,330
Lease liability, current portion	70,644	67,278
Total Current Liabilities	28,148,972	32,011,304
Lease liability, net of current portion	463,674	482,190
Total Liabilities	28,612,646	32,493,494
Commitments and Contingencies (Note 8)		
Stockholders' Equity:		
Preferred stock, \$.001 par value; 40,000,000 shares authorized; no shares issued and outstanding, at March 31, 2025 and December 31, 2024, respectively	-	-
Class A common stock, \$.001 par value; 1,700,000,000 shares authorized; 647,431,696 and 647,431,696 shares issued and outstanding at March 31, 2025 and December 31, 2024, respectively	647,432	647,432
Class B common stock, \$.001 par value; 300,000,000 shares authorized; no shares issued and outstanding at March 31, 2025 and December 31, 2024, respectively	-	-
Additional paid in capital	99,970,746	99,499,510
Treasury stock at cost	(328,500)	(328,500)
Accumulated deficit	(79,541,501)	(81,420,357)
Total Starco Brands' Stockholders' Equity	20,748,177	18,398,085
Non-controlling interest	8,923,972	8,826,723
Total Stockholders' Equity	29,672,149	27,224,808
Total Liabilities and Stockholders' Equity	58,284,795	59,718,302

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

**STARCO BRANDS INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

	<b>For the Three Months Ended</b>	
	<b>March 31, 2025</b>	<b>March 31, 2024</b>
Revenue	\$ 9,818,757	\$ 12,929,191
Revenue, related parties	1,050,312	2,310,196
Cost of goods sold	5,227,850	7,073,235
Cost of goods sold, related parties	897,981	1,152,008
Gross profit	\$ 4,743,238	\$ 7,014,144
Operating Expenses:		
Compensation expense	\$ 1,736,188	\$ 2,574,728
Professional fees	780,224	1,196,118
Marketing, general and administrative	3,384,418	5,315,953
Fair value share adjustment (gain) loss	(3,692,529)	1,921,949
Total operating expenses	2,208,301	11,008,748
Income (loss) from operations	2,534,937	(3,994,604)
Other Expense:		
Interest expense	236,636	199,173
Other expense	322,196	76,779
Total other expense, net	558,832	275,952
Income (loss) before provision for income taxes	\$ 1,976,105	\$ (4,270,556)
Provision for income taxes	-	-
Net income (loss)	\$ 1,976,105	\$ (4,270,556)
Net income attributable to non-controlling interest	97,249	192,122
Net income (loss) attributable to Starco Brands	\$ 1,878,856	\$ (4,462,678)
Income (loss) per share, basic	\$ 0.00	\$ (0.01)
Income (loss) per share, diluted	\$ 0.00	\$ (0.01)
Weighted Average Shares Outstanding - Basic	647,431,696	565,485,843
Weighted Average Shares Outstanding - Diluted	826,709,534	565,485,843

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

**STARCO BRANDS INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2025 AND 2024**

	<u>Class A Common Stock</u>		<u>Class B Common Stock</u>		<u>Additional</u>	<u>Treasury</u>	<u>Accumulated</u>	<u>Non-</u>	<u>Equity</u>	<u>Stockholders'</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Paid-in</u>	<u>Stock</u>	<u>Deficit</u>	<u>controlling</u>	<u>Consideration</u>	<u>Equity</u>
					<u>Capital</u>	<u>Payable</u>		<u>Interest</u>	<u>Payable</u>	
<b>Balance at December 31, 2023</b>	488,926,717	\$ 488,926	-	\$ -	\$ 75,130,223	\$(394,200)	\$ (63,769,469)	\$ 8,510,384	\$ 5,707,261	\$ 25,673,125
Stock-based compensation	-	-	-	-	483,466	-	-	-	-	483,466
Soylent Share Adjustment	133,087,875	133,088	-	-	17,966,863	-	-	-	-	18,099,951
Equity payable related to Soylent acquisition	16,309,203	16,309	-	-	2,430,071	-	-	-	(2,446,380)	-
Equity payable related to AOS acquisition	4,979,731	4,980	-	-	941,169	-	-	-	(946,149)	-
Share repurchase			-	-	-	65,700	-	-	-	65,700
Net loss	-	-	-	-	-	-	(4,462,678)	192,122	-	(4,270,556)
<b>Balance at March 31, 2024</b>	<u>643,303,526</u>	<u>\$ 643,303</u>	<u>-</u>	<u>\$ -</u>	<u>\$ 96,951,792</u>	<u>\$(328,500)</u>	<u>\$ (68,232,147)</u>	<u>\$ 8,702,506</u>	<u>\$ 2,314,732</u>	<u>\$ 40,051,686</u>
<b>Balance at December 31, 2024</b>	<u>647,431,696</u>	<u>\$ 647,432</u>	<u>-</u>	<u>\$ -</u>	<u>\$ 99,499,510</u>	<u>\$(328,500)</u>	<u>\$ (81,420,357)</u>	<u>\$ 8,826,723</u>	<u>\$ 0</u>	<u>\$ 27,224,808</u>
Stock-based compensation					471,236					471,236
Net income							1,878,856	97,249		1,976,105
<b>Balance at March 31, 2025</b>	<u>647,431,696</u>	<u>\$ 647,432</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 99,970,746</u>	<u>\$(328,500)</u>	<u>\$ (79,541,501)</u>	<u>\$ 8,923,972</u>	<u>\$ 0</u>	<u>\$ 29,672,149</u>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

**STARCO BRANDS INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

	For the Three Months Ended	
	March 31, 2025	March 31, 2024
Cash Flows From Operating Activities:		
Net income (loss)	\$ 1,976,105	\$ (4,270,556)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Stock based compensation	471,236	483,466
Depreciation	2,013	4,666
Amortization of intangible assets	704,508	701,604
Amortization of debt discount	47,051	-
(Gain) loss on stock payable share adjustment	(3,692,529)	1,921,949
Changes in operating assets and liabilities:		
Accounts receivable	849,307	1,769,887
Accounts receivable, related parties	2,250,379	208,617
Prepaid expenses and other assets	(1,936,521)	590,876
Inventory	90,497	(585,128)
Operating lease right of use asset	19,160	-
Accounts payable	928,257	827,692
Accounts payable, related parties	(1,247,373)	-
Other payables and accrued liabilities	392,203	(824,939)
Other payables and accrued liabilities, related parties	-	(5,681)
Operating lease liability	(15,150)	-
Net Cash Provided By Operating Activities	839,143	822,453
Cash Flows From Investing Activities:		
Purchases of intangibles	(17,000)	(26,649)
Purchases of property & equipment	(111,350)	(26,850)
Net Cash Used In Investing Activities	(128,350)	(53,499)
Cash Flows From Financing Activities:		
Proceeds from notes payable	-	113,138
Payments to notes payable	(24,910)	(105,105)
Payment to Line of Credit	-	(771,252)
Proceeds from Revolving loan	10,347,483	-
Payments to Revolving loan	(10,615,880)	-
Net Cash Used In Financing Activities	(293,307)	(763,219)
Net Increase In Cash	417,486	5,735
Cash - Beginning of Period	1,207,406	1,761,225
Cash - End of Period	\$ 1,624,892	\$ 1,766,960
Supplemental Cash Flow Information:		
Cash paid for:		
Interest paid	\$ 228,897	\$ 199,179
Income taxes	\$ -	\$ -
Noncash operating and financing activities:		
Settlement of Soy lent share adjustment	\$ -	\$ 18,099,951
Shares issued in connection with equity payable related to Soy lent acquisition	\$ -	\$ 2,446,380
Shares issued in connection with equity payable related to AOS acquisition	\$ -	\$ 946,149

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

**STARCO BRANDS, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE**  
**THREE MONTHS ENDED MARCH 31, 2025 AND 2024**

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

Starco Brands, Inc. (“STCB”) was incorporated in the State of Nevada on January 26, 2010, under the name Insynergy, Inc. On September 7, 2017, STCB filed an Amendment to the Articles of Incorporation to change the corporate name to Starco Brands, Inc. The Board of Directors (“Board”) determined the change of STCB’s name was in the best interests of the Company due to changes in its current and anticipated business operations. In July 2017, STCB entered into a licensing agreement with The Starco Group (“TSG”), a related party entity, located in Los Angeles, California. The companies pivoted to commercializing novel consumer products manufactured by TSG. TSG is a private label and branded aerosol and liquid fill manufacturer with manufacturing assets in the following verticals: DIY/Hardware, paints, coatings and adhesives, household, hair care, disinfectants, automotive, motorcycle, arts & crafts, personal care cosmetics, personal care FDA, sun care, food, cooking oils, beverages, and spirits and wine.

During the third quarter of 2021, STCB formed two subsidiaries, Whipshots, LLC, a Wyoming limited liability company (“Whipshots LLC”) and Whipshots, LLC, a Delaware limited liability company that was subsequently renamed Whipshots Holdings, LLC (“Whipshots Holdings”). Whipshots LLC was a wholly-owned subsidiary of STCB at formation which was subsequently contributed to Whipshots Holdings. Whipshots Holdings is a majority-owned subsidiary of STCB in which STCB owns 85% of the vested voting interests. There are vested interests not owned by the Company for an additional 15% of the equity which has been issued.

On September 12, 2022, STCB, through its wholly-owned subsidiary Starco Merger Sub Inc. (“Merger Sub”), completed its acquisition (the “AOS Acquisition”) of The AOS Group Inc., a Delaware corporation (“AOS”). The AOS Acquisition consisted of Merger Sub merging with and into AOS, with AOS being the surviving corporation. AOS is a wholly-owned subsidiary of STCB.

On December 29, 2022, STCB, through its wholly-owned subsidiary Starco Merger Sub II, Inc. (“First Merger Sub”) completed its acquisition (the “Skylar Acquisition”) of Skylar Body, Inc. (“Skylar Inc.”). The Skylar Acquisition consisted of First Merger Sub merging with and into Skylar Inc. (“First Merger”) with Skylar Inc. being the surviving corporation, and immediately following the First Merger, and as part of the same overall transaction as the First Merger, Skylar Inc. merged with and into Second Merger Sub (the “Second Merger”) with the Second Merger Sub being the surviving entity Skylar Body, LLC (“Skylar”). Skylar is a wholly-owned subsidiary of STCB.

On February 15, 2023, the Company, through its wholly-owned subsidiary Starco Merger Sub I, Inc. (“Starco Merger Sub I”), completed its acquisition (the “Soylent Acquisition”) of Soylent Nutrition, Inc., a Delaware corporation (“Soylent”). The Soylent Acquisition consisted of Starco Merger Sub I merging with and into Soylent, with Soylent being the surviving corporation. Soylent is a wholly-owned subsidiary of STCB.

The accompanying condensed consolidated financial statements are of STCB and its subsidiaries AOS, Skylar, Soylent, Whipshots Holdings and its wholly owned subsidiary Whipshots LLC (collectively, the “Company”).

On January 3, 2023, the Board approved the Amended and Restated Articles of Incorporation of Starco Brands, Inc. (the “Amended and Restated Articles”). On January 6, 2023, the stockholders of the Company representing 53.47% of the Company’s outstanding common stock adopted the Amended and Restated Articles. On February 9, 2023, the Company filed the Amended and Restated Articles, which, among other things, (i) increased the authorized shares of common stock, par value \$0.001 per share, from 300,000,000 shares (the “Old Common Stock”) to 2,000,000,000 shares, (ii) established two classes of common stock, consisting of (y) 1,700,000,000 shares of Class A common stock, par value \$0.001 per share (“Class A common stock”), and (z) 300,000,000 shares of Class B common stock, par value \$0.001 per share and (iii) reclassified all issued, outstanding or authorized Old Common Stock of the Company into Class A common stock on a one-for-one basis. As a result, following the filing of the Amended and Restated Articles with the Nevada Secretary of State, the Company’s prior “common stock” was renamed Class A common stock on its trading symbol. The authorized preferred stock, with a par value of \$0.001 per share and totaling 40,000,000 shares, has remained unchanged.

## NOTE 2 – GOING CONCERN

The accompanying condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company identified that a substantial doubt exists if the Company is able to meet its obligations as they become due within one year of the date of the financial statements being issued. Principal conditions that gave rise to this substantial doubt include historical net losses as indicated by the Company's accumulated deficit of approximately \$79.5 million at March 31, 2025, which includes the impact of its net income of \$1,976,105 for the three months ended March 31, 2025, and a working capital deficiency of approximately \$11.2 million at March 31, 2025. Management evaluated the principal conditions that initially gave rise to the substantial doubt and note that the historical net losses and accumulated deficit impact are justified as they are primarily made up of non-cash expenses or one-time non-recurring expenses, such as goodwill impairment, stock-based compensation expense, fair value share adjustment loss and acquisition transaction expenses. Total debt of approximately \$5.9 million on the balance sheet as of March 31, 2025 includes \$2,472,500 of notes payable to Ross Sklar ("Sklar"), who has a large minority ownership of the Company that provides incentive for Mr. Sklar to extend or refinance the notes before the notes become due, as seen historically (see Note 9). Management plans include (i) continuing to increase net cash provided by operating activities, which was approximately \$0.8 million for the three months ended March 31, 2025, while decreasing net cash provided by financing activities, and (ii) obtaining an alternative financing source to pay off all current debt outstanding and to provide additional working capital, if needed. To achieve these objectives, management has proposed and approved plans to increase top line revenue for each segment while decreasing overall expenses as a percentage of revenue, as a result of realizing synergies from the acquisitions of AOS, Skylar and Soylent, and utilizing the Company's back-end shared service model to reduce expenses. These conditions and the ability to successfully resolve these factors raise substantial doubt about the Company's ability to continue as a going concern. The condensed consolidated financial statements of the Company do not include any adjustments that may result from the outcome of the aforementioned uncertainties.

## NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### *Basis of Consolidation*

The condensed consolidated financial statements of Starco Brands, Inc. include the accounts of STCB, our wholly owned subsidiary AOS, our wholly owned subsidiary Skylar, our wholly owned subsidiary Soylent, and our 85% owned subsidiary Whipshots and its wholly owned subsidiaries, which are comprised of voting interest entities in which we have a controlling financial interest in accordance with Accounting Standards Codification ("ASC") 810, Consolidation. All significant intercompany profits, losses, transactions and balances have been eliminated in consolidation in the condensed consolidated financial statements.

Our consolidated subsidiaries at March 31, 2025 include: AOS, Skylar, Soylent, Whipshots Holdings and its wholly owned subsidiary Whipshots LLC. Intercompany accounts and transactions have been eliminated upon consolidation.

### *Basis of Presentation*

The condensed consolidated financial statements of the Company and the accompanying notes included in this Quarterly Report on Form 10-Q are unaudited. In the opinion of management, all adjustments necessary for the fair presentation of the condensed consolidated financial statements have been included. Such adjustments are of a normal, recurring nature. The condensed consolidated financial statements, and the accompanying notes, are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and do not contain certain information included in the Company's Annual Report and Form 10-K for the year ended December 31, 2024. Therefore, the interim condensed consolidated financial statements should be read in conjunction with that Annual Report on Form 10-K.

### *Reclassification*

During the fourth quarter of 2024, the Company discovered a misclassification of expenses related to Amazon shipping costs; such had been grouped under Costs of goods sold during the first three quarters of 2024. Management determined that these expenses should have been classified as a contra-revenue adjustment and the current period financials reflect the appropriate classification. To allow for the conformity of presentation of the prior period financial statements to the current period financial statements, and to maintain comparability among the periods presented in compliance with U.S. GAAP, the Company has reclassified the prior year expenses as presented below; such reclassifications had no impact on net loss or earnings per share.

Account	Three Months Ended March 31, 2024		
	Previously Recorded Balance	Corrected Balance	Reclassified Amount
<u>Statement of Operations</u>			
Revenue	15,490,681	15,239,387	(251,294)
Cost of goods sold	8,476,537	8,225,243	(251,294)
Gross profit	7,014,144	7,014,144	-

### *Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and equity-based transactions at the date of the financial statements and the revenues and expenses during the reporting period. The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.



The Company believes the following critical accounting policies affect its more significant judgments and estimates used in the preparation of the condensed consolidated financial statements. Significant estimates include the timing for revenue recognition, testing goodwill and intangibles for impairment, recoverability of long-lived assets, estimating the allowance for doubtful accounts, determining the net realizable value of inventory, assessing the value of certain share-based adjustments, income taxes, fair value of contributed services, and assumptions used in the Black-Scholes valuation methods, such as expected volatility, risk-free interest rate and expected dividend rate.

#### *Concentrations of Credit Risk*

The Company maintains its cash in bank deposit accounts, the balances of which at times may exceed federally insured limits. The Company continually monitors its banking relationships and consequently has not experienced any losses in its accounts. It believes it is not exposed to any significant credit risk on cash.

#### *Cash and Cash Equivalents*

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. There were no cash equivalents for the periods ended March 31, 2025 or December 31, 2024.

#### *Accounts Receivable*

The Company measures accounts receivable at net realizable value. This value includes an appropriate allowance for credit losses to present the net amount expected to be collected on the financial asset. It calculates the allowance for credit losses based on available relevant information, in addition to historical loss information, the level of past-due accounts based on the contractual terms of the receivables, and its relationships with, and the economic status of, its partners and customers. The allowance for uncollectible amounts is evaluated quarterly and as of March 31, 2025 and December 31, 2024, the balances were \$600,009 and \$371,654, respectively.

#### *Fair Value of Financial Instruments*

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP) and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3: Pricing inputs that are generally unobservable inputs and not corroborated by market data.

The carrying amount of the Company's condensed consolidated financial assets and liabilities, such as cash and cash equivalents, accounts receivable, accounts payable, prepaid expenses, and accrued expenses approximate their fair value because of the short maturity of those instruments. The Company's notes payable approximate the fair value of such instruments based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangements at March 31, 2025 and December 31, 2024.

The following table summarizes the financial instruments of the Company at fair value based on the valuation approach applied to each class of security as of March 31, 2025:

	Carrying Value at March 31, 2024	Fair Value Measurement at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Liabilities:</b>				
Fair Value of potential Share Adjustment	\$ 5,607,174	\$ -	\$ -	\$ 5,607,174
<b>Total Liabilities</b>	<b>\$ 5,607,174</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 5,607,174</b>

Pursuant to the Soylent Acquisition, the Company was required to issue Share Adjustments (as defined in Note 5) to the former owners of Soylent based upon the stock price of the Company on the Adjustment Date (as defined in Note 5). The Company engaged a third-party valuation firm to estimate the fair value of this contingent liability by performing a Monte Carlo simulation to forecast the value of the Company's stock and the implied value of the Share Adjustment. See Note 5 for further discussion. The fair value of the Share Adjustment on the Soylent Acquisition date was \$36,715,800. The inputs to estimate the fair value of the Share Adjustment were the market price of the Company's Class A common stock, the option expected term, the volatility of the Company's Class A common stock price and the risk-free interest rate. Significant changes to any unobservable input may result in a significant change in the fair value measurement.

The following table presents a reconciliation of the opening and closing balances of the Fair Value of Share Adjustment for the three months ended March 31, 2025:

	Fair Value of Share Adjustment
Balance at December 31, 2024	\$ 9,299,703
Fair Value of Shares Issued	-
Gain on Fair Value of Share Adjustment	(3,692,529)
Balance at March 31, 2025	\$ 5,607,174

#### *Property and Equipment, net*

Property and equipment are recorded at historical cost, net of depreciation; all property and equipment with a cost of \$2,000 or greater are capitalized. Depreciation is computed using straight-line over the estimated useful lives of the related assets. Expenditures that enhance the useful lives of the assets are capitalized and depreciated. Maintenance and repairs are expensed as incurred. Construction in progress ("CIP") relates to costs for assets under construction or development that are not yet ready for their intended use; such will be transferred to their appropriate asset category upon completion. When assets are sold or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in operations.

#### *Revenue Recognition*

STCB, excluding its subsidiaries, earns a majority of its revenues through the sale of food products, primarily through Winona. Revenue from retail sales is recognized at shipment to the retailer.

AOS, one of STCB's wholly owned subsidiaries, earns its revenues through the sale of premium body and skincare products. Revenue from retail sales is recognized at shipment to the retailer. Revenue from eCommerce sales, including Amazon Fulfillment by Amazon ("Amazon FBA"), is recognized upon shipment of merchandise.

Skylar, one of STCB's wholly owned subsidiaries, earns its revenues through the sale of fragrances. Revenue from retail sales is recognized at shipment to the retailer. Revenue from eCommerce sales, including Amazon FBA, is recognized upon shipment of merchandise.

Soylent, one of STCB's wholly owned subsidiaries, earns its revenues through the sale of nutritional drinks. Revenue from retail sales is recognized at shipment to the retailer. Revenue from eCommerce sales, is recognized upon shipment of merchandise.

Whipshots, an 85% owned subsidiary, earns its revenues as royalties from the licensing agreements it has with Temperance, a related entity. STCB licenses the right for Temperance to manufacture and sell vodka infused whipped cream. The amount of the licensing revenue received varies depending upon the product and the royalty percentage is based on contractual terms. The Company recognizes its revenue under these licensing agreements only when sales are made by Temperance to a third party.

The Company applies the requirements of ASC 606, Revenue from Contracts with Customers, which includes the following five-step model in order to determine the recognition of revenue: (i) Identify the contract with a customer; (ii) Identify the performance obligation in the contract; (iii) determine the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the licensee transferring goods or services to the customer. Once a contract is determined to be within the scope of ASC 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company's licensee must deliver and which of these performance obligations are distinct. The Company recognizes as revenues the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied. Generally, the Company's licensee's performance obligations are transferred to customers at a point in time, typically upon delivery.

## *Income Taxes*

The Company follows Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification (“Section 740-10-25”) with regards to uncertainty income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the condensed consolidated financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the condensed consolidated financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

## *Stock-based Compensation*

The Company accounts for stock-based compensation per the provisions of ASC 718, Share-based Compensation (“ASC 718”), which requires the use of the fair-value based method to determine compensation for all arrangements under which employees and others receive shares of stock or equity instruments (warrants, options, and restricted stock units). The fair value of each warrant and option is estimated on the date of grant using the Black-Scholes option pricing model that uses assumptions for expected volatility, expected dividends, expected term, and the risk-free interest rate. The Company has not paid dividends historically and does not expect to pay them in the future. Expected volatility is based on the volatility of comparable companies’ common stock. The expected term of awards granted is derived using estimates based on the specific terms of each award. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant for the period of the expected term. The grant date fair value of a restricted stock unit equals the closing price of our Class A common stock on the trading day of the grant date.

### *Net Income (Loss) Per Common Share*

Net income (loss) per share of Class A common stock is computed by dividing the net income (loss) by the weighted average number of shares of Class A common stock outstanding during the year. All outstanding options are considered potential shares of Class A common stock. The dilutive effect, if any, of stock payable, options and warrants are calculated using the treasury stock method. Any outstanding convertible notes are considered shares of Class A common stock at the beginning of the period or at the time of issuance, if later, pursuant to the if-converted method. Since the effect of Class A common stock equivalents is anti-dilutive with respect to losses, outstanding warrants have been excluded from the Company's computation of net income (loss) per share of Class A common stock for the three months ended March 31, 2025 and 2024.

The following table summarizes the securities that were excluded from the diluted per share calculation because the effect of including these potential shares was antidilutive due to the Company's net income (loss) position even though the exercise price could be less than the average market price of the Class A common stock:

	<b>Three Months Ended March 31,</b>	
	<b>2025</b>	<b>2024</b>
Warrants	38,850,000	39,350,000
Stock options	3,602,500	4,660,000
Acquisition Stock Consideration Payable	136,760,338	142,146,084
Total	179,212,838	186,156,084

### *Intangible Assets*

Definite-lived intangible assets consist of certain domain names, trademarks and trade names. Definite-lived intangible assets are amortized utilizing the straight-line method over the assets' estimated useful lives, which approximate 10-16 years.

Indefinite-lived intangible assets consist of certain trade names and trademarks; these intangible assets are not amortized but are tested for impairment annually or whenever impairment indicators exist.

The Company assesses potential impairment of its long-lived assets whenever events or changes in circumstances indicate that an asset or asset group's carrying value may not be recoverable. Factors that are considered important that could trigger an impairment review include a current period operating or cash flow loss combined with a history of operating or cash flow losses and a projection or forecast that demonstrates continuing losses or insufficient income associated with the use of a long-lived asset or asset group. Other factors include a significant change in the manner of the use of the asset or a significant negative industry or economic trend. This evaluation is performed based on estimated undiscounted future cash flows from operating activities compared with the carrying value of the related assets. If the undiscounted future cash flows are less than the carrying value, an impairment loss is recognized, measured by the difference between the carrying value, and the estimated fair value of the assets, with such estimated fair values determined using the best information available and in accordance with FASB ASC Topic 820, Fair Value Measurements. During the three months ended March 31, 2025 and 2024, the Company did not record asset impairment charges related to its intangible assets.

### *Royalties and Licenses*

Royalty-based obligations with content licensors are either paid in advance and capitalized as prepaid royalties or are accrued as incurred and subsequently paid. These royalty-based obligations are generally expensed to cost of revenue generally at the greater of the contractual rate or an effective royalty rate based on the total projected net revenue for contracts with guaranteed minimums. Prepayments made are generally made in connection with the development of a particular product, and therefore, we are generally subject to risk during the product phase. Payments earned after completion of the product (primarily royalty-based in nature) are generally expensed as cost of revenue.

Our contracts with some licensors include minimum guaranteed royalty payments, which are initially recorded as an asset and as a liability at the contractual amount when no performance remains with the licensor. When performance remains with the licensor, we record guarantee payments as an asset when actually paid and as a liability when incurred, rather than recording the asset and liability upon execution of the contract.

Each quarter, we also evaluate the expected future realization of our royalty-based assets, as well as any unrecognized minimum commitments not yet paid to determine amounts we deem unlikely to be realized through future revenue. Impairments or losses determined post-launch are charged to cost of revenue. We evaluate long-lived royalty-based assets for impairment using undiscounted cash flows when impairment indicators exist. If an impairment exists, then the related assets are written down to fair value. Unrecognized minimum royalty-based commitments are accounted for as executory contracts, and therefore, any losses on these commitments are recognized when the underlying intellectual property is abandoned (i.e., cease use) or the contractual rights to use the intellectual property are terminated.

Our minimum contractual royalty-based obligations remaining as of March 31, 2025 are approximately \$20,000, \$20,000 and \$20,000 for the years ending December 31, 2025, 2026, and 2027, respectively.

#### *Leases*

With the adoption of ASC 842, operating lease agreements are required to be recognized on the balance sheet as Right-of-Use (“ROU”) assets and corresponding lease liabilities. ROU assets include any prepaid lease payments and exclude any lease incentives and initial direct costs incurred. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. The lease terms may include options to extend or terminate the lease if it is reasonably certain that the Company will exercise that option.

On May 1, 2024, the Company entered into a three-year lease agreement (the “Citrus Lease”) with a lessor who is a related party (see Note 9 for additional information) for the rental of the second and third floors of a premise containing approximately 3,000 square feet located at 706 N. Citrus Ave, Los Angeles, CA 90038. The lease was classified as an operating lease and has a monthly base rent of \$10,000 per month, with a base rent increase of 5% each year. There is an option for the Company to renew for an additional three years with notice given within 90 days before the end of the term.

In accordance with ASC 842, Leases, the Company recognized a ROU asset and corresponding lease liability on the condensed consolidated balance sheet for long-term office leases. See Note 12 for further discussion, including the impact on the condensed consolidated financial statements and related disclosures.

#### *Inventory*

Inventory consists of premium body and skincare products, fragrances and nutritional products. Inventory is measured using the first-in, first-out method and stated at average cost as of March 31, 2025. The value of inventories is reduced for excess and obsolete inventories. We monitor inventory to identify events that would require impairment due to obsolete inventory and adjust the value of inventory when required. We did not record any inventory impairment losses for the three months ended March 31, 2025 and 2024.

#### *Acquisitions, Intangible Assets and Goodwill*

The condensed consolidated financial statements reflect the operations of an acquired business beginning as of the date of acquisition. Assets acquired and liabilities assumed are recorded at their fair values at the date of acquisition; goodwill is recorded for any excess of the purchase price over the fair values of the net assets acquired. Significant judgment is required to determine the fair value of certain tangible and intangible assets and in assigning their respective useful lives. Accordingly, we typically obtain the assistance of third-party valuation specialists for significant tangible and intangible assets. The fair values are based on available historical information and on future expectations and assumptions deemed reasonable by management but are inherently uncertain. The Company typically employs an income method to measure the fair value of intangible assets, which is based on forecasts of the expected future cash flows attributable to the respective assets. Significant estimates and assumptions inherent in the valuations reflect consideration of other marketplace participants and include the amount and timing of future cash flows (including expected growth rates and profitability), the underlying product or technology life cycles, economic barriers to entry and the discount rate applied to the cash flows. Unanticipated market or macroeconomic events and circumstances could affect the accuracy or validity of the estimates and assumptions. Determining the useful life of an intangible asset also requires judgment. Intangible assets are amortized over their estimated lives. Any intangible assets associated with acquired in-process research and development activities (“IPR&D”) are not amortized until a product is available for sale.

Goodwill as of the acquisition date is measured as the excess of consideration transferred over the net of the acquisition date fair values of the assets acquired and the liabilities assumed. While we use our best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date, our estimates are inherently uncertain and subject to refinement.

The Company reviews goodwill for impairment at least annually or more frequently if indicators of impairment exist. Our goodwill impairment test may require the use of qualitative judgements and fair-value techniques, which are inherently subjective. Impairment loss, if any, is recorded when a reporting unit's fair value of goodwill is less than its carrying value.

No impairment losses related to goodwill were recognized for the three months ended March 31, 2025 and 2024. As of March 31, 2025 and December 31, 2024, goodwill was \$12,361,520 and \$12,361,520, respectively.

#### Segments

Operating segments are defined as components of an enterprise about which separate discrete information is available for evaluation by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. The Company's Chief Executive Officer ("CEO") is the Company's chief operating decision maker ("CODM") and views the Company's operations and manages its business in three reportable operating segments: (i) Starco Brands, which includes AOS, Whipshots Holdings and Whipshots LLC, (ii) Skylar, and (iii) Soylent. The CODM assesses performance of operating segments and determines the allocation of resources based primarily on gross profit as a whole.

#### Recently Issued Accounting Pronouncements

All newly issued but not yet effective accounting pronouncements have been deemed to be not applicable or immaterial to the Company.

#### NOTE 4 – SEGMENTS

The Company has the following reportable segments:

*Starco Brands.* The Starco Brands segments generate revenue through the development and sales of consumer good products. The Starco Brands segment includes STCB, AOS, Whipshots Holdings and Whipshots LLC.

*Skylar.* The Skylar segment generates revenue through the sale of fragrances.

*Soylent.* The Soylent segment generates revenue through the sale of nutritional products, mainly drinks.

Balance sheet data are reviewed by the Chief Operating Decision Maker ("CODM") on a consolidated basis; therefore, disaggregated balance sheet data are not presented.

The CODM uses the following measures to assess segment performance:

#### Profit or Loss Measures

- Revenues
- Revenues – related parties
- Gross profit
- Income from operations

#### Significant Expense Categories

- Cost of goods sold
- Cost of goods sold – related parties
- Compensation expense
- Professional fees
- Marketing, general and administrative expenses
- Fair value share adjustment gain/loss
- Goodwill impairment

The following tables present gross profit and significant expenses by reporting segment:

	Three Months Ended March 31, 2025			
	Starco Brands	Skylar	Soylent	Total
Gross revenues	\$ 1,150,225	\$ 1,413,933	\$ 7,254,599	\$ 9,818,757
Gross revenues, related parties	1,050,312	-	-	1,050,312
Cost of revenues	213,384	558,982	4,455,484	5,227,850
Cost of revenues, related parties	897,981	-	-	897,981
Gross profit	1,089,172	854,951	2,799,115	4,743,238
Compensation expense	874,485	220,399	641,304	1,736,188
Professional fees	611,869	54,232	114,123	780,224
Marketing, general and administrative	908,413	859,489	1,616,516	3,384,418
Fair value share adjustment gain	-	-	(3,692,529)	(3,692,529)
Total operating expenses	2,394,767	1,134,120	(1,320,586)	2,208,301
(Loss) income from operations	\$ (1,305,595)	\$ (279,169)	\$ 4,119,701	\$ 2,534,937

Three Months Ended March 31, 2024			
Starco Brands	Skylar	Soylent	Total

Gross revenues	\$ 1,673,890	\$ 2,075,125	\$ 9,180,176	\$ 12,929,191
Gross revenues, related parties	2,310,196	-	-	2,310,196
Cost of revenues	224,917	843,068	6,005,250	7,073,235
Cost of revenues, related parties	1,152,008	-	-	1,152,008
Gross profit	2,607,161	1,232,057	3,174,926	7,014,144
Compensation expense	1,034,475	446,321	1,093,932	2,574,728
Professional fees	838,356	123,038	234,724	1,196,118
Marketing, general and administrative	1,821,850	1,011,633	2,482,470	5,315,953
Fair value share adjustment loss	-	-	1,921,949	1,921,949
Total operating expenses	3,694,681	1,580,992	5,733,075	11,008,748
Loss from operations	\$ (1,087,520)	\$ (348,935)	\$ (2,558,149)	\$ (3,994,604)

## NOTE 5 – ACQUISITIONS

### *Soylent Acquisition*

On February 15, 2023, the Company completed the acquisition of Soylent through its wholly-owned subsidiary, Starco Merger Sub I, which merged with Soylent, with Soylent as the surviving entity. Soylent produces a wide range of plant-based nutrition products, including shakes, powders, and bars. The Soylent Acquisition was a cash and stock deal, with the Company paying \$200,000 in cash as reimbursement of Soylent's closing expenses and issuing shares of Class A common stock at \$0.15 per share, which amount was equal to the fair value of the stock on the acquisition date. As part of the transaction, the Company reserved an (a) aggregate of up to 165,336,430 restricted shares of Class A common stock for Soylent shareholders, (b) 12,617,857 restricted shares of Class A common stock to satisfy existing Soylent change in control obligations, and (c) additional shares for change-in-control obligations and other financial adjustments ("Opening Balance Holdback"). A share price adjustment provision was included—if the Company's stock trades below \$0.35 per share on February 14, 2024, additional shares (the "Share Adjustment") will be issued to compensate.

On March 15, 2024, the Company and certain former Soylent stockholders and current stockholders of the Company's Class A common stock (the "Consenting Stockholders") entered into a Stockholder Agreement (the "Stockholder Agreement"), modifying aspects of the Soylent Merger Agreement with respect to the Consenting Stockholders. The Stockholder Agreement modified the Share Adjustment calculation by using a 30-day volume-weighted average price ("VWAP") and bifurcated the Share Adjustment into a share adjustment on February 14, 2024 (the "First Adjustment Date" and the shares issued thereby the "First Adjustment Shares") and a share adjustment on May 15, 2025 (the "Second Adjustment Date" and the shares issued thereby the "Second Adjustment Shares"). Generally, if the Company's Class A common stock based on the VWAP, is below \$0.35 per share on each of the First Adjustment Date and the Second Adjustment Date, as applicable, additional shares would be issued at no extra cost to stockholders under the Stockholder Agreement. The fair value of share rights was estimated at \$0.189 per share on the acquisition date, with a total share adjustment value of \$36.7 million. At year-end 2023, the estimated fair value varied based on stockholder participation, resulting in a total adjustment value of \$36.9 million.

Effective February 14, 2024, the First Adjustment Date, the Company settled \$18,099,951 of the \$36,931,330 fair value liability outstanding on December 31, 2023 by issuing 133,087,875 shares of Class A common stock to the Soylent Shareholders as outlined in the Soylent Merger Agreement and Stockholder Agreement, as applicable. On the same date, the Company also settled the "Equity Payable" balance of \$2,446,380 from the Soylent Acquisition as of December 31, 2023 by issuing 16,309,203 shares of Class A common stock to the Soylent Shareholders, who were not Consenting Shareholders, as outlined in the Soylent Merger Agreement.

Effective May 20, 2024, it was determined, in accordance with the Soylent Merger Agreement, that 7,445,490 shares of the 18,571,429 shares of Class A Common Stock Opening Balance Holdback from the Soylent Shareholders were not due, the effect of which resulted in an adjustment to the liability of \$1,012,587, which reduced the original settlement amount of \$18,099,951 to a net settlement amount of \$17,087,364. The Company has recorded additional adjustments in the fair value of the derivative liability to arrive at a total share adjustment value on the balance sheet of \$5,607,174 as of March 31, 2025. The Company estimates it will issue 136,760,337 shares of its Class A common stock for the Second Share Adjustment (see Note 16 for additional information).



## NOTE 6 – NOTES PAYABLE

### *Insurance Loans*

The Company has several financing loans for general liability, directors' and officers' insurance and other insurance liabilities, which bear interest at varying percentages and require monthly payments. As of March 31, 2025 and December 31, 2024, the remaining balances of these loans was \$25,573 and \$50,483, respectively. For the three months ended March 31, 2025 and 2024, these insurance loans incurred approximately \$967 and \$1,388, respectively, of interest expense.

### *Gibraltar Loan and Security Agreement – Revolving Loan*

On May 24, 2024, STCB and its subsidiaries entered into a Loan and Security Agreement (the "Loan and Security Agreement") with Gibraltar Business Capital, LLC ("Gibraltar"), securing a \$12.5 million revolving line of credit to reduce long-term debt and expand working capital. This facility includes a \$1.5 million Permitted Overadvance Amount (as defined in the Gibraltar Loan Agreement), which decreases by \$125,000 per month starting June 1, 2024. The loan matures on May 24, 2026, with a one-year automatic extension subject to certain conditions.

The Gibraltar Loan accrues interest at One Month Term SOFR plus the Applicable Margin (as defined in the Loan and Security Agreement), with Permitted Overadvance Amounts carrying an additional 2% interest. As of March 31, 2025, the interest rate was 10%, and total outstanding revolving loan balances were \$3,649,559, with a net balance of \$3,429,984 after discounts with interest expense on the loan of \$131,418 for the three months ended March 31, 2025.

The Loan and Security Agreement includes standard financial covenants, including a minimum EBITDA requirement and limitations on indebtedness, liens, asset sales, and stock transactions. There are also customary default provisions, covering events such as nonpayment, covenant violations, insolvency, and material judgments. As of March 31, 2025, the Company had several events of default due to reporting deficiencies and failure to maintain minimum EBITDA financial covenants, though the Company had no payment defaults. Discussions between the Company and Gibraltar are ongoing as the parties explore options to reset financial covenants in line with the Company's forecasts and to secure waivers of existing defaults.

### *CEO Notes*

See Note 9 for loans to STCB from the Company's CEO.

## NOTE 7 – OTHER PAYABLES AND ACCRUED LIABILITIES

Other payables and accrued liabilities consist of the following:

	March 31, 2025	December 31, 2024
Accrued compensation	\$ 729,803	\$ 740,649
Accrued royalties	1,237,500	1,237,500
Deferred revenue	523,397	457,633
Trade payable	1,206,733	1,163,001
Other accrued expenses	1,020,781	727,228
Total	\$ 4,718,214	\$ 4,326,011

These liabilities represent obligations incurred as of the reporting date but not yet paid; accrued compensation includes wages and bonuses earned by employees, and accrued royalties include royalty payments that are potentially owed but not yet paid. Deferred revenue is for amounts received but not yet earned, primarily related to gift card liabilities and loyalty rewards obligations, and trade payables consist of amounts owed to suppliers for goods or services purchased. Other accrued expenses primarily consist of operational costs incurred but not yet invoiced.

## NOTE 8– COMMITMENTS & CONTINGENCIES

The Company is not currently involved in any legal proceedings that, in management's opinion, would have a material adverse effect on the Company's financial position, results of operations, or cash flows.

The Company regularly assesses contingencies to determine the degree of probability and range of possible loss for potential accrual in its financial statements. An estimated loss contingency is accrued in its financial statements if it is probable that a liability has been incurred, and the amount of the loss can be reasonably estimated. Based on the Company's assessment, it currently does not have any amount accrued as it is not a defendant in any claims or legal actions.

### *Whipshots*

In 2021, Whipshots LLC entered into an Intellectual Property Purchase Agreement with Penguins Fly, LLC, acquiring trademarks, domains, social media handles, and other assets related to Whipshots® and Whipshotz®. The purchase price is based on a sliding-scale percentage of gross revenue from product sales solely from the sale of Whipshots® / Whipshotz® products, payable over seven years. The Company has accrued \$17,000 during the three months ended March 31, 2025 to be paid pursuant to the agreement, all of which has been recorded as an indefinite-lived intangible asset for a total of \$502,404 as of March 31, 2025.

Separately, in 2021, Whipshots Holdings, LLC entered into a License Agreement with Washpoppin Inc. ("Washpoppin"), licensing certain intellectual property of Cardi B for product promotion and brand collaboration. An amended agreement, effective November 27, 2023, formalized her role in events, media, and social promotions, alongside a minimum aggregate royalty payment of \$3.3 million. The revised deal also accelerated the vesting of equity for Washpoppin, resulting in equity-based compensation of \$8.63 million in 2023. During the three months ended March 31, 2025 and 2024, the Company incurred expenses related to this agreement of approximately \$0 and \$412,500, respectively, which are recorded under marketing, general and administrative expenses on the statement of operations.

### *Soylent Share Adjustment*

Pursuant to the Soylent Acquisition, the Company is expecting to issue 136,760,337 shares of Class A common stock in connection with the Second Share Adjustment (as defined in Note 5) to the Consenting Stockholders in connection with the Second Adjustment Date (see Note 5). The Company engaged a third-party valuation firm to estimate the fair value of this contingent liability by performing a Monte Carlo simulation to forecast the value of the Company's stock and the implied value of the Share Adjustment. See Note 5 for further discussion. The fair value of the Share Adjustment on the Soylent Acquisition date was \$36,715,800 and as of March 31, 2025, the fair value was \$5,607,174. See Note 16 for further discussion.

### *Royalties and Licenses*

The Company has contracts with some licensors that include minimum guaranteed royalty payments, which are initially recorded as an asset and as a liability at the contractual amount when no performance remains with the licensor. When performance remains with the licensor, we record guarantee payments as an asset when actually paid and as a liability when incurred, rather than recording the asset and liability upon execution of the contract.

Our minimum contractual royalty-based obligations remaining as of March 31, 2025 are approximately \$20,000, \$20,000, and \$20,000 for each of the years ending December 31, 2025, 2026 and 2027. See Note 3 for further information.

## NOTE 9 – RELATED PARTY TRANSACTIONS

### Ross Sklar, CEO Notes

On August 11, 2023, the Company issued to Sklar a consolidated secured promissory note (the “Consolidated Secured Promissory Note”) in the principal sum of \$4,000,000, with a maturity date of December 31, 2024. The Consolidated Secured Promissory Note carries a floating interest rate comprised of the Wall Street Journal Prime Rate (re-assessed on the first date of each month (plus 2%)), and is secured by an amended and restated consolidated security agreement (the “Amended and Restated Consolidated Security Agreement”), by and between the Company and Sklar, dated August 11, 2023. The Consolidated Secured Promissory Note consolidated the outstanding loan obligations of the Company to Sklar evidenced pursuant to (i) the January 24, 2020 Amended Note, (ii) the June 28, 2021 Note, (iii) the September 17, 2021 Note, (iv) the December 13, 2021 Note, (v) the December 29, 2022 Note, and (vi) the March 3, 2023 Note, as summarized in the table below. The Amended and Restated Consolidated Security Agreement merged and integrated the December 29, 2022 Security Agreement and the March 3, 2023 Security Agreement, and provides a security interest in the Collateral (as defined in the Amended and Restated Consolidated Security Agreement) to secure the repayment of all principal, interest, costs, expenses and other amounts then or thereafter due under the Consolidated Secured Promissory Note until by the maturity date. Sklar was authorized to file financing statements to perfect the security interest in the Collateral without authentication by the Company. The following table represents Prior Notes that were part of the restructuring and related prior and updated terms (under the Consolidated Secured Promissory Note):

	Original Balance	Original maturity	Original rate	Revised maturity	Revised rate
January 24, 2020 Amended Note	\$ 100,000	7/19/2023	4%	08/31/2026	Prime + 2%
June 28, 2021 Note	100,000	6/28/2023	4%	08/31/2026	Prime + 2%
September 17, 2021 Note	500,000	9/17/2023	4%	08/31/2026	Prime + 2%
December 13, 2021 Note	500,000	12/13/2023	4%	08/31/2026	Prime + 2%
December 29, 2022 Note	2,000,000	8/1/2023	Prime + 4%	08/31/2026	Prime + 2%
March 3, 2023 Note	800,000	7/1/2023	Prime + 4%	08/31/2026	Prime + 2%
	<u>\$ 4,000,000<sup>(1)</sup></u>				

(1) Note that \$1,527,500 of this total was repaid to Mr. Sklar in 2024 from proceeds received under the Loan and Security Agreement (see *Loan and Security Agreement – Related Party* below).

The restructuring is accounted for as a debt modification. On May 31, 2024, the Consolidated Secured Promissory Note was amended by that certain Amendment to Consolidated Secure Promissory Note, by and between STCB and Mr. Sklar, dated May 31, 2024 (the “2024 Consolidated Note Amendment” and together with the Consolidated Secured Promissory Note, the “Amended Consolidated Secured Promissory Note”). The 2024 Consolidated Note Amendment, among other things, extended the maturity date to August 31, 2026, provided that to the extent amounts remain due and payable on the maturity date, it will be extended until August 31, 2027.

On February 14, 2022, the Company issued an unsecured note to Sklar with a principal amount of \$472,500, which was excluded from the note consolidation. The note carried an annual interest rate of 4% and was set to mature two years from its issuance. It was convertible into shares of Company Class A common stock at a conversion price of \$0.29 per share, based on the 10-day volume-weighted average trading price prior to issuance. On May 10, 2024, the Company and Sklar amended the note, extending its maturity date to December 31, 2024. The note was fully repaid in 2024 using proceeds from the Loan and Security Agreement, and the Company no longer has any obligations under it.

As of March 31, 2025 and December 31, 2024, the outstanding principal owed to Mr. Sklar under the referenced notes amounted to \$2,472,500 and \$2,472,500, respectively. For the three months ended March 31, 2025 and December 31, 2024, the notes to Mr. Sklar incurred interest expense of approximately \$59,312 and \$328,207, respectively.

### Operating Lease – Related Party

On May 1, 2024, the Company entered into the Citrus Lease with a lessor who is a related party (see Note 3 and Note 12 for additional information) for the rental of the second and third floors of a premise containing approximately 3,000 square feet located at 706 N. Citrus Ave, Los Angeles, CA 90038. The lease was classified as an operating lease and has a monthly base rent of \$10,000 per month, with a base rent increase of 5% each year. There is an option for the Company to renew for an additional three years with notice given within 90 days before the end of the term.

In accordance with ASC 842 - Leases, the Company recognized an ROU asset and corresponding lease liability for \$587,914 on the condensed consolidated balance sheet for long-term office leases, as well as lease expense of \$34,010 for the three months ended March 31, 2025. See Note 12 for further discussion, including the impact on the condensed consolidated financial statements and related disclosures.

### Other Related Party Transactions

During the three months March 31, 2025 and 2024, the Company recognized revenue from related parties of \$1,050,312 and \$2,310,196, respectively. There were \$0 and \$2,250,379 of accounts receivable and accrued accounts receivable from TSG and Temperance as of March 31, 2025 and December 31, 2024, respectively. All revenues earned in relation to these accounts receivable are from related parties.

During the three months ended March 31, 2025 and 2024, the Company recognized cost of goods from products purchased from related parties of \$897,981 and \$1,152,008, respectively. There were \$410,815 and \$1,658,188 of accounts payable owing to TSG and other related parties as of March 31, 2025 and December 31, respectively.

### NOTE 10 – STOCK WARRANTS

The table below summarizes the grants of stock warrants and includes the assumptions used for valuation under the Black-Scholes option pricing model.

Date	Number of Stock Warrants	Stock Price	Strike Price	Expected Volatility	Interest Rate	Dividend Rate	Expected Term (years)	Fair Value
10/21/2021	300,000	\$ 0.90	\$ 0.90	75.00%	0.77%	0.00%	1.0	\$ 93,917
9/12/2022	33,150,000	\$ 0.19	\$ 0.19	103.09%	3.47%	0.00%	3.0	\$ 4,088,769
11/1/2022	100,000	\$ 0.20	\$ 0.20	102.86%	4.27%	0.00%	1.0	\$ 8,116
11/3/2022	5,000,000	\$ 0.19	\$ 0.19	102.84%	4.36%	0.00%	3.0	\$ 618,176
12/29/2022	285,714	\$ 0.20	\$ 0.01	103.49%	3.94%	0.00%	1.0	\$ 54,401
3/3/2023	114,286	\$ 0.17	\$ 0.01	137.62%	4.26%	0.00%	1.0	\$ 18,710
6/1/2023	150,000	\$ 0.12	\$ 0.19	150.24%	3.70%	0.00%	3.0	\$ 14,013

A summary of the status of the Company's outstanding stock warrants and changes during the periods is presented below:

	Shares available to purchase with warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding, December 31, 2024	39,100,000	\$ 0.19	2.88	\$ 21,000
Issued	-	-	-	-
Exercised	-	-	-	-
Cancelled	-	-	-	-
Expired	(250,000)	0.90	-	-
Outstanding, March 31, 2025	38,850,000	\$ 0.19	2.65	\$ 16,000
Exercisable, March 31, 2025	32,220,803	\$ 0.19	2.65	\$ 16,000
Outstanding, December 31, 2023	39,350,000	\$ 0.20	3.87	\$ 50,800
Issued	-	-	-	-
Exercised	-	-	-	-
Cancelled	-	-	-	-
Expired	-	-	-	-
Outstanding, March 31, 2024	39,350,000	\$ 0.20	3.87	\$ 50,800
Exercisable, March 31, 2024	17,449,989	\$ 0.20	3.41	\$ 50,800

The fair value of stock warrants granted and vested during the three months ended March 31, 2025 was zero and \$389,179, respectively.

The fair value of stock warrants granted and vested during the three months ended March 31, 2024 was zero and \$241,359, respectively.

The following table summarizes information about stock warrants to purchase shares of the Company's Class A common stock outstanding and exercisable as of March 31, 2025:

Range of exercise prices	Outstanding Warrants	Weighted-Average Remaining Life In Years	Weighted-Average Exercise Price	Number Exercisable
\$ 0.90	50,000	0.50	\$ 0.90	50,000
\$ 0.19	38,300,000	2.65	\$ 0.19	31,670,803
\$ 0.20	100,000	2.59	\$ 0.20	100,000
\$ 0.01	400,000	2.80	\$ 0.01	400,000
	<u>38,850,000</u>	<u>2.65</u>	<u>\$ 0.19</u>	<u>32,220,803</u>

The compensation expense attributed to the issuance of the stock warrants is recognized as they are vested.

Total compensation expense related to the stock warrants was \$389,179 and \$390,747 for the three months ended March 31, 2025 and 2024, respectively, and was included in compensation expense on the statement of operations. As of March 31, 2025, there was \$801,414 in future compensation cost related to non-vested stock warrants.

The aggregate intrinsic value as of March 31, 2025 is \$16,000 for total outstanding and exercisable warrants, which was based on our estimated fair value of the Class A common stock of \$0.05, had all warrant holders exercised their warrants as of that date, net of the aggregate exercise price.

#### NOTE 11- STOCK OPTIONS

A summary of the status of the Company's outstanding stock options and changes during the periods is presented below:

	Shares available to purchase with options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding, December 31, 2024	3,640,000	\$ 0.17	9.02	\$ -
Issued	-	-	-	-
Exercised	-	-	-	-
Cancelled	(37,500)	0.17	-	-
Expired	-	-	-	-
Outstanding, March 31, 2025	<u>3,602,500</u>	<u>\$ 0.17</u>	<u>8.78</u>	<u>\$ -</u>
Exercisable, March 31, 2025	1,541,448	\$ 0.17	8.76	\$ -
Outstanding, December 31, 2023	-	\$ -	-	\$ -
Issued	4,660,000	0.17	9.76	-
Exercised	-	-	-	-
Cancelled	-	-	-	-
Expired	-	-	-	-
Outstanding, March 31, 2024	<u>4,660,000</u>	<u>\$ 0.17</u>	<u>9.76</u>	<u>\$ -</u>
Exercisable, March 31, 2024	<u>590,624</u>	<u>\$ 0.17</u>	<u>9.76</u>	<u>\$ -</u>

The fair value of stock options granted and vested during the three months ended March 31, 2025 was zero and \$82,057, respectively.

The fair value of stock options granted and vested during the three months ended March 31, 2024 was \$731,548 and zero, respectively.

The compensation expense attributed to the issuance of stock options is recognized as they are vested. Total compensation expense related to the stock options was \$82,057 and \$92,719 for the three months ended March 31, 2025 and 2024, respectively, and was included in compensation expense on the statement of operations. As of March 31, 2025, there was \$312,565 in future compensation cost related to non-vested stock warrants.

The aggregate intrinsic value as of March 31, 2025 is zero for total outstanding and exercisable warrants, which was based on our estimated fair value of the Class A common stock of \$0.05, had all option holders exercised their options as of that date, net of the aggregate exercise price.

#### NOTE 12 – LEASES

The following tables present net related party lease costs and other supplemental lease information:

	Three Months Ended March 31, 2025
Lease cost	
Operating lease cost (cost resulting from lease payments)	\$ 34,010
Sublease income	(34,010)
Net lease cost	<u>\$ -</u>
Operating lease – operating cash flows (fixed payments)	\$ 34,010

Operating lease – operating cash flows (liability reduction)	\$	15,150
Current leases – right of use assets	\$	519,616
Current liabilities – operating lease liabilities	\$	70,644
Non-current liabilities – operating lease liabilities	\$	463,674
Operating lease ROU assets	\$	519,616
Weighted-average remaining lease term (in years)		5.08
Weighted-average discount rate		10.91%

Future minimum payments under non-cancelable leases for operating leases for the remaining terms of the leases following the three months ended March 31, 2025:

Fiscal Year	Operating Leases
2025	\$ 94,000
2026	130,200
2027	136,710
2028	143,546
2029	150,723
2030	51,051
Total future minimum lease payments	706,230
Less: Imputed Interest	(171,912)
Present value of net future minimum lease payments	\$ 534,318

#### NOTE 13 – PROPERTY AND EQUIPMENT

Property and equipment, net consist of the following:

	March 31, 2025	December 31, 2024
Computer equipment	\$ 104,747	\$ 104,747
Tools and equipment	147,903	147,903
Furniture and equipment	39,202	39,202
CIP	444,690	333,340
Property and equipment, gross	736,542	625,192
Less: Accumulated depreciation	(273,485)	(271,472)
Property and equipment, net	\$ 463,057	\$ 353,720

Construction in Progress (“CIP”) represents costs incurred for ongoing projects that are not yet ready for their intended use. As of March 31, 2025, the balance of CIP was \$444,690 and consists of expenditures related to the implementation of a new enterprise resource planning (“ERP”) system within the Company. This project is expected to be completed and transferred to its respective asset category by the end of 2025.

**NOTE 14 – INTANGIBLE ASSETS**

Intangible assets, net consists of the following:

	<b>March 31, 2025</b>		
	Gross Carrying Amount	Accumulated Amortization	Net
Trade names	27,217,404	4,407,819	22,809,585
Customer relationships	6,915,000	1,766,246	5,148,754
Intangible Assets	<u>\$ 34,132,404</u>	<u>\$ 6,174,065</u>	<u>\$ 27,958,339</u>

  

	<b>December 31, 2024</b>		
	Gross Carrying Amount	Accumulated Amortization	Net
Trade names	\$ 27,200,404	\$ 3,905,777	\$ 23,294,627
Customer relationships	6,915,000	1,563,780	5,351,220
Intangible Assets	<u>\$ 34,115,404</u>	<u>\$ 5,469,557</u>	<u>\$ 28,645,847</u>

Amortization expense for the three months ended March 31, 2025 and 2024 was \$704,508 and \$701,604, respectively.

As of March 31, 2025, the expected future amortization expense of intangible assets was as follows:

<b>Fiscal period:</b>	<b>March 31, 2025</b>
Remainder of 2025	\$ 2,120,242
2026	2,824,750
2027	2,824,750
2028	2,824,750
2029	2,824,750
Thereafter	14,539,097
Total amortization remaining	<u><u>\$ 27,958,339</u></u>

**NOTE 15 – INVENTORY**

Inventory by major class are as follows:

	<b>March 31, 2025</b>	<b>December 31, 2024</b>
Raw materials	\$ 3,480,115	\$ 1,484,997
Finished goods	4,679,033	6,764,648
Total inventory	<u>\$ 8,159,148</u>	<u>\$ 8,249,645</u>

**NOTE 16 – SUBSEQUENT EVENTS**

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855, from the balance sheet date through the date the financial statements were issued and has determined that no other subsequent events exist, except as noted below.

*Second Adjustment Date for Soylent Stockholder Agreement*

Pursuant to the Stockholder Agreement, the Second Share Adjustment is calculated as of May 15, 2025, the Second Adjustment Date. The issuance of the Second Adjustment Shares settles the outstanding shares liability of \$5,607,174 as of March 31, 2025 by issuing 136,760,337 shares of Class A common stock at a price of \$0.041 per share to the Soylent Shareholders as outlined in the Soylent Merger Agreement and Stockholder Agreement, as applicable.

## ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### **CAUTIONARY STATEMENT FOR FORWARD-LOOKING STATEMENTS**

THIS QUARTERLY REPORT ON FORM 10-Q INCLUDES FORWARD-LOOKING STATEMENTS WITHIN THE MEANING OF SECTION 27A OF THE SECURITIES ACT OF 1933, AS AMENDED, SECTION 21E OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND OTHER FEDERAL SECURITIES LAWS, PARTICULARLY THOSE ANTICIPATING FUTURE FINANCIAL PERFORMANCE, BUSINESS PROSPECTS, GROWTH, OPERATING STRATEGIES AND SIMILAR MATTERS. WE HAVE BASED THESE FORWARD-LOOKING STATEMENTS ON OUR CURRENT INTENT, EXPECTATIONS AND PROJECTIONS ABOUT FUTURE EVENTS, AND THESE FORWARD-LOOKING STATEMENTS ARE NOT GUARANTEED TO OCCUR AND MAY NOT OCCUR. 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. IN SOME CASES, YOU CAN IDENTIFY FORWARD-LOOKING STATEMENTS BY TERMINOLOGY SUCH AS “MAY,” “WILL,” “SHOULD,” “COULD,” “WOULD,” “INTEND,” “PROJECT,” “CONTEMPLATE,” “POTENTIAL,” “EXPECT,” “PLAN,” “ANTICIPATE,” “BELIEVE,” “ESTIMATE,” “CONTINUE,” OR THE NEGATIVE OF SUCH TERMS OR OTHER SIMILAR EXPRESSIONS. THESE STATEMENTS ARE ONLY PREDICTIONS. FACTORS THAT MIGHT CAUSE OR CONTRIBUTE TO SUCH A DISCREPANCY INCLUDE, BUT ARE NOT LIMITED TO, THOSE DESCRIBED IN OUR OTHER SECURITIES AND EXCHANGE COMMISSION FILINGS.

THE FOLLOWING DISCUSSION SHOULD BE READ IN CONJUNCTION WITH OUR FINANCIAL STATEMENTS AND RELATED NOTES THERETO INCLUDED ELSEWHERE IN THIS REPORT. ANY OF THE FORWARD-LOOKING STATEMENTS THAT WE MAKE IN THIS QUARTERLY REPORT ON FORM 10-Q AND IN OTHER PUBLIC REPORTS AND STATEMENTS WE MAKE MAY TURN OUT TO BE INACCURATE AS A RESULT OF OUR BELIEFS AND ASSUMPTIONS WE MAKE IN CONNECTION WITH THE FACTORS SET FORTH ABOVE OR BECAUSE OF OTHER UNIDENTIFIED AND UNPREDICTABLE FACTORS. IN ADDITION, OUR BUSINESS AND FUTURE RESULTS ARE SUBJECT TO A NUMBER OF OTHER FACTORS, INCLUDING THOSE FACTORS SET FORTH IN THE “RISK FACTORS” SECTION OF OUR ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2024, AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION (THE “SEC”) ON APRIL 18, 2025. BECAUSE OF THESE AND OTHER UNCERTAINTIES, OUR ACTUAL FUTURE RESULTS MAY BE MATERIALLY DIFFERENT FROM THE RESULTS INDICATED BY THESE FORWARD-LOOKING STATEMENTS, AND YOU SHOULD NOT RELY ON SUCH STATEMENTS. WE UNDERTAKE NO OBLIGATION TO PUBLISH REVISED FORWARD-LOOKING STATEMENTS TO REFLECT THE OCCURRENCE OF UNANTICIPATED EVENTS OR CIRCUMSTANCES AFTER THE DATE HEREOF. THESE RISKS COULD CAUSE OUR ACTUAL RESULTS FOR 2024 AND BEYOND TO DIFFER MATERIALLY FROM THOSE EXPRESSED IN ANY FORWARD-LOOKING STATEMENTS BY OR ON BEHALF OF US, AND COULD NEGATIVELY AFFECT OUR FINANCIAL CONDITION, LIQUIDITY AND OPERATING AND STOCK PRICE PERFORMANCE.

#### *Business Overview*

Starco Brands, Inc. (formerly Insynergy Products, Inc.), which we refer to as “the Company,” “our Company,” “STCB,” “we,” “us” or “our,” was incorporated in the State of Nevada on January 26, 2010 under the name Insynergy, Inc. On September 7, 2017, the Company filed an Amendment to the Articles of Incorporation to change the corporate name to Starco Brands, Inc. The Board determined the change of the Company’s name was in the best interests of the Company due to changes in our current and anticipated business operations at that time. In July 2017, the Company entered into a licensing agreement with The Starco Group (“TSG”), a related party entity, located in Los Angeles, California. TSG is a private label and branded aerosol and liquid fill manufacturer with manufacturing assets in the following verticals: DIY/Hardware, paints, coatings and adhesives, household, hair care, disinfectants, automotive, motorcycle, arts & crafts, personal care cosmetics, personal care FDA, sun care, food, cooking oils, beverages, and spirits and wine. Upon entering into the licensing agreement with TSG, the Company pivoted to commercializing novel consumer products manufactured by TSG.

In 2022, the Company embarked on a strategy to grow its consumer product line offerings through the acquisition of multiple subsidiaries with established behavior changing products and brands. With an increased product line and its existing partner relationships, the Company has continued expanding its vertical and consumer base.



## *Executive Overview*

In July 2017, our Board entered into a licensing agreement with TSG to pursue a new strategic marketing plan involving commercializing leading edge products with the intent to sell them through brick and mortar and online retailers. We are a company whose mission is to create behavior-changing products and brands. Our core competency is inventing brands, marketing, building trends, pushing awareness and social marketing. The licensing agreement with TSG provided STCB with certain products on an exclusive and royalty-free basis and other products on a non-exclusive and royalty basis, in the categories of food, household cleaning, air care, spirits and personal care.

The current CEO and owner of TSG, Ross Sklar, was named the CEO of STCB in August of 2017. Mr. Sklar has spent his career commercializing technology in industrial and consumer markets. Mr. Sklar has built teams of manufacturing personnel, research and development, and sales and marketing professionals over the last 20 years and has grown TSG into a successful and diversified manufacturer supplying a wide range of products to some of the largest retailers in the United States. As the Company continues to grow the number of products and brands under the STCB umbrella, it will continue to leverage its relationship with TSG to streamline its product manufacturing.

## *Product Development*

We have conducted extensive research and have identified specific channels to penetrate with a portfolio of novel technologies. We are executing on this vision and, since our inception, have launched and /or served as the marketer of record for various product lines.

### *Winona®*

STCB is the marketer of record, but not the owner of record for the Winona® Butter Flavor Popcorn Spray. STCB provides marketing services for Winona pursuant to a licensing agreement. Winona Popcorn Spray is sold in Walmart and H-E-B grocery stores, among other retailers. STCB also launched the Winona Popcorn Spray on Amazon through our strategic partner Pattern (formally iServe), who is a stockholder in STCB. Sales grew in 2024, and the Company expects sales to continue to grow in 2025 in this space as management increases the Company's sales personnel for this product line.

### *Whipshots®*

In December 2021, the Company launched a new product line consisting of vodka-infused, whipped-cream aerosols, under the brand name "Whipshots." The launch event was held at Art Basel in Miami and garnered over 1 billion impressions world-wide. The Company launched the product on whipshots.com with a limited quantity of cans to be sold each day for the month of December. Whipshots® sold out every single day of the month. The Company launched brick and mortar retail distribution in the first quarter of 2022, signed a distribution agreement with Republic National Distributing Company ("RNDC"), one of the largest spirits distributors in the nation, and signed distribution agreements with others. Whipshots® is currently distributed in 47 of 50 states and the United Kingdom. Initially the Company introduced three flavors of Whipshots® to the market – Vanilla, Mocha and Caramel. Since the initial launch, the Company has introduced new and Limited Time flavors such as Peppermint, Lime, Pumpkin Spice, Strawberry and King Cake. We plan to continue to offer various additional Limited Time flavors over time. Whipshots® is produced by Temperance Distilling Company ("Temperance"), where Sklar is a majority shareholder.

### *Whipshots® and Whipshotz® Trademarks*

On September 8, 2021, Whipshots LLC, a Wyoming limited liability company ("Whipshots LLC"), a subsidiary of the Company, entered into an Intellectual Property Purchase Agreement, effective August 24, 2021, with Penguins Fly, LLC, a Pennsylvania limited liability company ("Seller"). The agreement provided that the Seller would sell the trademarks "Whipshotz" and "Whipshots", the accompanying domain and social media handles of the same nomenclature, and certain intellectual property, documents, digital assets, customer data and other transferable rights under non-disclosure, non-compete, non-solicitation and confidentiality contracts benefiting the purchased intellectual property and documents (collectively, the "Acquired Assets") to Whipshots LLC. The purchase price for the Acquired Assets will be payable to Seller, over the course of seven years, based on a sliding scale percentage of gross revenues actually received by us solely from our sale of Whipshots/Whipshotz Products. The payments are subject to a minimum amount in each contract year and a maximum aggregate amount.

### *Whipshots® Licensing/Marketing*

On September 14, 2021, Whipshots Holdings, LLC (formerly Whipshots, LLC), a subsidiary of the Company, a Delaware limited liability company ("Whipshots Holdings"), entered into a License Agreement (the "Washpoppin License Agreement") with Washpoppin Inc., a New York corporation ("Washpoppin"). Pursuant to the Washpoppin License Agreement, Washpoppin licensed certain Licensed Property (as defined therein) of the recording artist professionally known as "Cardi B" (the "Artist") to us. Whipshots Holdings and Washpoppin entered into an amended and restated Washpoppin License Agreement ("A&R Washpoppin License Agreement"), with an effective date of November 27, 2023.

As part of the A&R Washpoppin License Agreement, in exchange for royalty rates based on Net Sales (as defined therein) during each applicable contract period, the Company granted Whipshots Holdings shares to Washpoppin to cause the Artist to attend certain in person events, media interviews, participate in the development of the Licensed Products (as defined therein), and promote the Licensed Products through social media posts on the Artist's social media platforms.

### The Art of Sport® and AOS®

On September 12, 2022, STCB, through its wholly-owned subsidiary Starco Merger Sub Inc. (“Merger Sub”), completed its acquisition (the “AOS Acquisition”) of The AOS Group Inc., a Delaware corporation (“AOS”). The AOS Acquisition consisted of Merger Sub merging with and into AOS, with AOS being the surviving corporation. AOS® is a wholly-owned subsidiary of STCB. AOS® is the maker of Art of Sport® premium body and skincare products engineered to power and protect athletes and brings over the counter respiratory, sun care, women and children, pain management, performance supplements, food, beverage and apparel product lines under STCB auspices.

### Skylar®

On December 29, 2022, STCB, through its wholly-owned subsidiary Starco Merger Sub II, Inc. (“Merger Sub II”), completed its acquisition (the “Skylar Acquisition”) of Skylar Body, Inc., a Delaware corporation (“Skylar Inc.”) through the merger of Merger Sub II with and into Skylar Inc. Immediately following the Skylar Acquisition Skylar Inc. merged with and into Skylar Body, LLC (“Skylar”) a wholly-owned subsidiary of STCB, with Skylar as the surviving entity. Skylar® is a wholly-owned subsidiary of STCB. Skylar® is the maker of fragrances that are hypoallergenic and safe for sensitive skin.

### Soylent®

On February 15, 2023, STCB, through its wholly-owned subsidiary Starco Merger Sub I, Inc. (“Merger Sub I”), completed its acquisition (the “Soylent Acquisition”) of Soylent Nutrition, Inc., a Delaware corporation (“Soylent”). The Soylent Acquisition consisted of Merger Sub I merging with and into Soylent, with Soylent being the surviving corporation. Soylent® is a wholly-owned subsidiary of STCB. Soylent® is the maker of a wide range of plant-based “complete nutrition” and “functional food” products with a lineup of plant-based convenience shakes, powders and bars that contain proteins, healthy fats, functional amino acids and essential nutrients.

### Distribution Agreements

In November of 2021, we entered into separate Distribution Agreements (each a “Distribution Agreement” and, collectively, the “Distribution Agreements”) with each of (i) National Distributing Company, Inc., a Georgia corporation, (ii) Republic National Distributing Company, LLC, a Delaware limited liability company, and (iii) Young’s Market Company, LLC, a Delaware limited liability company (each a “Distributor” and, collectively, the “Distributors”) each with an effective date as of November 1, 2021. Pursuant to the Distribution Agreements, the Distributors will act as the exclusive distributor for STCB in the Territories set forth on Exhibit B for the Products set forth on Exhibit A, to each such Distribution Agreement, as amended from time to time. The Distribution Agreements cover 47 U.S. States and the District of Columbia.

Pursuant to the terms of the Distribution Agreements, the Distributors serve as the exclusive distributors in such Territories for Whipshots®. The Distribution Agreements provide the Distributors rights to expand the Territories and Products covered under each such Distribution Agreement as we expand our product lines and distribution channels. The expansion of Territories and Products may be exercised under various rights, including rights of first refusal to serve as an exclusive distributor of new Products in new Territories. The Company has also agreed to grant the Distributors “most favored nations” pricing providing for the lowest price available across the United States and its territories and possessions (the “US Territory”), and to grant Distributors any volume or other discounts that are offered to any other distributor in the US Territory by us, provided such action is not a violation of applicable law.

### Broker Agreements

In November of 2021, we entered into separate Broker Agreements (each a “Broker Agreement” and, collectively, the “Broker Agreements”) with both Republic National Distributing Company, LLC, a Delaware limited liability company, and Young’s Market Company, LLC, a Delaware limited liability company (each a “Broker” and, collectively, the “Brokers”) each with an effective date as of November 1, 2021. Pursuant to the Broker Agreements, the Broker acts as the exclusive broker for us in the Territories set forth on Exhibit B for the Products set forth on Exhibit A, to each such Broker Agreement, as amended from time to time. Each Broker will receive a commission rate of 10%. The foregoing Broker Agreements now cover 9 U.S. States.

### Competition

The household, personal care and beverage consumer products market in the U.S. is mature and highly competitive. Our competitive set has grown with our recent acquisitions and consists of consumer products companies, including large and well-established multinational companies as well as smaller regional and local companies. These competitors include Johnson & Johnson, The Procter & Gamble Company, Unilever, Diageo, CytoSport, Inc., Abbott Nutrition, Nestlé, Owyn, Clean Reserve, The 7 Virtues and others. Within each product category, most of our products compete with other widely advertised brands and store brand products.

Competition in our product categories is based on a number of factors including price, quality and brand recognition. We benefit from the strength of our brands, a differentiated portfolio of quality branded and store brand products, as well as significant capital investment in our manufacturing facilities. We believe the strong recognition of the Whipshots® and Soylent® brands among U.S. consumers, along with the growing brand recognition of Skylar®, gives us a competitive advantage.

### Growth Strategy

As long as the Company can raise capital, the Company plans to launch other products in spray foods and condiments, over the counter respiratory, air care, skin care, sun care, hair care, personal care, pain management, performance supplements, plant-based convenience shakes, powders and bars, apparel, fragrances, spirits and beverages over the next 36 months. Financing growth and launching of new products through our key subsidiaries is key to the Company’s ability to raise further capital.

We will need to rely on sales of our Class A common stock and other sources of financing to raise additional capital. The purchasers and manner of any share issuance will be determined according to our financial needs and the available exemptions to the registration requirements of the Securities Act. This provides significant support for our current retail and online distribution. We also plan to raise capital in the future through a compliant offering.

We remain committed to establishing ourselves as a premier brand owner and third-party marketer of innovative, cutting-edge technologies within the consumer products marketplace, with the ultimate goal of driving success and enhancing stockholder value. The Company will continue to evaluate its opportunities to further set the strategy for 2025 and beyond.

For more information and to view our products, you may visit our websites at [www.starcobrands.com](http://www.starcobrands.com), [www.whipshots.com](http://www.whipshots.com), [www.winsonapure.com](http://www.winsonapure.com), [www.artofsport.com](http://www.artofsport.com), [www.skylar.com](http://www.skylar.com) and [www.soylent.com](http://www.soylent.com).

### Offices

Our principal executive offices are located at 706 N Citrus Avenue, Los Angeles, California, 90038, and our telephone number is (323) 266-7111. Our website is [www.starcobrands.com](http://www.starcobrands.com) and the Company makes its SEC reports available on the website. Our internet website and the information contained therein or connected thereto are not intended to be incorporated by reference into this Quarterly Report.

### Employees

STCB and its subsidiaries had 29 full-time employees as of March 31, 2025 and used independent contractors, consultants and contributed services from related parties on an as needed basis.

### Results of Operations

#### **Comparison of the three months ended March 31, 2025 to the three months ended March 31, 2024**

	March 31, 2025	March 31, 2024	Change
Revenues	\$ 9,818,757	\$ 12,929,191	\$ (3,110,434)
Revenues, related parties	1,050,312	2,310,196	(1,259,884)
Cost of goods sold	5,227,850	7,073,235	(1,845,385)
Cost of goods sold, related parties	897,981	1,152,008	(254,027)
Gross profit	4,743,238	7,014,144	(2,270,906)
Operating expenses:			
Compensation expense	1,736,188	2,574,728	(838,540)
Professional fees	780,224	1,196,118	(415,894)
Marketing, general and administrative	3,384,418	5,315,953	(1,931,535)
Fair value share adjustment	(3,692,529)	1,921,949	(5,614,478)
Total operating expense	2,208,301	11,008,748	(8,800,447)
Income (loss) from operations	2,534,937	(3,994,604)	6,529,541
Other expense:			
Interest expense	236,636	199,173	37,463
Other expense	322,196	76,779	245,417
Total other expense	558,832	275,952	282,880
Income (loss) before provision for income taxes	1,976,105	(4,270,556)	6,246,661
Provision for income taxes	-	-	-
Net income (loss)	1,976,105	(4,270,556)	6,246,661
Net income attributable to non-controlling interest	97,249	192,122	(94,873)
Net income (loss) attributable to Starco Brands	\$ 1,878,856	\$ (4,462,678)	\$ 6,341,534

### Revenues

For the three months ended March 31, 2025, we recorded revenues of \$9,818,757, compared to \$12,929,191 for the three months ended March 31, 2024 for a decrease of \$3,110,434 or 24%. The decrease in the current period was largely due to lower products sales from both Soylent and Skylar as compared to the prior year period.

### Revenues, related parties

For the three months ended March 31, 2025, we recorded related party revenues of \$1,050,312 compared to \$2,310,196 for the three months ended March 31, 2024 for a decrease of \$1,259,884 or 55%. This decline was primarily driven by lower royalties received during the current period.

### Operating Expenses

For the three months ended March 31, 2025, our compensation expense amounted to \$1,736,188, reflecting a decrease of \$838,540 or 33%, compared to \$2,574,728 for the three months ended March 31, 2024. This decline is primarily attributable to workforce reductions implemented by Soylent in the second half of 2024, as well as the absence of bonus awards in fiscal year 2025.

For the three months ended March 31, 2025, our professional fees totaled \$780,224, representing a decrease of \$415,894 or 35%, compared to \$1,196,118 in the prior period. Professional fees are mainly for contractors, accounting, auditing and legal services associated with business operations, merger activity, and our quarterly filings as a public company, and advisory and valuation services. The decrease is primarily due to a decrease in recruiting fees, legal fees and accounting/audit fees in the current year period.

For the three months ended March 31, 2025, our marketing, general and administrative expenses amounted to \$3,384,418, reflecting a decrease of \$1,931,535 or 36%, compared to \$5,315,953 for the three months ended March 31, 2024. The decline in expenses for the current period is primarily due to reduced royalty costs and the discontinuation of several vendor services as part of a broader cost-saving initiative.

For the three months ended March 31, 2025, the Company incurred a change in fair value share adjustment gain of \$3,692,529, compared to a loss on fair value share adjustment of \$1,921,949 in the three months ended March 31, 2024; this was due to a decrease in the fair value of the Soylent sellers' rights to potentially receive additional Starco shares.

### Other Expense

For the three months ended March 31, 2025, we had total other expense of \$558,832 compared to other expense of \$275,952 for the three months ended March 31, 2024. For the three months ended March 31, 2025, the Company had interest expense of \$236,636 compared to interest expense of \$199,173 for the three months ended March 31, 2024. For the three months ended March 31, 2025, the Company had other expense of \$322,196 compared to other expense of \$76,779 for the three months ended March 31, 2024.

### Net Income (Loss)

For the three months ended March 31, 2025, we reported a net income of \$1,976,105, a significant improvement from the \$4,270,556 net loss recorded in the same period of 2024. This reduction is attributed to the change in fair value adjustment from the prior year of \$5,614,478, as well as prior-period impacts, which include a loss from changes in the fair value of stock payable to Soylent Stockholders and higher expenses related to the acquisitions of AOS, Skylar, and Soylent.

As reflected in the accompanying condensed consolidated financial statements, we have an accumulated deficit of \$79,541,501 at March 31, 2025. We used \$293,307 in cash from financing activities for the three months ended March 31, 2025, primarily due to \$268,397 of net payments toward the revolving loan and \$24,910 in payments on notes payable. Our net cash used in financing activities was \$763,219 for the three months ended March 31, 2024, due primarily to payments on the line of credit and notes payable of approximately \$876,000, offset by proceeds from notes payable of approximately \$113,000.

Our net cash provided by operating activities was \$839,143 for the three months ended March 31, 2025 compared to \$822,453 for the three months ended March 31, 2024. Operating expenses for the three months ended March 31, 2025 were \$2,208,301, including items such as marketing, advertising and administrative costs, consultant compensation, gain on share fair value adjustment, insurance, legal and other professional fees, stock based compensation, compliance, website maintenance and investor relations. Operating expenses for the three months ended March 31, 2024 were \$11,008,748, including items such as marketing and administrative costs, consultant compensation, loss on share fair value adjustment, insurance, legal and other professional fees, compliance and website maintenance.

On January 24, 2020, STCB executed a promissory note for \$100,000 with Ross Sklar, CEO. The note bore interest at 4% per annum, compounded monthly, was unsecured, and matured two years from the original date of issuance. This loan was subsequently amended to mature on July 19, 2023. On June 28, 2021, STCB executed an additional promissory note with Ross Sklar in the principal amount of \$100,000 with the same terms as the January 24, 2020 note and a maturity date of June 28, 2023. On September 17, 2021, STCB executed a third promissory note with Ross Sklar in the principal amount of \$500,000 with the same terms as the prior notes and a maturity date of September 17, 2023. On December 13, 2021, STCB executed a fourth promissory note with Ross Sklar in the principal amount of \$500,000 with the same terms as the prior notes and a maturity date of December 12, 2023. On February 14, 2022, STCB executed a fifth promissory note with Ross Sklar in the principal amount of \$472,500 with the same terms as the prior notes and a maturity date of February 14, 2024. This note is also convertible into the Class A common stock at the lender's option and a conversion price of \$0.29 per share. On December 29, 2022, STCB executed a sixth promissory note with Ross Sklar in the principal amount of \$2,000,000. This note bears interest at Prime + 4% per annum, compounds monthly, is secured, matures on August 1, 2023, and included warrants to purchase 285,714 shares of our Class A common stock at a price of \$0.01 per share. On March 3, 2023, STCB executed a seventh promissory note with Ross Sklar in the principal amount of \$800,000. This note bears interest at Prime + 4% per annum, compounds monthly, is secured, matures on July 1, 2023, and included warrants to purchase 114,286 shares of our Class A common stock at a price of \$0.01 per share.

On August 11, 2023, we issued to Sklar a consolidated secured promissory note (the "Consolidated Secured Promissory Note") in the principal sum of \$4,000,000, with a maturity date of December 31, 2024. The Consolidated Secured Promissory Note carries a floating interest rate comprised of the Wall Street Journal Prime Rate (re-assessed on the first date of each month (plus 2%)), and is secured by an amended and restated consolidated security agreement (the "Amended and Restated Consolidated Security Agreement"), by and between the Company and Sklar, dated August 11, 2023. The Consolidated Secured Promissory Note consolidated the outstanding loan obligations of the Company to Sklar evidenced pursuant to the (i) Amended Note, (ii) the June 28, 2021 Note, (iii) the September 17, 2021 Note, (iv) the December 13, 2021 Note, (v) the December 29, 2022 Note, and (vi) the March 3, 2023 Note. The Amended and Restated Consolidated Security Agreement merged and integrated the December 29, 2022 Security Agreement and the March 3, 2023 Security Agreement, and provides a security interest in the Collateral (as defined in the Amended and Restated Consolidated Security Agreement) to secure the repayment of all principal, interest, costs, expenses and other amounts then or thereafter due under the Consolidated Secured Promissory Note until by the maturity date. Sklar was authorized to file financing statements to perfect the security interest in the Collateral without authentication by the Company. The following table represents Prior Notes that were part of the restructuring and related prior and updated terms (under the Consolidated Secured Promissory Note):

	Original Balance	Original maturity	Original rate	Revised maturity	Revised rate
January 24, 2020 Note	\$ 100,000	7/19/2023	4%	08/31/2026	Prime + 2%
June 28, 2021 Note	100,000	6/28/2023	4%	08/31/2026	Prime + 2%
September 17, 2021 Note	500,000	9/17/2023	4%	08/31/2026	Prime + 2%
December 13, 2022 Note	500,000	12/13/2023	4%	08/31/2026	Prime + 2%
December 29, 2022 Note	2,000,000	8/1/2023	Prime + 4%	08/31/2026	Prime + 2%
March 3, 2023 Note	800,000	7/1/2023	Prime + 4%	08/31/2026	Prime + 2%
	<u>\$ 4,000,000</u> <sup>(1)</sup>				

<sup>(1)</sup> Note that \$1,527,500 of this total was repaid to Mr. Sklar in 2024 from proceeds under the Loan and Security Agreement (see *Loan and Security Agreement – Related Party* below).

The restructuring is accounted for as a debt modification. On May 31, 2024, the Consolidated Secured Promissory Note was amended by that certain Amendment to Consolidated Secure Promissory Note, by and between STCB and Mr. Sklar, dated May 31, 2024 (the "2024 Consolidated Note Amendment" and together with the Consolidated Secured Promissory Note, the "Amended Consolidated Secured Promissory Note"). The 2024 Consolidated Note Amendment, among other things, extended the maturity date to August 31, 2026, provided that to the extent amounts remain due and payable on the maturity date, it will be extended until August 31, 2027.

On February 14, 2022, the Company issued an unsecured note to Sklar with a principal amount of \$472,500, which was excluded from the note consolidation. The note carried an annual interest rate of 4% and was set to mature two years from its issuance. It was convertible into shares of Company Class A common stock at a conversion price of \$0.29 per share, based on the 10-day volume-weighted average trading price prior to issuance. On May 10, 2024, the Company and Sklar amended the note, extending its maturity date to December 31, 2024. The note was fully repaid in 2024 using proceeds from the Loan and Security Agreement, and the Company no longer has any obligations for this note.

As of March 31, 2025 and December 31, 2024, the outstanding principal owed to Mr. Sklar under the referenced notes amounted to \$2,472,500 and \$4,472,500, respectively.

On May 24, 2024, (i) STCB, (ii) and each of STCB's subsidiaries, Whipshots Holdings, Whipshots, AOS, Skylar, and Soylent (collectively, the "Borrowers" and each individually, a "Borrower"), and (iii) Gibraltar Business Capital, LLC, a Delaware limited liability company (the "Lender" or "Gibraltar") entered into a Loan and Security Agreement (the "Loan and Security Agreement"), allowing STCB to reduce a portion of its long term debt (including retiring that certain revolving credit commitment which bore interest at a rate per annum equal to the greater of (a) two and half percent (2.5%) and (b) prime rate plus one percent (1%), which expanded its access to working capital. Capitalized terms not otherwise defined have the meanings set forth in the Loan and Security Agreement.

The Loan and Security Agreement provides for a revolving line of credit in the amount not to exceed \$12.5 million at any one time, or the Revolving Loan Commitment Amount in return for a first priority security interest in the Collateral. The Revolving Commitment Amount is supplemented by a Permitted Overadvance Amount of \$1.5 million. The first \$1.5 million in Revolving Loans drawn on this line will be considered permitted overadvances, and the Permitted Overadvance Amount shall be reduced by \$125,000 beginning on June 1, 2024, and the first day of each month thereafter. The aggregate principal balance of all Revolving Loans outstanding at any time shall not exceed the Revolving Loan Availability, which is equal to the lesser of the Revolving Loan Commitment Amount or the Borrowing Base Amount; if the aggregate principal balance does exceed the availability, the Company shall immediately make a repayment to eliminate such excess. The Revolving Line matures on May 24, 2026, and such Maturity Date will be automatically extended for one (1) year, subject to the satisfaction of certain terms and conditions described in the Loan and Security Agreement.

Each Revolving Loan advanced under the Revolving Loan Commitment bears interest at a rate per annum equal to One Month Term SOFR plus the Applicable Margin. If a Revolving Loan or any portion thereof is considered a part of the Permitted Overadvance Amount under the Loan and Security Agreement, the Applicable Margin for such loan shall be increased by an additional two percent (2.00%) per annum. Revolving Loans may be repaid at any time and reborrowed up to but not including the Maturity Date. On the Maturity Date, the outstanding aggregate principal balance of all Revolving Loans shall be due and payable. The interest rate for the revolving loan was 10.00% as of December 31, 2024.

Accrued and unpaid interest on the unpaid principal balance of the Revolving Loans shall be due and payable commencing on June 1, 2024 and on the first date of each calendar month thereafter. All accrued and unpaid interest shall be due and payable on the maturity date.

Subject to the satisfaction of certain terms and conditions described in the Loan and Security Agreement, the Borrowers may request to increase the Revolving Loan Commitment by an aggregate amount not less than \$1 million not exceeding \$2.5 million. Such request may be accepted by Lender in its sole and absolute discretion.

The Loan and Security Agreement contains customary limitations, including limitations on indebtedness, liens, fundamental changes to business or organizational structure, investments, loans, advances, guarantees, and acquisitions, asset sales, dividends, stock repurchases, stock redemptions, and the redemption, payment or prepayment of other debt, and transactions with affiliates. We are also subject to financial covenants, including a minimum EBITDA covenant and a maximum Unfinanced Capital Expenditures covenant.

The Loan and Security Agreement also contains customary events of default, including nonpayment of principal, interest, fees, or other amounts when due, violation of covenants, breaches of representations or warranties, cross defaults, change of control, insolvency, bankruptcy events, and material judgments. Some of these events of default allow for grace periods or are qualified by materiality concepts. Upon the occurrence of an event of default, the outstanding obligations under the Loan and Security Agreement may be accelerated and become due and payable immediately. As of March 31, 2025, the Company had several Events of Default under the Loan and Security Agreement, due to reporting deficiencies and failure to maintain the minimum EBITDA financial covenant. The Company is not in payment default. The Company is exploring options with Lender to reset the financial covenant in line with its current forecast and Lender is in discussions with the Company regarding a waiver of existing defaults. The balance of the revolving loan was \$3,649,559 with a debt discount of \$219,575, for a net balance of \$3,429,984, with interest expense on the loan for the three months ended March 31, 2025 of \$59,312.

### Going Concern

The audited condensed consolidated financial statements contained in this Quarterly Report on Form 10-Q have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company identified that a substantial doubt exists if the Company is able to meet its obligations as they become due within one year of the date of the financial statements being issued. Principal conditions that gave rise to the substantial doubt include, the Company historically incurring net losses as indicated in the Company's accumulated deficit of \$79,541,501 at March 31, 2025 including the impact of its net income of \$1,976,105 for the three months ended March 31, 2025 and a working capital deficiency of approximately \$11.2 million at March 31, 2025. Management evaluated the principal conditions that initially give rise to the substantial doubt and note that the historical net losses and accumulated deficit impact are primarily made up of non-cash expenses or one-time non-recurring expenses, such as goodwill impairment, stock-based compensation expense, fair value share adjustment loss and acquisition transaction expenses. Total debt of \$5,928,057 on the balance sheet as of March 31, 2025 includes \$2,472,500 of notes payable to the Company's CEO, Ross Sklar, who has a large minority ownership of the Company which provides potential incentive for Mr. Sklar to extend or refinance such notes before the notes become due, as such notes have historically been extended and refinanced. Management plans include, (i) continuing to increase net cash provided by operating activities, which was \$839,143 for the three months ended March 31, 2025, while decreasing net cash provided by financing activities, and (ii) obtaining an alternative financing source to pay off all current debt outstanding and provide additional working capital, if needed. In order to achieve these plans, management has created and approved plans to increase top line revenue for each segment, while decreasing overall expenses as a percent of revenue, which will be realized through realizing synergies from the acquisitions of AOS, Skylar and Soylent, while utilizing the Company's back-end shared service model to reduce expenses. The Company is in ongoing negotiations to obtain additional financing to clear historical debt and provide additional working capital. These conditions and the ability to successfully resolve these factors raise substantial doubt about the Company's ability to continue as a going concern. The condensed consolidated financial statements of the Company do not include any adjustments that may result from the outcome of these aforementioned uncertainties.

### Working Capital Surplus Deficit

	March 31, 2025	December 31, 2024
Current assets	\$ 16,982,263	\$ 17,818,439
Current liabilities	28,148,972	32,011,304
Working capital deficit	<u>\$ (11,166,709)</u>	<u>\$ (14,192,865)</u>

The decrease in current assets is primarily due to a decrease in accounts receivable of \$3,099,686, offset by an increase in prepaid expenses and other assets of \$1,936,521. The decrease in current liabilities is primarily the result of a decrease in fair value of share adjustment of \$3,692,529.

### Cash Flows

	Three Months Ended March 31,	
	2025	2024
Net cash provided by operating activities	\$ 839,143	\$ 822,453
Net cash used in investing activities	(128,350)	(53,499)
Net cash used in financing activities	(293,307)	(763,219)
Increase in cash	<u>\$ 417,486</u>	<u>\$ 5,735</u>

### Operating Activities

Net cash provided by operating activities was \$839,143 for the three months ended March 31, 2025 and was primarily due to a decrease in accounts receivable of \$3,099,686, stock-based compensation of \$471,236 and amortization of intangible assets of \$704,508, offset by an increase in prepaid expenses and other assets of \$1,936,521 and a gain on stock payable share adjustment of \$3,692,529.

Net cash provided by operating activities was \$822,453 for the three months ended March 31, 2024 and was primarily due to the loss on stock payable share adjustment of \$1,921,949, a decrease in accounts receivable of \$1,769,887, an increase in accounts payable of \$827,692, and a decrease in prepaid expenses and other assets of \$590,876, which was partially offset by an increase in inventory of \$585,128 and a decrease in other payables and accrued liabilities of \$824,939.

### Investing Activities

Net cash used in investing activities was \$128,350 for the three months ended March 31, 2025 and was due to the purchase of property and equipment and intangibles.

Net cash used in investing activities was \$53,499 for the three months ended March 31, 2024 and was due to the purchase of property and equipment and intangibles.

### Financing Activities

For the three months ended March 31, 2025 net cash used in financing activities was \$293,307, which includes net payments of \$268,397 on the revolving loan and payments of \$24,910 on notes payable.

For the three months ended March 31, 2024 net cash used in financing activities was \$763,219, which primarily includes payments of \$876,357 on the line of credit and notes payable, which was partially offset by proceeds of \$113,138 from notes payable.

### ***Off-Balance Sheet Arrangements***

We have not entered into any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources and would be considered material to investors.

### ***Effects of Inflation***

Inflationary factors such as increases in the costs to acquire goods and overhead costs may adversely affect our operating results. Although we do not believe that inflation has had a material impact on our financial position or results of operations to date, a high rate of inflation in the future may have an adverse effect on our ability to maintain current levels of gross margin and selling, general and administrative expenses as a percentage of revenues if the selling prices of our services do not increase with these increased costs.

### ***Critical Accounting Policies and Estimates***

Our Condensed Consolidated Financial Statements have been prepared in conformity with US GAAP. The preparation of our Condensed Consolidated Financial Statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, costs, expense and related disclosures. These estimates and assumptions are often based on historical experience and judgements that we believe to be reasonable under the circumstances at the time made. However, all such estimates and assumptions are inherently uncertain and unpredictable, and actual results may differ. It is possible that other professionals, applying their own judgement to the same facts and circumstances, could develop and support alternative estimates and assumptions that could result in material changes to our operating results and financial condition. We evaluate our estimates and assumptions on an ongoing basis.

We consider our critical accounting estimates to include the assumptions and estimates associated with timing for revenue recognition, testing of goodwill and intangibles for impairment, recoverability of long-lived assets, estimating the allowance for doubtful accounts, determining the net realizable value of inventory, assessing the value of certain share-based adjustments, income taxes, fair value of contributed services, and assumptions used in the Black-Scholes valuation methods, such as expected volatility, risk-free interest rate and expected dividend rate. Our significant accounting policies are more fully described in the notes to our Condensed Consolidated Financial Statements. We believe that the following accounting policies and estimates are critical to our business operations and understanding our financial results.



### *Acquisition Accounting*

We account for acquisitions in accordance with the acquisition method of accounting pursuant to ASC 805, *Business Combinations*. Accordingly, for each acquisition, we record the fair value of the assets acquired and liabilities assumed as of the acquisition date and recognize the excess of the consideration paid over the fair value of the net assets acquired as goodwill. For each acquisition, the fair value of assets acquired, and liabilities assumed is determined based on assumptions that reasonable market participants would use to value the assets in the principal (or most advantageous) market.

In determining the fair value of the assets acquired and the liabilities assumed in connection with acquisitions, management engages third-party valuation experts. Management is responsible for these internal and third-party valuations and appraisals.

### *Revenue Recognition*

STCB, excluding its subsidiaries, earns a majority of its revenues through the sale of food products, primarily through Winona. Revenue from retail sales is recognized at shipment to the retailer.

AOS, one of STCB's wholly owned subsidiaries, earns its revenues through the sale of premium body and skincare products. Revenue from retail sales is recognized at shipment to the retailer. Revenue from eCommerce sales, including Amazon Fulfillment by Amazon ("Amazon FBA"), is recognized upon shipment of merchandise or FOB destination.

Skylar, one of STCB's wholly owned subsidiaries, earns its revenues through the sale of fragrances. Revenue from retail sales is recognized at shipment to the retailer. Revenue from eCommerce sales, including Amazon FBA, is recognized either upon shipment of merchandise or FOB destination.

Soylent, one of STCB's wholly owned subsidiaries, earns its revenues through the sale of nutritional drinks. Revenue from retail sales is recognized at shipment to the retailer. Revenue from eCommerce sales, is recognized upon shipment of merchandise.

Whipshots, an 85% owned subsidiary, earns its revenues as royalties from the licensing agreements it has with Temperance, a related entity. STCB licenses the right for Temperance to manufacture and sell vodka infused whipped cream. The amount of the licensing revenue received varies depending upon the product and the royalty percentage is based on contractual terms. The Company recognizes its revenue under these licensing agreements only when sales are made by Temperance to a third party.

The Company applies the following five-step model in order to determine this amount: (i) identify the contract with a customer; (ii) identify the performance obligation in the contract; (iii) determine the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the licensee transferring goods or services to the customer. Once a contract is determined to be within the scope of ASC 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company's licensee must deliver and which of these performance obligations are distinct. The Company recognizes as revenues the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied. Generally, the Company's licensee's performance obligations are transferred to customers at a point in time, typically upon delivery.

### *Goodwill Impairment*

Goodwill as of the acquisition date is measured as the excess of consideration transferred over the net of the acquisition date fair values of the assets acquired and the liabilities assumed. While we use our best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date, our estimates are inherently uncertain and subject to refinement.

We review goodwill for impairment at least annually or more frequently if indicators of impairment exist. Our goodwill impairment test may require the use of qualitative judgements and fair-value techniques, which are inherently subjective. Impairment loss, if any, is recorded when the fair value of goodwill is less than its carrying value for each reporting unit.

No impairment losses related to goodwill were recognized for the three months ended March 31, 2025 and 2024.

### *Recoverability of Long-Lived Assets*

We review intangible assets, property, equipment and software with finite lives 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 by a comparison of the carrying amount of an asset or asset group to future undiscounted cash flows that the asset or asset group is expected to generate. If assets are determined to be impaired, the impairment loss to be recognized equals the amount by which the carrying value of the asset or group of assets exceeds its fair value. Significant estimates include but are not limited to future expected cash flows, replacement cost and discount rates.

There were no impairment losses related to long-lived assets for the three months ended March 31, 2025 and 2024.

### *Accounts Receivable*

We measure accounts receivable at net realizable value. This value includes an appropriate allowance for credit losses to present the net amount expected to be collected on the financial asset. We calculate the allowance for credit losses based on available relevant information, in addition to historical loss information, the level of past-due accounts based on the contractual terms of the receivables, and our relationships with, and the economic status of, our partners and customers.

### *Inventory*

Inventory consists of premium body and skincare products, fragrances and nutritional products. Inventory is measured using the first-in, first-out method and stated at average cost as of March 31, 2025. The value of inventories is reduced for excess and obsolete inventories. We monitor inventory to identify events that would require impairment due to obsolete inventory and adjust the value of inventory when required.

### *Fair Value of Financial Instruments*

We follow paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP) and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3: Pricing inputs that are generally unobservable inputs and not corroborated by market data.

The carrying amount of our consolidated financial assets and liabilities, such as cash and cash equivalents, accounts receivable, accounts payable, prepaid expenses, and accrued expenses approximate their fair value because of the short maturity of those instruments. Our notes payable approximate the fair value of such instruments based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangements at March 31, 2025 and December 31, 2024.

We may be required to contemplate the fair value of certain share-based adjustments, which require assumptions about market conditions, volatility and other relevant factors which are often obtained from third-party valuation firms. Significant changes to any unobservable input may result in a significant change in the fair value measurement.

### *Income Taxes*

The Company follows Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Operations in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification ("Section 740-10-25") with regards to uncertainty income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the condensed consolidated financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the condensed consolidated financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

### *Recent Accounting Pronouncements*

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the condensed consolidated financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its condensed consolidated financial position or results of operations.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable as we are a “smaller reporting company.”

### ITEM 4. CONTROLS AND PROCEDURES

#### Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Principal Executive Officer and Principal Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act) and through the COSO 2013 framework as of the end of the period covered by this report. The disclosure controls and procedures ensure that all information required to be disclosed by us in the reports that we file or submit under the Exchange Act is: (i) recorded, processed, summarized and reported, within the time periods specified in the SEC’s rule and forms; and (ii) accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial Officer as appropriate to allow timely decisions regarding required disclosure. Based on that evaluation, the Principal Executive Officer and Principal Financial Officer concluded that, as of March 31, 2025, these disclosure controls and procedures were not effective.

A material weakness, as defined in the standards established by the Sarbanes-Oxley, 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 condensed consolidated financial statements will not be prevented or detected on a timely basis.

The ineffectiveness of the Company’s internal control over financial reporting was due to the following material weaknesses:

- Lack of segregation of duties
- Lack of corporate documentation

#### Changes in Internal Controls over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended March 31, 2025 that have materially affected, or reasonably likely to materially affect, our internal control over financial reporting.

## **PART II - OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

None.

### **ITEM 1A. RISK FACTORS**

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and, as such, are not required to provide the information under this Item. For a list of risk factors, please refer to our Annual Report on Form 10-K for the year ended December 31, 2024, as filed with the SEC on April 18, 2025.

### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINING SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION.**

None

**ITEM 6. EXHIBITS****EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Exhibit Description</b>
2.1 (*)†	<a href="#"><u>Agreement and Plan of Merger, by and among Starco Brands, Inc., Starco Merger Sub I Inc., Soy lent Nutrition, Inc., and Hamilton Start, LLC, solely in its capacity as stockholders' representative and solely for purposes of Article IX, Article X, Section 2.08 and Section 6.11 therein, dated February 14, 2023, filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the Commission on February 21, 2023.</u></a>
3.1 (*)	<a href="#"><u>Amended and Restated Articles of Incorporation of Starco Brands, Inc., filed as Exhibit 3.1 to the Company's Current Report on Form 10-K filed with the Commission on April 18, 2023.</u></a>
3.2 (*)	<a href="#"><u>Amended and Restated Bylaws of Starco Brands, Inc., filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on July 1, 2022.</u></a>
4.1 (*)†	<a href="#"><u>Registration Rights Agreement, by and between Starco Brands, Inc., a Nevada corporation, and the Investors listed on Schedule A thereto, dated September 12, 2022, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on September 15, 2022.</u></a>
4.2 (*)†	<a href="#"><u>Voting Agreement, by and among Starco Brands, Inc., a Nevada corporation, and the stockholders listed on Schedule A thereto, dated September 12, 2022, filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the Commission on September 15, 2022.</u></a>
4.3 (*)†	<a href="#"><u>Registration Rights Agreement, by and between Starco Brands, Inc., a Nevada corporation, and the Investors listed on Schedule A thereto, dated December 29, 2022, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on January 4, 2023.</u></a>

- 4.4 (\*) [Voting Agreement, by and among Starco Brands, Inc., a Nevada corporation, and the stockholders listed on Schedule A thereto, dated December 29, 2022, filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the Commission on January 4, 2023.](#)
- 4.5 (\*) [Registration Rights Agreement, by and between Starco Brands, Inc., and Hamilton Start, LLC in its capacity as Stockholder Representative on behalf of the Investors \(as defined therein\) dated February 15, 2023, filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the Commission on February 21, 2023.](#)
- 4.6 (\*) [Amendment to Registration Rights Agreement, dated May 14, 2024, by and among Starco Brands, Inc., and YL Management, LLC in its capacity as Successor Stockholder Representative on behalf of the Investors \(as defined in the Registration Rights Agreement, by and between Starco Brands, Inc. and Hamilton Start, LLC, dated February 15, 2023\), filed as Exhibit 4.6 to the Company's Quarterly Report on Form 10-Q filed with the Commission on August 14, 2024.](#)
- 4.7 (\*) [Voting Agreement, by and among Starco Brands, Inc., Ross Sklar, and the stockholders of the Company listed on Schedule A thereto, dated February 15, 2023, filed as Exhibit 10.4 to the Company's Current Report on Form 8-K filed with the Commission on February 21, 2023.](#)
- 4.8 (\*) [Amendment to Voting Agreement, dated May 14, 2024, by and among Starco Brands, Inc., Ross Sklar, and the stockholders of the Company listed on Schedule A to the Voting Agreement, by and between Starco Brands, Inc., Ross Sklar, and the stockholders of the Company listed on Schedule A thereto, dated February 15, 2023, filed as Exhibit 4.8 to the Company's Quarterly Report on Form 10-Q filed with the Commission on August 14, 2024.](#)
- 4.9 (\*) [Stockholder Agreement by and among Starco Brands, Inc., a Nevada corporation, YL Management LLC, a Delaware limited liability company, and certain holders of Acquiror Common Stock \(as defined therein\) dated March 15, 2024, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on March 21, 2024.](#)
- 10.1 (\*) [Form of Indemnification Agreement by and between Starco Brands, Inc. and each of its current directors, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on February 21, 2023.](#)
- 10.2 (\*) (+) [Brand License Agreement, by and between Starco Brands, Inc. and The Starco Group, effective as of July 12, 2017, filed as Exhibit 6.2 to the Company's Regulation A+ offering statement filed with the Commission on August 31, 2021.](#)
- 10.3 (\*) (+) [License Agreement by and between Sklar Holdings, Inc., and Starco Brands, Inc. executed April 1, 2018, filed as Exhibit 99.2 to the Company's Current Report on Form 8-K filed with the Commission on February 19, 2021.](#)
- 10.4 (\*) (+) [License Agreement by and between Winona Pure, Inc. and Starco Brands, Inc. executed April 1, 2018, filed as Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the Commission on February 19, 2021.](#)
- 10.5 (\*) (+) [Amended and Restated License Agreement, by and between Whipshots Holdings LLC, Washpoppin Inc., and "Cardi B," effective as of November 27, 2023, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on December 8, 2023.](#)
- 10.6 (\*) (+) [Intellectual Property Purchase Agreement, by and between Whipshots LLC and PENGUINS FLY, LLC, dated as of August 24, 2021, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on September 14, 2021.](#)

10.7 (*)	<a href="#"><u>Form of Distribution Agreement, by and between Starco Brands, Inc. and “Distributor”, filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the Commission on November 10, 2021.</u></a>
10.8 (*)	<a href="#"><u>Form of Broker Agreement, by and between Starco Brands, Inc. and “Broker”, filed as Exhibit 10.2 to the Company’s Current Report on Form 8-K filed with the Commission on November 10, 2021.</u></a>
10.9 (*)	<a href="#"><u>Consolidated Secured Promissory Note of Starco Brands, Inc., issued in favor of Ross Sklar, dated August 11, 2023, filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the Commission on August 11, 2023.</u></a>
10.10 (*)	<a href="#"><u>Amendment to Consolidated Secured Promissory Note, by and between Starco Brands and Ross Sklar, dated May 31, 2024, filed as Exhibit 10.2 to the Company’s Current Report on Form 8-K filed with the Commission on May 31, 2024.</u></a>
10.11 (*)	<a href="#"><u>Amended and Restated Consolidated Security Agreement, by and between Starco Brands, Inc. and Ross Sklar, dated August 11, 2023, filed as Exhibit 10.2 to the Company’s Current Report on Form 8-K filed with the Commission on August 11, 2023.</u></a>
10.12 (*)	<a href="#"><u>Warrant to Purchase Common Stock, issued to Ross Sklar, dated December 29, 2022, filed as Exhibit 10.3 to the Company’s Current Report on Form 8-K filed with the Commission on January 5, 2023.</u></a>
10.13 (*)	<a href="#"><u>Warrant to Purchase Class A Common Stock, issued to Ross Sklar, dated March 3, 2023, filed as Exhibit 10.3 to the Company’s Current Report on Form 8-K filed with the Commission on March 9, 2023.</u></a>
10.14 (*) (+)	<a href="#"><u>License Agreement by and between Starco Brands, Inc. and Temperance Distilling Company, executed January 24, 2022, filed as Exhibit 10.25 to the Company’s Annual Report on Form 10-K filed with the Commission on April 18, 2023.</u></a>
10.15 (*) (+)	<a href="#"><u>Loan and Security Agreement, dated as of May 24, 2024, by and among, Starco Brands, Inc., Whipshots Holdings, LLC, Whipshots, LLC, The AOS Group Inc., Skylar Body, LLC, Soylent Nutrition, Inc., Gibraltar Business Capital, LLC, and certain other persons from time to time that may become a party thereto, filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the Commission on May 31, 2024.</u></a>
10.16 (*)	<a href="#"><u>Starco Brands, Inc. – 2023 Equity Incentive Plan, filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the Commission on November 29, 2023.</u></a>
31.1 (#)	<a href="#"><u>Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a).</u></a>
31.2 (#)	<a href="#"><u>Certification of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a).</u></a>
32.1 (#)(##)	<a href="#"><u>Certification of Chief Executive Officer required by Rule 13a-14(b) or Rule 15d-14(b) and 18 U.S.C. 1350.</u></a>
32.2 (#)(##)	<a href="#"><u>Certification of Chief Financial Officer required by Rule 13a-14(b) or Rule 15d-14(b) and 18 U.S.C. 1350.</u></a>
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 Label Linkbase Document.

101.PRE      Inline XBRL Taxonomy Presentation Linkbase Document.

104            Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

(#)      Filed herewith.

(\*)      Incorporated by reference to the filing indicated.

(+)      In accordance with Item 601(a)(5) of Regulation S-K, certain schedules (or similar attachments) to this exhibit may have been omitted from this filing. The Registrant will provide a copy of any omitted schedule to the SEC or its staff upon request.

(+)      In accordance with Item 601(b)(10)(iv) of Regulation S-K, certain provisions or terms of the Agreement may have been redacted. The Registrant will provide an unredacted copy of the exhibit on a supplemental basis to the SEC or its staff upon request.

†      Certain of the exhibits and schedules to this exhibit have been omitted in accordance with Regulation S-K Item 601(b)(2). The Registrant agrees to furnish a copy of all omitted exhibits and schedules to the SEC upon its request.

(##)      The certifications attached as Exhibits 32.1 and 32.2 that accompany this report, are not deemed filed with the SEC and are not to be incorporated by reference into any filing of Starco Brands, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this report irrespective of any general incorporation language contained in such filing.



## SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**STARCO BRANDS, INC**  
(Registrant)

By: /s/ Ross Sklar

Ross Sklar

Chief Executive Officer, Interim-Chief Financial Officer and Director  
(Principal Executive and Financial Officer)

May 20, 2025

## CHIEF EXECUTIVE OFFICER CERTIFICATION

I, Ross Sklar, hereby certify that:

- (1) I have reviewed this quarterly report on Form 10-Q for the quarter ended March 31, 2025 (the “report”) of Starco Brands, 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 condensed consolidated 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)) 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) 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 condensed consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- (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 the condensed consolidated financial statements for external purposes in accordance with generally accepted accounting principles;
- (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) 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 officers 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 registrant’s board of directors (or persons performing the equivalent functions):
- (a) All significant deficiencies 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) 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: May 20, 2025

By: /s/ Ross Sklar  
Ross Sklar, Chief Executive Officer  
(Principal Executive Officer)

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## CHIEF FINANCIAL OFFICER CERTIFICATION

I, Ross Sklar, hereby certify that:

- (1) I have reviewed this quarterly report on Form 10-Q for the quarter ended March 31, 2025 (the “report”) of Starco Brands, 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 condensed consolidated 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)) 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) 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 condensed consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- (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 the condensed consolidated financial statements for external purposes in accordance with generally accepted accounting principles;
- (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) 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 officers 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 registrant’s board of directors (or persons performing the equivalent functions):
- (a) All significant deficiencies 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) 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.

Dated: May 20, 2025

By: /s/ Ross Sklar  
Ross Sklar, Interim-Chief Financial Officer  
(Principal Financial and Accounting Officer)

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**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 Quarterly Report of Starco Brands, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2025 as filed with the Securities and Exchange Commission on or about the date hereof (the "report"), the undersigned, in the capacities and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

- (1) The report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 20, 2025

By: /s/ Ross Sklar  
Ross Sklar, Chief Executive Officer  
(Principal Executive Officer)

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**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 Quarterly Report of Starco Brands, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2025 as filed with the Securities and Exchange Commission on or about the date hereof (the "report"), the undersigned, in the capacities and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

- (1) The report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 20, 2025

By: /s/ Ross Sklar  
Ross Sklar, Interim-Chief Financial Officer  
(Principal Financial Officer)

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