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

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT

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

Date of report (Date of earliest event reported): **August 9, 2023 (July 19, 2023)**

PSQ Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**001-40457**	**86-2062844**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (877) 776-2402

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value $0.0001 per share	PSQH	New York Stock Exchange
Redeemable warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of $11.50 per share	PSQH WS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

Explanatory Note

This Amendment No. 1 to Current Report on Form 8-K/A ("Amendment No. 1") amends the Current Report on Form 8-K of PSQ Holdings, Inc., a Delaware corporation (the "Company"), filed on July 25, 2023 (the "Original Report"), in which the Company reported, among other events, the completion of the Business Combination (as defined in the Original Report).

The Company is filing this Amendment No. 1 in order to include:

(a) the unaudited condensed consolidated financial statements of PSQ Holdings, Inc. (n/k/a PublicSq. Inc.), a Delaware corporation ("PSQ"), as of June 30, 2023 and for the three (3)- and six (6)-months ended June 30, 2023 and 2022 as Exhibit 99.1;

(b) Management's Discussion and Analysis of Financial Condition and Results of Operations of PSQ for the three (3)- and six (6)-months ended June 30, 2023 and 2022 as Exhibit 99.2; and

(c) the unaudited pro forma condensed combined financial information of Colombier Acquisition Corp. ("Colombier") and PSQ as of and for the six (6)-months ended June 30, 2023 and the year ended December 31, 2022 as Exhibit 99.3.

Additionally, the Company is filing this Amendment No. 1 in order to update the beneficial ownership table under Item 2.01 to the Original Report. This Amendment No. 1 does not amend any other item of the Original Report or purport to provide an update or a discussion of any developments at the Company or its subsidiaries subsequent to the filing date of the Original Report. Except to the extent that such information is inconsistent with the information contained in this Amendment No. 1, the information previously reported in or filed with the Original Report is hereby incorporated herein by reference. Capitalized terms used but not defined herein have the meanings assigned to them in the Original Report.

Item 2.01. Completion of Acquisition or Disposition of Assets.

Financial Information

The description of management's discussion and analysis of financial condition and results of operations of PSQ for the three (3)- and six (6)-months ended June 30, 2023 and 2022 is set forth in Exhibit 99.2 to this Amendment No.1, and is incorporated herein by reference.

Quantitative and Qualitative Disclosures about Market Risk

The description of the Company's quantitative and qualitative disclosures about market risk is contained in the information set forth in Exhibit 99.2 to this Amendment No.1, which is incorporated herein by reference.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth information regarding the beneficial ownership of shares of our different classes of voting securities (i.e., Class A Common Stock and Class C Common Stock), as of July 19, 2023, following the consummation of the Business Combination, by:

- each person known by the Company to be the beneficial owner of more than 5% of a class of voting securities on July 19, 2023;
- each of the Company's officers and directors; and
- all executive officers and directors of the Company as a group.

Beneficial ownership is determined according to the rules of the SEC, which generally provide that a person has beneficial ownership of a security if he, she or it possesses sole or shared voting or investment power over that security, including options and warrants that are currently exercisable or exercisable within 60 days.

The beneficial ownership of shares of Company Common Stock immediately following completion of the Business Combination is based on the following: (i) an aggregate of 26,044,298 shares of Class A Common Stock issued and outstanding immediately following the completion of the Business Combination and (ii) an aggregate of 3,213,678 shares of Class C Common Stock issued and outstanding immediately following the completion of the Business Combination. Following the completion of the Business Combination, the Company also has 11,450,000 outstanding warrants of the Company, each whole warrant to become exercisable for one share of Class A Common Stock. The information below excludes shares of Class A Common Stock reserved for future awards under the Incentive Plan and the ESPP (each, as defined below) (including approximately 2,775,625 RSUs which are expected to be approved for grant by the Company's board of directors (or an applicable committee thereof) shortly after the Closing to certain PSQ executive officers, employees and service providers designated by PSQ, which awards have not yet been approved as of the date hereof, and an additional number of RSUs which are expected to be granted by the Company to its non-employee directors in accordance with the Company's non-executive director compensation policy adopted as of August 8, 2023).

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned[11]	Common Stock		
		% of Class A Common Stock	% of Class C Common Stock	Voting Percentage
Directors and Executive Officers[1]				
Michael Seifert	3,213,678	11.0%[17]	100%	52.62%[18]
Omeed Malik[2][3]	2,470,111[12]	9.07%	—	4.40%
Davis Pilot III[4]	2,181,312	8.40%	—	3.97%
Sebastian Harris[5]	2,142,452	8.23%	—	3.90%
Nick Ayers[6]	1,215,999[13]	4.67%	—	2.21%
Bradley Searle	194,769	*	—	*
Blake Masters[7]	36,384	*	—	*
Brian Elkins	—	—	—	—
Mike Hebert	—	—	—	—
Kelly Loeffler	—	—	—	—
Stephen Moran	—	—	—	—
James Rinn	—	—	—	—
Andrew Weisbecker	—	—	—	—
All executive officers and directors as a group (13 individuals)	11,454,705	41.46%	100%	67.14%
5% or More Stockholders:				
SuRo Capital Corp.[8]	4,676,032[14]	16.27%	—	8.11%
Richard L. Jackson[9]	1,923,197[15]	7.40%	—	3.46%
Davis Pilot, Jr.[10]	1,431,285[16]	5.50%	—	2.60%

* Less than 1%.

(1) Unless otherwise indicated, the business address of each of the following entities or individuals is: 222 Lakeview Avenue, Suite 800, West Palm Beach, Florida 33401.

(2) The business address for each of Mr. Malik, Malik Advisors LLC and Knights Court LLC is: 214 Brazilian Avenue, Suite 200-J, Palm Beach, FL.

(3) Mr. Malik exercises voting and investment control over the Company shares that are held by Malik Advisors LLC and Knights Court LLC.

(4) Based solely on a Schedule 13 D filed by Davis Pilot III and Davis Pilot, Jr. on July 31, 2023. Fountain Ripple, LLC (“FR I”), Fountain Ripple II, LLC (“FR II”) and Fountain Ripple III, LLC (“FR III”) are the record holders of the shares set forth next to Davis Pilot III. Mr. Pilot is the manager of each of FR I, FR II and FR III. The business address of each of FR I, FR II and FR III is 1055 Hillcrest Road, Mobile, AL 36695.

(5) Based solely on a Schedule 13D filed by Mr. Harris on July 31, 2023.

(6) The business address for Mr. Ayers is: 3290 Northside Parkway, Suite 675, Atlanta, GA 30327.

(7) Represents 31,086 shares of Class A Common Stock held by Mr. Masters and 5,298 shares of Class A Common Stock held by the Directed Trust Company FBO Blake Masters Roth IRA.

(8) The business address for SuRo Capital Corp. is: One Sansome Street, Suite 730, San Francisco, CA 94104.

(9) The business address for Mr. Jackson is: 2655 Northwinds Parkway, Alpharetta, GA 30009.

(10) FR I, FR II and FR III are the record holders of the shares set forth next to Davis Pilot, Jr. The business address of each of FR I, FR II and FR III is 1055 Hillcrest Road, Mobile, AL 36695.

(11) The table does not reflect Earnout Equity Awards and/or restricted stock units (the “RSUs”) that may be granted to each of PSQ’s executive officers and directors following the Business Combination and Earnout Equity Awards that holders of PSQ Common Stock immediately prior to the Closing are eligible to receive following the Business Combination. Michael Seifert is eligible to receive one or more Earnout Equity Awards with respect to up to approximately 437,196 shares of Class A Common Stock in the aggregate and 12,500 RSUs, Sebastian Harris is eligible to receive one or more Earnout Equity Awards with respect to up to approximately 357,465 shares of Class A Common Stock in the aggregate and 100,000 RSUs, Bradley Searle is eligible to receive one or more Earnout Equity Awards with respect to up to approximately 330,315 shares of Class A Common Stock in the aggregate and 800,000 RSUs. Steve Moran is eligible to receive one or more Earnout Equity Awards with respect to up to approximately 275,400 shares of Class A Common Stock in the aggregate and 50,000 RSUs, Michael Herbert is eligible to receive one or more Earnout Equity Awards with respect to up to approximately 54,000 shares of Class A Common Stock in the aggregate and 12,500 RSUs, Brian Elkins is eligible to receive one or more Earnout Equity Awards with respect to up to approximately 178,953 shares of Class A Common Stock in the aggregate and 75,000 RSUs, Andrew Weisbecker is eligible to receive one or more Earnout Equity Awards with respect to up to approximately 275,400 shares of Class A Common Stock in the aggregate and 75,000 RSUs, Nick Ayers is eligible to receive one or more Earnout Equity Awards with respect to up to approximately 178,953 shares of Class A Common Stock in the aggregate. Blake Masters is eligible to receive one or more Earnout Equity Awards with respect to up to approximately 510 shares of Class A Common Stock. As record holders of FR I, FR II and FR III, Mr. Pilot, Jr. and Mr. Pilot III are eligible to receive, in the aggregate, one or more Earnout Equity Awards with respect to up to approximately 30,408 shares of Class A Common Stock. The actual amount, timing and form of the Earnout Equity Awards are not determinable at this time. The RSUs are expected to be approved by the Company Board (or applicable committee thereof) shortly after the Closing.

(12) Represents 1,270,111 shares of Class A Common Stock and 1,200,000 warrants of the Company, each whole warrant to become exercisable for one share of Class A Common Stock.

(13) Represents 214,246 shares of Class A Common Stock held by Mr. Ayers, 651,423 shares of Class A Common Stock held by Mrs. Jamie Ayers and 350,330 shares of Class A Common Stock held by the J. Nicholas Ayers Irrevocable Trust dated October 2021. Mr. Ayers disclaims beneficial ownership of the shares of Class A Common Stock held by Mrs. Jamie Ayers and the J. Nicholas Ayers Irrevocable Trust dated October 2021.

(14) Represents 1,976,032 shares of Class A Common Stock and 2,700,000 warrants of the Company, each whole warrant to become exercisable for one share of Class A Common Stock.

(15) Based solely on a Schedule 13G filed by Jackson Investment Group, LLC on July 31, 2023. Represents 1,367,294 shares of Class A Common Stock directly owned by Jackson Investment Group, LLC (which is controlled by Mr. Jackson) and 555,903 warrants of the Company, each whole warrant to become exercisable for one share of Class A Common Stock.

(16) Based solely on a Schedule 13D filed by Mr. Pilot III and Mr. Pilot, Jr. on July 31, 2023. Mr. Pilot, Jr. is an equity holder of FR I (50%), FR II (79%) and FR III (37.93%) and may be deemed to beneficially own (i) 143,243 shares of Class A Common Stock directly held by FR I, (ii) 1,090,469 shares of Class A Common Stock directly held by FR II and (iii) 197,571 shares of Class A Common Stock directly held by FR III.

(17) Based solely on a Schedule 13D filed by Mr. Seifert on July 31, 2023. Based on 29,257,976 shares of Class A Common Stock outstanding as of July 19, 2023 and assuming all 3,213,678 shares of Class C Common Stock held by Mr. Seifert have been converted to Class A Common Stock.

(18) As a result of his ownership of 100% of the outstanding Class C Common Stock, Mr. Seifert as of July 19, 2023, and until such time that Mr. Seifert’s shares of Class C Common Stock are converted to Class A as described in the Original Report, Mr. Seifert will hold approximately 52.62% of the voting power of the Company, and control the result of most matters to be voted upon by the Company’s stockholders. Each share of Class C Common Stock held by Mr. Seifert may be converted by Mr. Seifert at any time into one (1) share of Class A Common Stock.

Financial Statements, Supplementary Data and Exhibits

Reference is made to the information set forth in sections (a) and (b) of Item 9.01 of this Amendment No. 1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(a) Financial statements of businesses acquired.

The unaudited condensed consolidated financial statements of PSQ as of June 30, 2023 and for the three (3)- and six (6)-months ended June 30, 2023 and 2022 and the related notes, are attached as Exhibit 99.1 hereto and are incorporated herein by reference. Also included as Exhibit 99.2 and incorporated herein by reference is Management’s Discussion and Analysis of Financial Condition and Results of Operations of PSQ for the three (3)- and six (6)-months ended June 30, 2023 and 2022.

(b) Pro forma financial information.

The unaudited pro forma condensed combined financial information of Colombier and PSQ as of June 30, 2023 and for the six (6)-months ended June 30, 2023 and the year ended December 31, 2022 is filed as Exhibit 99.3 and is incorporated herein by reference.

(d) Exhibits.

Exhibit Number	Description
99.1	Unaudited condensed consolidated financial statements of PSQ as of June 30, 2023 and for the three (3)- and six (6)-months ended June 30, 2023 and 2022 and the related notes.
99.2	Management's Discussion and Analysis of Financial Condition and Results of Operations of PSQ for the three (3)- and six (6)-months ended June 30, 2023 and 2022.
99.3	Unaudited pro forma condensed combined financial information of Colombier and PSQ as of and for the six (6)-months ended June 30, 2023 and the year ended December 31, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PSQ Holdings, Inc.

Date: August 9, 2023

By: /s/ Michael Seifert
Name: Michael Seifert
Title: President and Chief Executive Officer

PSQ HOLDINGS, INC (dba PublicSq.)

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

As of June 30, 2023 and December 31, 2022 and for the Three and Six Months Ended June 30, 2023 and 2022

PSQ HOLDINGS, INC (dba PublicSq.)
INDEX TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

PSQ HOLDINGS, INC (dba PublicSq.)
Condensed Consolidated Balance Sheets

	June 30, 2023	December 31, 2022
	(Unaudited)	
Assets		
Current assets		
Cash and cash equivalents	$ 6,170,477	$ 2,330,405
Short-term investments	10,049,870	-
Prepaid expenses and other current assets	1,034,454	289,379
Total current assets	17,254,801	2,619,784
Intangible assets, net	2,439,451	1,267,673
Operating lease right-of-use asset	210,847	293,520
Property and equipment, net	137,353	26,723
Deposits	38,165	7,963
Total assets	$ 20,080,617	$ 4,215,663
Liabilities and stockholders'(deficit) equity		
Current liabilities		
Accounts payable	$ 573,238	$ 424,065
Accrued expenses	2,176,742	41,494
Deferred revenue	113,521	49,654
Current portion of operating lease liabilities	185,673	169,275
Total current liabilities	3,049,174	684,488
Convertible notes	37,071,109	-
Operating lease liabilities, non-current	33,293	129,762
Total liabilities	40,153,576	814,250
Commitments and contingencies (Note 14)		
Stockholders' (deficit) equity		

Common stock, $0.001 par value; 1,100,000 authorized shares; 900,475 and 771,155 shares issued and outstanding as of June 30, 2023 and December 31, 2022, respectively	900	771
Additional paid in capital	16,219,040	12,384,206
Subscription receivable	-	(99,612)
Accumulated deficit	(36,292,899)	(8,883,952)
Total stockholders' (deficit) equity	(20,072,959)	3,401,413
Total liabilities and stockholders' (deficit) equity	$ 20,080,617	$ 4,215,663

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

PSQ HOLDINGS, INC (dba PublicSq.)
Condensed Consolidated Statements of Operations (Unaudited)

	For the three months ended June 30,		For the six months ended June 30,	
	2023	2022	2023	2022
Revenue	$ 529,707	$ 72,941	$ 907,741	$ 72,941
Costs and expenses:				
Cost of revenue (exclusive of depreciation and amortization shown separately below)	432,934	154,746	795,907	273,393
General and administrative	3,837,946	857,579	7,987,317	1,327,784
Sales and marketing	2,460,305	406,487	3,068,840	525,046
Research and development	288,483	102,278	536,984	314,691
Depreciation and amortization	699,237	166,083	1,244,574	273,916
Total costs and expenses	7,718,905	1,687,173	13,633,622	2,714,830
Operating loss	**(7,189,198)**	**(1,614,232)**	**(12,725,881)**	**(2,641,889)**
Other income:				
Other income, net	48,549		53,687	7,846
Changes in fair value of convertible notes	(13,423,204)	-	(14,571,109)	-
Interest expense	(155,854)	-	(163,855)	-
Loss before income tax expense	**(20,719,707)**	**(1,614,232)**	**(27,407,158)**	**(2,634,043)**
Income tax expense	(1,600)	(713)	(1,789)	(713)
Net loss	**(20,721,307)**	**(1,614,945)**	**(27,408,947)**	**(2,634,756)**
Net loss per common share, basic and diluted	$ (23.01)	$ (3.04)	$ (31.52)	$ (5.10)
Weighted-average shares outstanding, basic and diluted	900,475	532,087	869,488	516,321

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

PSQ HOLDINGS, INC (dba PublicSq.)
Condensed Consolidated Statements of Changes in Stockholders' (Deficit) Equity (Unaudited)

	Common Stock		Additional Paid- In Capital	Subscription Receivable	Accumulated Deficit	Total Stockholders' (Deficit) Equity
	Shares	Amount				
Balance at December 31, 2022	**771,155**	**$ 771**	**$ 12,384,206**	$ (99,612)	**$ (8,883,952)**	**$ 3,401,413**
Issuance of common stock for cash	74,320	74	2,500,039	—	—	2,500,113
Receipt of subscription receivable	—	—	—	100,012	—	100,012
Issuance of common stock for asset acquisition	55,000	55	1,334,795	—	—	1,334,850
Net loss	—	—	—	—	(6,687,640)	(6,687,640)
Balance at March 31, 2023	**900,475**	**$ 900**	**$ 16,219,040**	**$ 400**	**$ (15,571,592)**	**$ 648,748**
Repayment of subscription payable	—	—	—	(400)	—	**(400)**
Net loss	—	—	—	—	**(20,721,307)**	**(20,721,307)**
Balance at June 30, 2023	**900,475**	**$ 900**	**$ 16,219,040**	$ —	**$ (36,292,899)**	**$ (20,072,959)**

	Common Stock		Additional Paid- In Capital	Subscription Receivable	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance at December 31, 2021	**485,731**	**$ 486**	**$ 2,799,994**	**$ (34,600)**	**$ (1,905,376)**	**$ 860,504**
Issuance of common stock for cash	25,845	26	810,219	—	—	810,245
Receipt of subscription receivable	—	—	—	35,000	—	35,000
Net loss	—	—	—	—	(1,019,811)	(1,019,811)
Balance at March 31, 2022	**511,576**	**$ 512**	**$ 3,610,213**	**$ 400**	**$ (2,925,187)**	**$ 685,938**
Issuance of common stock for cash	40,285	40	1,455,060	—	—	**1,455,100**
Net loss	—	—	—	—	**(1,614,945)**	**(1,614,945)**
Balance at June 30, 2022	**551,861**	**$ 552**	**$ 5,065,273**	**$ 400**	**$ (4,540,132)**	**$ 526,093**

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

PSQ HOLDINGS, INC (dba PublicSq.)
Condensed Consolidated Statements of Cash Flows (Unaudited)

	For the six months ended June 30, 2023	For the six months ended June 30, 2022
Cash Flows from Operating Activities		
Net loss	$ (27,408,947)	$ (2,634,756)
Adjustment to reconcile net loss to cash used in operating activities:		
Change in fair value of convertible notes	14,571,109	-
Depreciation and amortization	1,244,574	273,916
Non-cash operating lease expense	82,673	-
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	(745,075)	(90,614)
Deposits	(30,202)	(5,463)
Accounts payable	149,173	434,142
Accrued expenses	2,135,248	61,240
Deferred revenue	63,867	4,590
Operating lease payments	(80,071)	-
Net cash used in operating activities	(10,017,651)	(1,956,945)
Cash flows from Investing Activities		
Purchase of short-term investments	(10,049,870)	-
Software development costs	(992,467)	(688,605)
Purchase of intangible assets	(86,601)	-
Purchase of property and equipment	(113,064)	(21,465)
Net cash used in investing activities	(11,242,002)	(710,070)
Cash flows from Financing Activities		
Proceeds from the issuance of common stock	2,600,125	2,300,345
Repayment of subscription payable	(400)	-
Proceeds from issuance of convertible notes	22,500,000	-
Net cash provided by financing activities	25,099,725	2,300,345
Net increase (decrease) in cash and cash equivalents	3,840,072	(366,670)
Cash and cash equivalents, beginning of period	2,330,405	399,403
Cash and cash equivalents, end of the period	$ 6,170,477	$ 32,733
Supplemental Non-Cash Investing and Financing Activity		
Brand intangible purchase for stock	$ 1,334,850	$ -
Subscription receivable (payable)	$ -	$ (400)

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

PSQ HOLDINGS, INC (dba PublicSq.)
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 1 — Organization and Business Operations

PSQ Holdings, Inc. dba PublicSq. ("PublicSq." or the "Company") is a Delaware corporation headquartered in California. The Company operates the website and mobile application as Public Sq. The Company is a values-focused organization that provides other values-focused (patriotic, American made, etc.) small businesses with a platform to access consumers that are drawn to patriotic values. The Company generates revenue from advertising revenues.

In February 2023, the Company acquired the assets of EveryLife, Inc. ("EveryLife") by way of a stock for stock exchange. Pursuant to that agreement, the Company acquired a brand name in exchange for 55,000 shares of the Company's common stock. On July 13, 2023, the Company launched the brand and began generating revenue from sales of diapers and wipes from this operation.

Merger Agreement

On July 19, 2023 (the "Closing Date"), the Company consummated the Business Combination (as defined below), pursuant to the terms of the Merger Agreement dated February 27, 2023 with Colombier Acquisition Corp., a Delaware corporation ("Colombier"), Colombier-Liberty Acquisition, Inc., a Delaware corporation and a wholly-owned subsidiary of Colombier ("Merger Sub"), and Colombier Sponsor, LLC (the "Sponsor"), a Delaware limited liability company, in its capacity as Purchaser Representative (the "Purchaser Representative"), and PSQ Holdings, Inc., a Delaware corporation ("PSQ"), (collectively the "Combined Company").

At Closing, pursuant to the terms of the Merger Agreement and after giving effect to the redemptions of Class A Common Stock, par value $0.0001 per share, of Colombier (the "Colombier Class A Common Stock") by public stockholders of Colombier:

- all options, convertible notes, warrants and other rights to subscribe for or purchase any capital stock of PSQ or securities convertible into or exchangeable for, or that otherwise conferred on the holder any right to acquire, any capital stock of PSQ which remained outstanding and had not been exercised or did not convert automatically into shares of PSQ Common Stock (as defined below) prior to the effective time of the Merger (the "Effective Time") were cancelled without consideration;

- each share of PSQ Common Stock, par value $0.001 per share ("PSQ Common Stock"), including shares of PSQ Common Stock issued upon conversion of outstanding convertible notes of PSQ that automatically converted into shares of PSQ Common Stock immediately prior to the completion of the Merger, in each case other than shares of PSQ Common Stock held by Michael Seifert, was automatically converted into the right to receive 19.476836 shares of Class A Common Stock, par value $0.0001 per share, of the Company ("Class A Common Stock"); and

- each share of PSQ Common Stock held by Mr. Seifert was automatically converted into the right to receive 19.476836 shares of Class C Common Stock, par value $0.0001 per share, of the Company ("Class C Common Stock" and, together with Class A Common Stock, "Company Common Stock").

The Merger and the other transactions described in the Merger Agreement collectively herein are described as the "Business Combination".

In addition to the right of holders' of PSQ Common Stock immediately prior to the Effective Time (the "PSQ Stockholders") to receive Class A Common Stock or Class C Common Stock, as applicable, in the Merger, PSQ Stockholders and certain executive officers, employees and service providers of PSQ (the "Deemed Equity Holders" and, together with the PSQ Stockholders, the "Participating Equityholders") will be entitled to receive up to 3,000,000 shares of Class A Common Stock (the "Earnout Shares") in the event certain trading price-based metrics are satisfied during the five (5)-year period commencing on the date of the Closing and ending on the fifth anniversary thereof (the "Earnout Period"), or, if earlier, upon the occurrence of a change of control transaction (as defined in the Merger Agreement) during the Earnout Period with an implied per share price that exceeds the relevant trading price-based metrics. Specifically, Earnout Shares will be earned if one or more of the three (3) triggering events described below occurs:

- in the event that, and upon the date during the Earnout Period on which, the volume-weighted average trading price of Class A Common Stock quoted on the New York Stock Exchange ("NYSE") (or such other exchange on which the shares of Class A Common Stock are then listed) for any twenty (20) trading days within any thirty (30) consecutive trading day period (the "Earnout Trading Price") is greater than or equal to $12.50, the Participating Equityholders will be entitled to receive an aggregate of 1,000,000 Earnout Shares;

- in the event that, and upon the date during the Earnout Period on which, the Earnout Trading Price is greater than or equal to $15.00, the Participating Equityholders will be entitled to receive an aggregate of 1,000,000 additional Earnout Shares; and

- in the event that, and upon the date during the Earnout Period on which, the Earnout Trading Price is greater than or equal to $17.50, the Participating Equityholders will be entitled to receive an aggregate of 1,000,000 additional Earnout Shares.

Each share of the Company's Class C Common Stock entitles its holder, initially Michael Seifert, to a number of votes per share (rounded up to the nearest whole number) equal to (a) the aggregate number of outstanding shares of Class A Common Stock entitled to vote on the applicable matter as of the applicable record date plus 100, divided by (b) the aggregate number of outstanding shares of Class C Common Stock (the "Per Share Class C Voting Power"). As of the Closing Date, as a result of his ownership of 100% of the outstanding Class C Common Stock, Mr. Seifert has approximately 52.62% of the voting power of the Company, and the result of most matters to be voted upon by the Company's stockholders will be controlled by Mr. Seifert, who can base his vote upon his best judgment and his fiduciary duties to PSQ stockholders. Each share of Class C Common Stock held by Mr. Seifert may be converted by Mr. Seifert at any time into one (1) share of Class A Common Stock.

Additionally, on the Closing Date, in connection with the consummation of the Business Combination, Colombier changed its name from Colombier Acquisition Corp. to PSQ Holdings, Inc. Beginning on July 19, 2023, the Company's common stock and warrants trade on the NYSE under the ticker symbols "PSQH" and "PSQH.WS," respectively.

PSQ has been determined to be the accounting acquirer based on evaluation of the following facts and circumstances:

- PSQ's existing stockholders will have the ability to control decisions regarding election and removal of directors and officers of the Combined Company;

- PSQ is the larger entity in terms of substantive operations and employee base;

- PSQ will comprise the ongoing operations of the Combined Company; and

- PSQ's existing senior management will be the senior management of the Combined Company.

Accordingly, the Business Combination will be accounted for as a reverse recapitalization in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Under this method of accounting, although Colombier acquired all of the outstanding equity interests of PSQ in the Business Combination, Colombier is treated as the "acquired" company and PSQ is treated as the accounting acquirer for financial statement reporting purposes. Accordingly, the Business Combination was treated as the equivalent of PSQ issuing stock for the net assets of Colombier, accompanied by a recapitalization. The net assets of Colombier will be stated at historical cost, with no goodwill or other intangible assets recorded. Operations prior to the Business Combination will be those of PSQ.

Note 2 — Liquidity

Historically, the Company's primary sources of liquidity have been funds from financing activities. The Company reported net losses of $27,408,947 and $2,634,756 for the six months ended June 31, 2023 and 2022, and had negative cash flows from operations of $10,017,651 and $1,956,945 for the six months ended June 30, 2023 and 2022, respectively. As of June 30, 2023, the Company had aggregate cash and short-term investments of $16,220,347 and positive net working capital of $14,205,627. In conjunction with the consummation of the Business Combination, the Company received proceeds totaling $34,938,880 in July 2023, after giving effect to Colombier's stockholder redemptions and before payment of transaction expenses, which will be utilized to fund operations and the Company's growth plans. The Company believes that as a result of the Business Combination its existing cash and short-term investments, as well as, proceeds received will be sufficient to fund operations and capital needs for the next year from the date the condensed consolidated financial statements were available to be issued.

The Company's future capital requirements will depend on many factors including the Company's revenue growth rate, the timing and extent of spending to support further sales and marketing and research and development efforts. In order to finance these opportunities, the Company may need to raise additional financing. While there can be no assurances, the Company may need to pursue issuances of additional equity raises and debt rounds of financing. If additional financing is required from outside sources, the Company may not be able to raise it on terms acceptable to the Company or at all. If the Company is unable to raise additional capital when desired, the Company's business, results of operations and financial condition would be materially and adversely affected.

Note 3 — Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. GAAP and the rules and regulations of the Securities and Exchange Commission for interim financial information. Accordingly, certain information and footnote disclosures normally included in consolidated financial statements in accordance with U.S. GAAP have been omitted. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the six months ended June 30, 2023 are not necessarily indicative of the results that may be expected for the year ending December 31, 2023.

Use of Estimates

The preparation of the accompanying condensed consolidated financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts and disclosures of assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates are adjusted to reflect actual experience when necessary. Such estimates include, but are not limited to, revenue recognition, intangible assets, estimation of contingencies, recoverability of deferred tax assets, the incremental borrowing rate applied to lease accounting and estimation of income taxes. Our actual results may differ from our estimates.

Earnings (Loss) Per Share

The Company computes basic earnings per share ("EPS") by dividing income (loss) available to common stockholders by the weighted average number of common shares outstanding for the reporting period. Diluted earnings (loss) per share is calculated by dividing net earnings (loss) by the weighted average number of common shares and dilutive common stock equivalents outstanding. During the periods when they are anti-dilutive, common stock equivalents, if any, are not considered in the computation. As of June 30, 2023 and December 31, 2022, there were no anti-dilutive shares or common stock equivalents outstanding.

Revenue Recognition

Revenue is accounted for under Accounting Standards Codification ("ASC") 606, *Revenue from Contracts with Customers* through the following steps:

- Identify the contract with a customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to performance obligations in the contract; and
- Recognize revenue when or as the Company satisfies a performance obligation.

The Company noted that through the advertising subscription agreements, the Company provides a service: access and exposure to a directory of businesses and customers. Additionally, for some contracts, push notifications and email blasts are also included as services to the Company's customer.

Advertising services

Advertising revenue is generated by displaying ad products and services on the Company's platform. Customers enter into advertising subscription arrangements. The Company recognizes revenues over-time as the ads are displayed over the subscription period so the Company is providing a service and the service is being consumed by the customer simultaneously over the period of service. In general, we report advertising revenue on a gross basis, since we control the advertising inventory before it is transferred to our customers. Our control is evidenced by our sole ability to monetize the advertising inventory before it is transferred to our customers.

The Company recognizes revenue from push notifications and email blasts at a point in time when delivered. Push notifications and email blasts are considered delivered when an ad is displayed to users. When a customer enters into an advertising subscription arrangement that includes push notifications and/or email blasts, the Company allocates a portion of the total consideration to the push notification and email blast performance obligations based on the residual approach.

Contract liabilities

Contract liabilities consist of deferred revenue and include payments received in advance of performance under the contract. Such amounts are recognized over the contractual subscription period which is generally a three month period.

Other Revenue Policies

Applying the practical expedient in paragraph ASC 606-10-32-18, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised products to the customer will be one year or less, which is the case with substantially all customers.

Applying the practical expedient in ASC 340-40-25-4, the Company recognizes the incremental costs of obtaining contracts as an expense when incurred if the amortization period of the assets that the Company otherwise would have recognized is one year or less. These costs are included in operating expenses.

Customer Concentration

As of June 30, 2023 and December 31, 2022, no customers accounted for more than 10% of accounts receivable. For the three and six months ended June 30, 2023 and 2022, no customers accounted for more than 10% of revenues.

Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of 90 days or less at the time of purchase to be cash equivalents. The carrying values of cash and cash equivalents approximate their fair values due to the short-term nature of these instruments. As of June 30, 2023 and December 31, 2022, there were no cash equivalents. The Company maintains cash accounts with financial institutions. At times, balances in these accounts may exceed federally insured limits. The amounts over these insured limits as of June 30, 2023 and December 31, 2022, was approximately $5,800,000 and $2,100,000, respectively. No losses have been incurred to date on any deposits.

Short-Term Investments

Short-term investments are classified as available for sale and are comprised of US Treasury Bills with original maturities of four (4) months or greater and carried at fair value, which is determined using level 1 inputs. The amortized cost of short-term investments as of June 30, 2023 and December 31, 2023 was $10,049,870 and $0, respectively. Short-term investments have maturity dates ranging from two (2) months to eight (8) months from June 30, 2023.

Property and Equipment

Property and equipment is recorded at cost and depreciated using the straight-line basis over the estimated useful lives of the respective asset. Routine maintenance, repairs and replacement costs are expensed as incurred and improvements that extend the useful life of the assets are capitalized. When property and equipment is sold or otherwise disposed of, the cost and related accumulated depreciation are eliminated from the accounts and any resulting gain or loss is recognized in operations.

Assets	**Estimated Useful Life**
Furniture and fixtures	7 years

Intangible Assets

Intangible assets consist of purchased technology and brand name that were acquired through an acquisition and are amortized on a straight-line basis over useful lives ranging from 5 to 15 years. The Company reviews the recoverability of its intangible assets by comparing the carrying value of such assets to the related undiscounted value of the projected cash flows associated with the assets, or asset group. If the carrying value is found to be greater, the Company records an impairment loss for the excess of book value over fair value. No impairment of the Company’s intangible assets was recorded for the six months ended June 30, 2023 and year ended December 31, 2022.

Capitalized Software

The Company capitalizes costs related to the development of its internal accounting software and certain projects for internal use in accordance with ASC 350 - *Intangibles – Goodwill and Other*. The Company capitalizes costs to develop its mobile application and website when preliminary development efforts are successfully completed, management has authorized and committed project funding, and it is probable that the project will be completed, and the software will be used as intended. Costs incurred during the preliminary planning and evaluation stage of the project and during the post implementation operational stage, including maintenance, are expensed as incurred. Costs incurred for enhancements that are expected to result in additional functionality are capitalized and expensed over the estimated useful life of the upgrades on a per project basis. Amortization is computed on an individual product basis over the estimated economic life of the product using the straight-line method. Software development costs expensed and not capitalized, which are included in research and development expense in the accompanying condensed consolidated statements of operations, were $124,963 and $22,540 for the three months ended June 30, 2023 and 2022 and $205,574 and $41,073 for the six months ended June 30, 2023, and 2022, respectively. The gross capitalized software development costs included in intangible assets in the accompanying condensed consolidated balance sheets as of June 30, 2023 and December 31, 2022, were $3,169,521 and $2,177,053, respectively.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including intangible, capitalized software and lease assets, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured first by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are impaired, an impairment loss would be recognized based on the excess of the carrying amount of the asset above the fair value of the asset.

Convertible Notes

The Company may enter into convertible notes, some of which contain, predominantly, fixed rate conversion features, whereby the outstanding principal and accrued interest may be converted by the holder, into common shares at a fixed discount to the market price of the common stock at the time of conversion. In this case, the convertible notes represent a financial instrument other than an outstanding share that embodies a conditional obligation that the issuer must or may settle by issuing a variable number of its equity shares. The Company records the convertible note liability at its fixed monetary amount by measuring and recording a premium, as applicable, on the convertible notes date with a charge to expense in accordance with ASC-480 - *Distinguishing Liabilities from Equity*.

Leases

The Company determines if an arrangement is a lease at inception. For leases where the Company is the lessee, right-of-use (“ROU”) assets represent the Company’s right to use the underlying asset for the term of the lease and the lease liabilities represent an obligation to make lease payments arising from the lease. The Company’s lease agreement contains rent escalation provisions, which are considered in determining the ROU assets and lease liabilities. The Company begins recognizing rent expense when the lessor makes the underlying asset available for use by the Company. Lease liabilities are recognized at the lease commencement date based on the present value of the future lease payments over the lease term. Lease renewal periods are considered on a lease-by-lease basis in determining the lease term. The interest rate the Company uses to determine the present value of future lease payments is the Company’s incremental borrowing rate because the rate implicit in the Company’s leases is not readily determinable. The incremental borrowing rate is a hypothetical rate for collateralized borrowings in economic environments where the leased asset is located based on credit rating factors. The ROU asset is determined based on the lease liability initially established and adjusted for any prepaid lease payments and any lease incentives received. The lease term to calculate the ROU asset and related lease liability includes options to extend or terminate the lease when it is reasonably certain that the Company will exercise the option. Certain leases contain variable costs, such as common area maintenance, real estate taxes or other costs. Variable lease costs are expensed as incurred on the statements of operations.

Operating leases are included in the ROU assets and lease liabilities on the condensed consolidated balance sheets. The Company has no finance leases.

Income Taxes

The Company accounts for income taxes using the asset and liability method of accounting for income taxes.

Deferred tax assets are determined based on the difference between the financial statement basis and tax basis as well as net operating loss or other tax credit carryforwards, if any, and are measured using the enacted tax rates that will be in effect when the differences are expected to reverse. A valuation allowance is established to reduce deferred tax assets if it is more likely than not that the related tax benefits will not be realized. If the Company’s assessment of the realizability of a deferred tax asset changes, an increase to a valuation allowance will result in a reduction of net earnings at that time, while the reduction of a valuation allowance will result in an increase of net earnings at that time.

The Company follows ASC Topic 740-10-65-1 in accounting for uncertainty in income taxes by prescribing rules for recognition, measurement, and classification in the condensed consolidated financial statements of tax positions taken or expected to be in a tax return. This prescribes a two-step process for the financial statement measurement and recognition of a tax position. The first step involves the determination of whether it is more likely than not (greater than 50 percent likelihood) that a tax position will be sustained upon examination, based on the technical merits of the position. The second step requires that any tax position that meets the more likely than not recognition threshold be measured and recognized in the condensed consolidated financial statements at the largest amount of benefit that is a greater than 50 percent likelihood of being realized upon ultimate settlement. This topic also provides guidance on the accounting for related interest and penalties, financial statement classification and disclosure. The Company's policy is that any interest or penalties related to uncertain tax positions are recognized in income tax expense when incurred. The Company has no uncertain tax positions or related interest or penalties requiring accrual for the six months ended June 30, 2023 and 2022.

Share Based Compensation

The Company recognizes an expense for share-based compensation awards based on the estimated fair value of the award on the date of grant.

The Company accounts for share-based compensation under the provisions of ASC Topic 718. As noted above, ASC Topic 718 requires that share-based payment transactions with employees and non-employees, in certain cases, be recognized in the condensed consolidated financial statements based on their fair value. As of June 30, 2023 and December 31, 2022, there were no board approved grants of share-based compensation awards.

Research and Development

The Company expenses research and development costs as incurred, except for certain internal-use software development costs, which may be capitalized as noted above. Research and development expenses consist primarily of software development costs, including employee compensation and external contractors, associated with the ongoing development of the Company's technology.

Fair Value of Financial Instruments

Fair value is the price that would be received to sell an asset, or the amount paid to transfer a liability in an orderly transaction between market participants at the measurement date. There is a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). We classify fair value balances based on the observability of those inputs. The three levels of the fair value hierarchy are as follows:

Level 1 — Inputs based on unadjusted quoted market prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 — Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets or liabilities in active markets or quoted prices for identical or similar instruments in markets that are not active or for which all significant inputs are observable or can be corroborated by observable market data.

Level 3 — Inputs reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. The inputs are both unobservable for the asset and liability in the market and significant to the overall fair value measurement.

On February 23, 2023, the Company acquired the assets of EveryLife by way of a stock for stock exchange (See Note 4 "Asset Acquisition"). The assets acquired have been recorded at their relative fair value based on a valuation obtained by the Company using the market approach.

In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement. The Company establishes the fair value of its assets and liabilities using the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a fair value hierarchy based on the inputs used to measure fair value. The recorded amounts of certain financial instruments, including accounts receivable, accounts payable, accrued expenses, debt at fixed interest rates, and other liabilities approximate fair value due to their relatively short maturities.

The fair value of the convertible notes (See Note 12 "Convertible Promissory Notes") as of June 30, 2023 required the use of an option pricing method and equity allocation. The Company's convertible notes are considered a Level 3 financial instrument and are reviewed quarterly to determine their fair value. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments between levels.

The fair values of U.S. treasury bonds are based on quoted market prices in active markets, and are included in the Level 1 fair value hierarchy. The Company believes the market for U.S. treasury bonds is an actively traded market given the high level of daily trading volume.

The Company's policy is to record transfers between levels, if any, as of the beginning of the fiscal year. For the three and six months ended June 30, 2023 no transfers have been recognized.

Advertising

The Company expenses advertising costs as incurred. Advertising expenses were $1,036,439 and $333,308 for the six months ended June 30, 2023, and 2022, which are included in sales and marketing expenses in the accompanying condensed consolidated statements of operations, respectively.

Segments and Geographical Information

Operating segments are defined as components of an enterprise for which separate discrete financial information is evaluated regularly by our chief executive officer, who is the chief operating decision maker ("CODM"), in deciding how to allocate resources and assess performance. The CODM reviews financial information at the company level for the purposes of allocating resources and evaluating financial performance. Accordingly, the Company operates and manages its business as one operating segment and one reportable segment within the United States.

New Accounting Pronouncements

Recently Issued Accounting Standards

Emerging Growth Company Status

The Company is expected to be an emerging growth company, as defined in the JOBS Act. Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act, until such time as to those standards apply to private companies. The Company has elected to use this extended transition period for complying with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date that it (i) is no longer an emerging growth company or (ii) affirmatively and irrevocably opts out of the extended transition period provided in the JOBS Act. As a result, these condensed consolidated financial statements may not be comparable to companies that comply with the new or revised accounting pronouncements as of public company effective dates.

In September 2022, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2022-04 – *Liabilities—Supplier Finance Programs* (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations which is intended to enhance the transparency surrounding the use of supplier finance programs. The guidance requires companies that use supplier finance programs to make annual disclosures about the program's key terms, the balance sheet presentation of related amounts, the confirmed amount outstanding at the end of the period and associated rollforward information. Only the amount outstanding at the end of the period must be disclosed in interim periods. The guidance does not affect the recognition, measurement or financial statement presentation of supplier finance program obligations. The guidance becomes effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years, except for the rollforward information, which is effective for fiscal years beginning after December 15, 2023. The Company does not have any supplier finance programs and does not believe the impact of adopting this accounting standard update will be material to the condensed consolidated financial statements.

In October 2021, the FASB issued ASU No. 2021-08 – *Accounting for Contract Assets and Contract Liabilities from Contracts with Customers* (Topic 805). This ASU requires an acquirer in a business combination to recognize and measure contract assets and contract liabilities (deferred revenue) from acquired contracts using the revenue recognition guidance in Topic 606. At the acquisition date, the acquirer applies the revenue model as if it had originated the acquired contracts. For the Company, the new guidance is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Adoption of the ASU should be applied prospectively. Early adoption is also permitted, including adoption in an interim period. The Company is currently evaluating the impact of this accounting standard update on its condensed consolidated financial statements.

Recently Adopted Accounting Standards

In June 2016, the FASB issued ASU 2016-13 – *Measurement of Credit Losses on Financial Instruments* (Topic 326). This standard requires a new method for recognizing credit losses that is referred to as the current expected credit loss ("CECL") method. The CECL method requires the recognition of all losses expected over the life of a financial instrument upon origination or purchase of the instrument unless the Company elects to recognize such instruments at fair value with changes in profit and loss (the fair value option). This standard is effective for the Company for fiscal years beginning after December 15, 2022. The adoption of ASU 2016-13 did not have a material impact on the condensed consolidated financial statements.

Note 4 — Asset Acquisition

EveryLife Inc.

On February 23, 2023, the Company acquired the assets of EveryLife by way of a stock for stock exchange. Pursuant to that agreement, the Company acquired a brand name in exchange for 55,000 shares of the Company's common stock. Through the stock for stock exchange agreement, the Company acquired EveryLife's marketing related intangibles which consist of a brand name.

This acquisition was accounted for as an asset purchase. The cost of a group of assets acquired in an asset acquisition shall be allocated to the individual assets acquired or liabilities assumed based on their relative fair values and shall not give rise to goodwill.

The following table presents the acquisition date fair value of the asset acquired:

Assets acquired:		
Balance – January 1, 2023	$	-
Issuance of common stock at fair value	$	1,334,850
Balance – March 31, 2023		1,334,850
Legal costs capitalized		42,611
Balance – June 30, 2023	$	1,377,461

Note 5 — Revenue

The following table summarizes the Company's revenues disaggregated by type of service:

	For the three months ended June 30				For the six months ended June 30,			
	2023		2022		2023		2022	
Subscription advertising (over-time)	$	454,459	$	65,969	$	723,822	$	65,969
Push notifications/email blasts (point-in-time)		75,248		6,972		183,919		6,972
Total revenues	$	529,707	$	72,941	$	907,741	$	72,941

Note 6 — Prepaid Expenses and Other Current Assets

The following table summarizes prepaid expenses and other current assets:

	June 30, 2023		December 31, 2022	
Prepaid professional fees	$	10,786	$	140,000
Prepaid recruiting expenses		262,485		50,600
Prepaid advertising expenses		346,600		23,393
Prepaid software expenses		199,253		54,376
Prepaid inventory costs		85,020		-
Other		130,310		21,010
Total prepaid expenses and other current assets	$	1,034,454	$	289,379

Note 7 — Property and Equipment, Net

The following table summarizes property and equipment, net:

	June 30, 2023	December 31, 2022
Furniture and fixtures - cost	$ 142,994	$ 29,930
Less: Accumulated depreciation	(5,641)	(3,207)
Property and equipment, net	$ 137,353	$ 26,723

Depreciation expenses were $2,394 and $767 for the three months ended June 30, 2023 and 2022, respectively and $2,434 and $767 for the six months ended June 30, 2023 and 2022, respectively.

Note 8 — Intangible Assets, Net

The following table summarizes intangible assets, net:

	Useful Life	June 30, 2023	December 31, 2022
Capitalized software development costs	2 years	$ 3,169,521	$ 2,177,053
Purchased technology	1-15 years	72,488	28,500
Brand name	10 years	1,377,461	-
Total intangible assets		4,619,470	2,205,553
Less: Accumulated amortization		(2,180,019)	(937,880)
Total intangible assets, net		$ 2,439,451	$ 1,267,673

Amortization expenses were $696,843 and $165,316 for the three months ended June 30, 2023 and 2022, respectively and $1,242,140 and $273,149 for the six months ended June 30, 2023 and 2022, respectively.

As of June 30, 2023, estimated future amortization expense is expected as follows:

Remainder of 2023	$ 1,118,473
2024	152,677
2025	152,677
2026	152,677
2027	152,677
Thereafter	710,270
	$ 2,439,451

Note 9 — Leases

Since inception, the Company has entered into three leases for office suites in California, two were short-term and one lease was long-term and expires in 2024. Termination of the lease is prohibited unless there is a violation under the lease agreement. The lease has escalating payments from $15,538 per month to $16,719 per month. In determining the length of the lease term, the Company determined there was no embedded extension option. At lease commencement date, the Company estimated the lease liability and the right-of-use assets at present value using the Company's estimated incremental borrowing rate of 10.5%

Rent expense under the operating leases included in the results of operations, inclusive of common area maintenance charges and real estate taxes, was $62,696 and $25,369 for the three months ended June 30, 2023 and 2022, respectively and $112,068 and $42,542 for the six months ended June 30, 2023 and 2022, respectively.

The following amounts were recorded in the Company's condensed consolidated balance sheets relating to its operating lease and other supplemental information:

	June 30, 2023	December 31, 2022
ROU assets	$ 210,847	$ 293,520
Lease liabilities:		
Current lease liabilities	$ 185,673	$ 169,275
Non-current lease liabilities	33,293	129,762
Total lease liabilities	$ 218,966	$ 299,037
Other supplemental information:		
Weighted average remaining lease term	1.50 years	2 years
Weighted average discount rate	10.50%	10.50%

The following table presents the lease payments relating to the Company's operating leases:

Fiscal Year	June 30, 2023	December 31, 2022
Remainder of 2023	$ 97,953	$ 191,183
2024	133,753	133,753
Total lease payments	231,706	324,936
Less: imputed interest	(12,740)	(25,899)
Present value of operating lease liabilities	$ 218,966	$ 299,037

Note 10 — Accrued Expenses

The following table summarizes accrued expenses:

	June 30, 2023	December 31, 2022
Accrued contract labor	$ -	$ 19,781
Accrued payroll	15,478	1,075
Accrued legal	1,809,929	20,638
Accrued consulting fees	186,873	—
Accrued interest	164,462	—
Total accrued expenses	**$ 2,176,742**	**$ 41,494**

Note 11 — Share Based Compensation

On February 10, 2022, the Board of Directors of the Company approved the PSQ Holdings, Inc. 2023 Equity Incentive Plan, whereby it may grant to certain employees and advisors an award, such as, (a) incentive stock options, (b) non-qualified stock options, (c) restricted stock and (d) restricted stock units, of the Company. As of June 30, 2023 and December 31, 2022, no awards have been issued to employees, board members or strategic partners.

Note 12 — Convertible Promissory Notes

During the six months ended June 30, 2023, the Company has issued convertible promissory notes (the "Notes") in the total amount of $22,500,000 that accrue interest at the rate of 5% per annum until converted or paid in full upon maturity being December 31, 2024.

Unless earlier converted, the entire outstanding principal and accrued interest (the "Balance") under the Notes shall automatically convert into common stock of the Company at the close of business on December 31, 2024 if, by that time, the Company has not become a publicly-traded company with a class of common equity listed on a national securities The Notes may not be prepaid or redeemed by the Company in cash unless such prepayment or redemption is consented to by the holders of a majority in interest of the Notes then outstanding. As described in Note 1, on July 19, 2023, the Company consummated the Business Combination and became a publicly-traded company at which time the Balance under each Note converted automatically into shares of PSQ Common Stock at a conversion price per share based upon an implied $100 million fully diluted pre-money valuation, excluding the Notes.

The Notes are required to be recorded at their initial fair value on the date of issuance under ASC 480-10-25-14, and each balance sheet date thereafter. Changes in the estimated fair value of the Notes are recognized as non-cash gains or losses in the condensed consolidated statements of operations.

The change in the fair value of the Notes measured with Level 3 inputs for the three and six months ended June 30, 2023 is summarized as follows:

	Convertible Notes
Fair value as of January 1, 2023	-
Principal balance of convertible notes issued	2,050,000
Change in valuation inputs or other assumptions	$ 1,147,905
Fair value as of March 31, 2023	**3,197,905**
Principal balance of convertible notes issued	20,450,000
Change in valuation inputs or other assumptions	13,423,204
Fair value as of June 30, 2023	**$ 37,071,109**

The Company estimated on June 30, 2023 that the Business Combination would close imminently and with 100% certainty. Accordingly, the valuation of the Notes utilized inputs which were derived from the value of the Company as if the Business Combination occurred.

The following table provides quantitative information regarding Level 3 fair value measurements inputs at their measurement dates:

Exercise Price	$ -
Risk-Free Rate	4.1%
Maturity (in years)	1.8
Volatility	75.0%

Note 13 — Stockholders' (Deficit) Equity

Common Stock

As of June 30, 2023 and December 31, 2022, the Company had 900,475 and 771,155 shares of common stock issued, authorized and outstanding at $0.001 par value per share, respectively.

Each share of Common Stock has one vote and has similar rights and obligations.

Note 14 — Commitments and Contingencies

Contingent Legal Fees

As of June 30, 2023, approximately $805,000 of legal fees invoiced to the Company were contingent upon the completion of the Business Combination transaction. These contingent fees were not accrued on the Company's condensed consolidated balance sheet as of June 30, 2023. In connection with the closing of the Business Combination, on July 19, 2023, the Company paid $3 million in legal fees, including the total contingent amount.

Advertising Commitment

In April 2023, the Company entered into an advertising agreement with a media group for the purpose of promoting the Company and its services on a national platform. In connection with this agreement, the Company committed to pay $377,000 in 8 monthly installments. As of June 30, 2023, the Company has recorded and paid $94,250 of this commitment.

Other Legal Matters

From time to time in the ordinary course of business, the Company may be subject to various claims, charges, and litigation. At June 30, 2023 and December 31, 2022, the Company did not have any pending claims, charges or litigation that were expected to have a material adverse impact on its financial position, results of operations or cash flows.

Note 15 — Subsequent Events

The Company has evaluated and recognized or disclosed subsequent events, as appropriate, from the balance sheet date through August 9, 2023, the date the condensed consolidated financial statements were available to be issued.

On July 13, 2023, the Company launched the EveryLife brand and began generating revenue for this operation (See Note 1 “Organization and Business Operations”).

On July 19, 2023, the Company consummated the Business Combination (See Note 1 “Organization and Business Operations”).

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of the financial condition and results of operations of PSQ Holdings Inc., a Delaware corporation, should be read together with our unaudited condensed consolidated financial statements for the three and six months ended June 30, 2023 and 2022, our audited financial statements as of the year ended December 31, 2022 and for the period from February 25, 2021 (inception) through December 31, 2021, and our pro forma financial information as of and for the six-month period ended June 30, 2023 included as exhibits to the amendment ("Amendment No. 1") to our Current Report on Form 8-K, which was originally filed with the Securities and Exchange Commission (the "SEC") on July 25, 2023 (as originally filed, the "Original Report"). This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from such forward-looking statements. Factors that could cause or contribute to those differences include, but are not limited to, those identified below and those discussed in the sections titled "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" included elsewhere in Company's final and definitive proxy statement (the "Proxy Statement/Prospectus"). Additionally, our historical results are not necessarily indicative of the results that may be expected in any future period. Amounts are presented in U.S. dollars. Capitalized terms included below but not defined in this Exhibit 99.2 have the same meaning as terms defined and included elsewhere in the Original Report (as amended by Amendment No.1) and, if not defined in the Original Report (as amended by Amendment No.1), and the Proxy Statement/Prospectus filed with the SEC on June 30, 2023.

Unless the context otherwise requires, references in this "Management's Discussion and Analysis of Financial Condition and Results of Operations" to "PSQ," "we", "us", "our", and the "Company" are intended to refer to (i) following the Business Combination, the business and operations of PSQ Holdings, Inc. and its consolidated subsidiaries, and (ii) prior to the Business Combination, Private PSQ (the predecessor entity in existence prior to the consummation of the Business Combination) and its consolidated subsidiaries.

Overview

PSQ is a values-aligned platform where consumers with traditional American values can connect with and patronize business members whose values align with their own. PSQ is free-to-use for consumer members, who can use its platform to search for and shop from values-aligned business members both locally, online, and nationally. Since our nationwide launch in July 2022, we have become the largest values-aligned platform of pro-America businesses and consumers.

We incorporated PSQ Holdings, Inc. in February of 2021, began development of our digital platform (mobile app and website) in May 2021, and launched our initial product regionally in San Diego County, California in October 2021 on iOS, Android, and on our website. After 10 months of testing in various markets and courting member feedback, we launched the PSQ platform nationwide on July 4, 2022. As of July 31, 2023, on our platform we have more than 1,400,000 active consumer members (defined as unique consumer membership accounts for which we have received all required contact information and which have not been deactivated or deleted since our reception) and more than 65,000 business members from a wide variety of industries. Since we began tracking on January 18, 2023 of our average daily unique sessions, which refers to the average number of unique IP addresses accessing our platform on mobile and desktop devices in a single day, our average daily unique sessions have grown 404% to an average of 453,225 sessions per day for the month of July 2023, compared to an average of 89,843 sessions per day for the period from January 18, 2023 through January 31, 2023.

Private PSQ raised $1.8 million in our seed round of funding, which closed in July 2021. We then raised an additional $1.1 million in a bridge round of funding, which closed in February 2022. From February 2022 through February 2023, we raised $12.0 million and closed our Series A round. From March through June 2023, Private PSQ issued $22.5 million in convertible promissory notes.

On February 23, 2023, Private PSQ completed a stock-for-stock transaction to purchase 100% of the outstanding shares of EveryLife, Inc. ("EveryLife"), a Delaware corporation, in exchange for 55,000 shares of Private PSQ Common Stock.

The mailing address of PSQ's principal executive office is 222 Lakeview Avenue, Suite 800 West Palm Beach, Florida 33401.

Recent Developments

Business Combination

On February 27, 2023, PublicSq. Inc. (f/k/a PSQ Holdings, Inc.) entered into the Agreement and Plan of Merger (the "Merger Agreement") with Colombier-Liberty Acquisition, Inc. ("Merger Sub"), Colombier Sponsor LLC ("Sponsor") and PSQ Holdings, Inc. (f/k/a Colombier Acquisition Corp.) ("Colombier").

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

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

Upon the closing of the transaction, Michael Seifert possessed approximately 52.62% of the voting power of PSQ (depending on the number of outstanding shares of Class A Common Stock and Class C Common Stock at such time) through the issuance to him of shares of Class C Common Stock in connection with the Business Combination.

Asset Acquisition — EveryLife Inc.

On February 23, 2023, we acquired the assets of EveryLife by way of a stock for stock exchange. Pursuant to that agreement, we acquired a brand name in exchange for 55,000 shares of Private PSQ Common Stock. Through the stock for stock exchange agreement, we acquired EveryLife's marketing related intangibles which consist of a brand name.

Convertible Promissory Notes

During the six months ended June 30, 2023, we issued convertible promissory notes (the "Notes") in the total amount of $22,500,000 that accrue interest at the rate of 5% per annum until converted. As described above, on July 19, 2023, we consummated the Business Combination and became a publicly-traded company at which time the entire outstanding principal and accrued interest (the "Balance") under each Note converted automatically into shares of Private PSQ Common Stock at a conversion price per share based upon an implied $100 million fully diluted pre-money valuation, excluding the Notes. The Notes are required to be recorded at their initial fair value on the date of issuance under ASC 480-10-25-14, and each balance sheet date thereafter. Changes in the estimated fair value of the Notes are recognized as non-cash gains or losses in the condensed consolidated statements of operations.

Upon the conversion and before giving effect to the Merger, 204,570 shares of the Private PSQ Common Stock were issued in respect of the aggregate Balances under all the Notes which represented approximately 18.5% of the total outstanding shares of Private PSQ Common Stock.

Inflation and the Global Supply Chain

Currently the U.S. economy is experiencing a bout of increased inflation, resulting in rising prices. The U.S. federal reserve, as well as its counterparts in other countries, have engaged in a series of interest rate hikes in an effort to combat rising inflation. Although inflation did not have a significant impact on our results of operations for the three and six months ended June 30, 2023, we anticipate that inflation will have an impact on our business going forward, including through a material increase in our cost of revenue and operating expenses for the remainder of 2023 and possibly into the following years, if not permanently. Continued or permanent rises in core costs could impact our growth negatively.

Components of Results of Operations

During the three months ended June 30, 2023 and 2022, our net loss was $20.7 million and $1.6 million, respectively and during the six months ended June 30, 2023 and 2022, our net loss was $27.4 million, and $2.6 million, respectively. Our net loss increased in 2023 from 2022, largely due to the $14.6 million increase in fair value of the convertible notes, as well as $3.6 million related to expenses incurred due to the going public transaction ("Net Loss Contribution"). Our expenses will likely increase in the future as we develop and launch new offerings and platform features, expand in existing and new markets, increase our sales and marketing efforts and continue to invest in our platform, as well as a result of us becoming a public company. We have not been profitable since inception, and as of June 30, 2023 and December 31, 2022, our accumulated deficit was $36.3 million and $8.9 million, respectively, including our Net Loss Contribution. Since inception, we have financed our operations primarily through private placements of our securities.

Revenues

To date, substantially all of our revenue has been derived from the advertising of products and services on the PSQ platform. A very small percentage of our revenue to date has been derived from the payment to us of fees for facilitating business relationships through our Business to Business ("B2B") network.

Our advertising revenues are derived from multi-month fixed price contracts for advertising subscription arrangements. Revenues from subscription contracts are recognized using the "over-time" method of revenue recognition. Accordingly, we recognize revenues over-time as the advertisements are displayed over the subscription period and the service is being consumed by the business member simultaneously over the period of service. Over-time revenue recognition is based on an input measure of progress based on costs incurred compared to estimated total costs at completion. Each advertisement has a contractual revenue value and an estimated cost. The over-time revenue is recognized monthly.

We recognize advertising revenue from push notifications and email blasts at the point of delivery. Push notifications and email blasts are considered delivered when an advertisement is displayed to users. When a customer enters into an advertising subscription arrangement that includes push notifications and/or email blasts, we allocate a portion of the total consideration to the push notification and email blast performance obligations based on the residual approach, if the standalone selling price ("SSP") is not observable. We use the residual approach, which is a method to allocate revenue to a remaining performance obligation. We have stand-alone selling prices for all other services in the advertising package. After allocating revenue per package to those other services based on their stand-alone selling price, the email blasts and push notifications are allocated the remaining revenue for that package. We are able to determine the SSP based on the cost charged to a customer for each service. If the level of service includes multiple performance obligations, the incremental difference attributed to the additional service represents its standalone selling price. We calculate the SSP of the push notification or email blast, and record the revenue when the advertisement is displayed to users.

Advertising revenue is generated by displaying ad products and services on our platform. Marketers enter into advertising subscription arrangements. We recognize revenues over-time as the ads are displayed over the subscription period so we are providing a service and the service is being consumed by the business member simultaneously over the period of service. In general, we report advertising revenue on a gross basis, since we control the advertising inventory before it is transferred to our customers. Our control is evidenced by our sole ability to monetize the advertising inventory before it is transferred to our customers.

In the future, in addition to greater levels of advertising revenue expected as a result of the growth of our business, we also expect to realize increased amounts of B2B revenue and to begin realizing e-commerce transactional revenue and revenue from Direct to Customer ("D2C") sales of our own branded consumer products as we expand our business operations into those areas.

See Note 3, Summary of Significant Accounting Policies, to Private PSQ's unaudited condensed consolidated interim financial statements for the three (3)- and six (6)-months ended June 30, 2023 and 2022 included in Exhibit 99.1 to Amendment No. 1.

Cost of Revenue (exclusive of depreciation and amortization)

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

Upon the rollout of our D2C consumer product business, our cost of revenue will also include the cost of finished goods inventory. We expect our cost of revenue per unit to decrease over time as we achieve economies of scale.

We expect our cost of revenue to increase in absolute dollars and as a percentage of revenue in the near term as we launch our D2C products. After launching our first D2C product, we expect our cost of revenue as a percentage of revenue to decrease over time as we grow and continue to scale our business.

Operating Expenses

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

We expect to continue to invest substantial resources to support our growth. We anticipate that each of the following categories of operating expenses will increase in absolute dollar amounts and decrease as a percentage of revenue for the foreseeable future.

General and Administrative Expenses

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

Sales and Marketing Expenses

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

Research and Development Expenses

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

Depreciation and Amortization Expense

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

Non-Operating Income and Other Items

Other Income, Net

Other income, net primarily relates to unrealized gains on our available for sale investments for the six months ended June 30, 2023 and Employee Retention Tax Credit ("ERTC") and the Research and Development Tax Credit ("R&D Tax Credit") for the six months ended June 30, 2022.

Change in fair value of convertible promissory notes

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

Interest Expense

Interest expense incurred consists of interest accrued on Notes issued.

Income Tax Expense

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

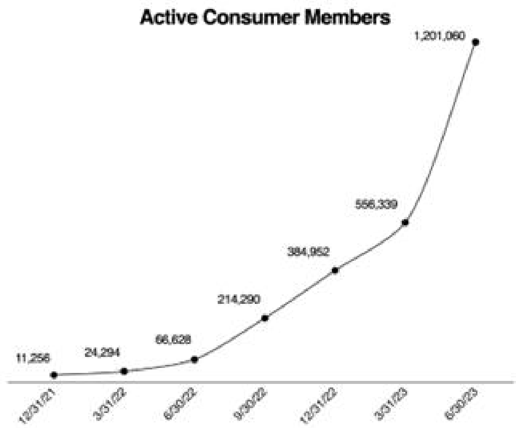
Key Business Metrics and Selected Financial Data

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

Total Active Consumer Members on Platform

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

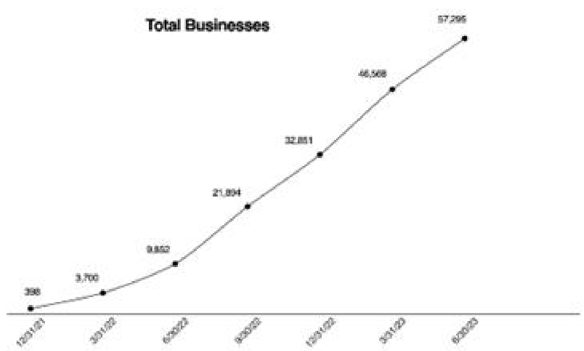
Total active consumer members on our platform were over 1,200,000 at June 30, 2023, an increase of 1,703% from June 30, 2022. Our total active consumer members were over 1,400,000 at July 31, 2023. We believe that significant growth in our total active consumer members is attributable to earned media, word of mouth referrals, our outreach program and consumer interest in our platform.



Total Business Members on Platform

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

Total business members increased to 57,295 at June 30, 2023, an increase of 482% from June 30, 2022. Total business members were over 65,000 at July 31, 2023. We believe that the significant growth in the total business members on our platform is attributable to earned media, word of mouth referrals, and our Outreach Program.



Average Daily Unique Sessions

We calculate the average daily unique sessions on our platform as a measure of access and use of our app and website over time, taking into account business members, consumer members, advertisers and other potential members. Average daily unique sessions refers to the average number of unique IP addresses accessing our application and website on mobile (iOS and Android) and desktop devices in a single day over an indicated period.

Since we began tracking the average daily unique sessions on January 18, 2023, our sessions have increased to an average of 259,097 sessions per day for the month of June 2023, from an average of 89,843 sessions per day for the period from January 18, 2023 through January 31, 2023, an increase of 188%. We believe that the significant growth in the average daily unique sessions on our platform has largely been attributable to earned media (publicity gained through promotional efforts other than paid advertising), word of mouth referrals and our Outreach Program.

Results of Operations

The results of operations presented below should be reviewed in conjunction with Private PSQ's unaudited condensed consolidated interim financial statements for the three (3)- and six (6)-months ended June 30, 2023 and 2022 included in Exhibit 99.1 to Amendment No. 1.

The following table sets forth our condensed consolidated statement of operations for the three and six months ended June 30, 2023 and 2022, and the dollar and percentage change between the two periods:

	For the three months ended June 30,			
	2023	2022	Variance, $	Variance, %
Revenue	$ 529,707	$ 72,941	456,766	626%
Costs and expenses:				
Cost of revenue (exclusive of depreciation and amortization shown separately below)	432,934	154,746	278,188	180%
General and administrative	3,837,946	857,579	2,980,367	348%
Sales and marketing	2,460,305	406,487	2,053,818	505%

Research and development	288,483	102,278	186,205	182%
Depreciation and amortization	699,237	166,083	533,154	321%
Total costs and expenses	7,718,905	1,687,173	6,031,732	358%
Operating loss	**(7,189,198)**	**(1,614,232)**	**(5,574,966)**	**345%**
Other income:				
Other income, net	48,549	—	48,549	NM*%
Changes in fair value of convertible promissory notes	(13,423,204)	—	(13,423,204)	NM*%
Interest expense	(155,854)	—	(155,854)	NM*%
Loss before income tax expense	**(20,719,707)**	**(1,614,232)**	**(19,105,475)**	**1,184%**
Income tax expense	(1,600)	(713)	(887)	124%
Net loss	**(20,721,307)**	**(1,614,945)**	**(19,106,362)**	**1,183%**

	For the six months ended June 30,			
	2023	**2022**	**Variance, $**	**Variance,%**
Revenue	$ 907,741	$ 72,941	834,800	1,144%
Costs and expenses:				
Cost of revenue (exclusive of depreciation and amortization shown separately below)	795,907	273,393	522,514	191%
General and administrative	7,987,317	1,327,784	6,659,533	502%
Sales and marketing	3,068,840	525,046	2,543,794	484%
Research and development	536,984	314,691	222,293	71%
Depreciation and amortization	1,244,574	273,916	970,658	354%
Total costs and expenses	13,633,622	2,714,830	10,918,792	402%
Operating loss	**(12,725,881)**	**(2,641,889)**	**(10,083,992)**	**382%**
Other income:				
Other income, net	53,687	7,846	45,841	584%
Changes in fair value of convertible promissory notes	(14,571,109)	-	(14,571,109)	NM*
Interest expense	(163,855)	-	(163,855)	NM*
Loss before income tax expense	**(27,407,158)**	**(2,634,043)**	**(24,773,115)**	**940%**
Income tax expense	(1,789)	(713)	(1,076)	151%
Net loss	**(27,408,947)**	**(2,634,756)**	**(24,774,191)**	**940%**

NM* — Percentage change not meaningful.

Revenues

Revenues increased by $0.5 million for the three months ended June 30, 2023 compared to the three months ended June 30, 2022. The increase was driven by an increase in the business member base and introduction of new advertising features on our platform, which resulted in advertising revenues of $0.5 million.

Revenues increased by $0.8 million for the six months ended June 30, 2023 compared to the six months ended June 30, 2022. The increase was driven by an increase in the business member base and introduction of new advertising features on our platform, which resulted in advertising revenues of $0.8 million.

Cost of Revenue (exclusive of depreciation and amortization)

Cost of revenue (exclusive of depreciation and amortization) increased by $0.3 million, or 180%, for the three months ended June 30, 2023 compared to the three months ended June 30, 2022. The increase was mainly due to an increase in personnel expenses of $0.3 million.

Cost of revenue (exclusive of depreciation and amortization) increased by $0.5 million, or 191%, for the six months ended June 30, 2023 compared to the six months ended June 30, 2022. The increase was mainly due to an increase in personnel expenses of $0.4 million.

General and Administrative Expense

General and administrative expense increased by $3.0 million, or 348%, for the three months ended June 30, 2023 compared to the three months ended June 30, 2022. The increase was due to a $0.9 million increase in staffing-related costs, as well as a $2.1 million increase in other administrative expenses, which include accounting, legal, and other administrative services.

General and administrative expense increased by $6.7 million, or 502%, for the six months ended June 30, 2023 compared to the six months ended June 30, 2022. The increase was due to a $1.6 million increase in staffing-related costs, as well as a $5.1 million increase in other administrative expenses, which include accounting, legal, and other administrative services.

Sales and Marketing Expense

Sales and marketing expense increased by $2.1 million, or 505%, for the three months ended June 30, 2023 compared to the three months ended June 30, 2022. The increase was due to a $2.0 million increase in other marketing and public relation activities.

Sales and marketing expense increased by $2.5 million, or 484%, for the six months ended June 30, 2023 compared to the six months ended June 30, 2022. The increase was due to a $2.5 million increase in other marketing and public relation activities.

Research and Development Expense

Research and development expense increased by $0.2 million, or 182%, for the three months ended June 30, 2023 compared to the three months ended June 30, 2022. The increase was due to an increase in staffing-related costs in our product and engineering teams, as well as costs related to computer software, hardware, and other administrative expenses.

Research and development expense increased by $0.2 million, or 71%, for the six months ended June 30, 2023 compared to the six months ended June 30, 2022. The increase was due to an increase in staffing-related costs in our product and engineering teams, as well as costs related to computer software, hardware, and other administrative expenses.

Depreciation and amortization

Depreciation and amortization expense increased $0.5 million, or 321%, for three months ended June 30, 2023 compared to the three months ended June 30, 2022. The increase was primarily related to the amortization of capitalized software development costs.

Depreciation and amortization expense increased $1.0 million, or 354%, for six months ended June 30, 2023 compared to the six months ended June 30, 2022. The increase was primarily related to the amortization of capitalized software development costs.

Other Income, net

Other income, net increased by $0.05 million for the three and six months ended June 30, 2023 compared to the three and six months ended June 30, 2022. The increase was primarily related to the unrealized gain on short term investments.

Changes in the Fair Value of Convertible Promissory Notes

For the three and six months ended June 30, 2023, the change in fair value of the Notes was $13,423,204 and $14,571,109, respectively. Total principal balance of the Notes increased by $2,050,000 and $22,500,000 for the three and six months ended June 30, 2023.

Interest Expense

Interest expense increased by $0.2 million for the three and six months ended June 30, 2023 compared to the three and six months ended June 30, 2022. The increase was due to the interest payable in relation to the Notes recorded as of June 30, 2023.

Income Tax Expense

Income tax expense increased by an insignificant amount for the three and six months ended June 30, 2023 compared to the three and six months ended June 30, 2022.

Liquidity and Capital Resources

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

In connection with the expected launch of our first D2C branded products, we intend to fund initial inventory requirements with cash on hand. Longer term, our expected liquidity and capital requirements will likely consist of research and development needed to identify additional D2C opportunities. We do not currently anticipate that growth and expansion into new areas, such as D2C consumer products, will require us to make significant capital investments in our business, as we plan to employ an "asset light" business model and rely on third party manufacturers and other outsourced third party relationships as we build this part of our business.

As of June 30, 2023 and December 31, 2022, cash and cash equivalents balance was $6.2 million, and $2.3 million, respectively. Cash and cash equivalents consist of interest-bearing deposit accounts managed by third-party financial institutions, and highly liquid investments with maturities of three months or less.

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

In conjunction with the consummation of the Business Combination, we received proceeds totaling $34,938,880 in July 2023, after giving effect to Colombier's stockholder redemptions and before payment of transaction expenses, which will be utilized to fund our operations and growth plans. We believe that as a result of the Business Combination our existing cash and short-term investments, as well as, proceeds received from the Business Combination will be sufficient to fund operations and capital needs for the next year from the date the condensed consolidated financial statements were issued for the quarterly period ended June 30, 2023.

Our future capital requirements will depend on many factors, including our revenue growth rate, the timing and extent of spending by us to support further sales and marketing and research and development efforts, the degree to which we are successful in launching new business initiatives such as our contemplated e-commerce and D2C business initiatives and the cost associated with these initiatives, and the growth of our business generally. In order to finance these opportunities and associated costs, it is possible that we will need to raise additional financing if the proceeds realized by us from the Merger are insufficient to support our business needs. While we believe that the proceeds realized by us through the Merger will be sufficient to meet our currently contemplated business needs, we cannot assure you that this will be the case. If additional financing is required by us from outside sources, we may not be able to raise it on terms acceptable to us or at all. If we are unable to raise additional capital on acceptable terms when needed, our business, results of operations and financial condition would be materially and adversely affected.

Comparison of the Six Months Ended June 30, 2023 and 2022

The following table shows our cash flows provided by (used in) operating activities, investing activities and financing activities for the stated periods:

	For the six months ended June 30,		
	2023	2022	Variance
Net cash used in operating activities	$ (10,017,651)	$ (1,956,945)	(8,060,706)
Net cash used in investing activities	(11,242,002)	(710,070)	(10,531,932)

Net cash provided by financing activities	25,099,725	2,300,345	22,799,380

Net Cash Used in Operating Activities

Net cash used in operating activities for the six months ended June 30, 2023 was $10.0 million compared to $2.0 million used in operating activities during the six months ended June 30, 2022. The increase in cash used in operating activities was due to an overall increase in operating expenses, resulting in an increased net loss of $24.8 million (which includes the change in fair value of Notes of $14.6 million). This was coupled with the expense increase in depreciation and amortization of $1.0 million, the increase in fair value of Notes of $14.6 million, net increases in operating assets of $0.7 million and net increases in operating liabilities of $1.8 million from prior year.

Net Cash Used in Investing Activities

Net cash used in investing activities for the six months ended June 30, 2023 was $11.2 million, an increase of $10.5 million from cash used in investing activities of $0.7 million for the six months ended June 30, 2022. The increase was primarily due to additional costs incurred with the internally developed software totaling $1.0 million compared to $0.7 million in the prior year (the gross capitalized software development costs included in intangible assets as of June 30, 2023 were $3.2 million) and purchase of $10.0 million of short-term investments.

Net Cash Provided by Financing Activities

Net cash provided by financing activities for six months ended June 30, 2023 was $25.1 million compared to $2.3 million provided by financing activities for the six months ended June 30, 2022. The increase was primarily due to $22.5 million of proceeds from the issuance of Notes and $2.6 million of proceeds from the issuance of Private PSQ Common Stock.

Off-Balance Sheet Arrangements

None.

Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risks in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily interest rates, access to credit and funds to run day-to-day operations and the result of fluctuations in foreign currency exchange rates if we expand internationally. Failure to mitigate these risks could have a negative impact on revenue growth, gross margin and profitability.

Interest Rate Risk

Our cash and cash equivalents are comprised of operating and short-term investment accounts. We do not enter into investments for trading or speculative purposes and have not used any derivative financial instruments to manage our interest rate risk exposure.

Credit Risk

As of June 30, 2023 and December 31, 2022, our cash and cash equivalents were maintained with one financial institution in the United States in an IntraFi Network Deposit account, which will allow us to spread our cash across multiple banks and thereby mitigate the risk associated with having uninsured funds. We have reviewed the financial statements of our banking institution and believe we currently have sufficient assets and liquidity to conduct our operations in the ordinary course of business with little or no credit risk to us.

As of June 30, 2023 and December 31, 2022, there was no one customer that represented a material majority or in excess of 5% of accounts receivable.

Emerging Growth Company Status

In April 2012, the JOBS Act was enacted. Section 107(b) of the JOBS Act provides that an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting standards. Thus, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of the extended transition period to comply with new or revised accounting standards and to adopt certain of the reduced disclosure requirements available to emerging growth companies. As a result of the accounting standards election, we will not be subject to the same implementation timing for new or revised accounting standards as other public companies that are not emerging growth companies which may make comparison of our financials to those of other public companies more difficult.

Critical Accounting Policies and Significant Management Estimates

We prepare our financial statements in accordance with GAAP. The preparation of financial statements also requires we make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs and expenses and related disclosures. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could differ significantly from the estimates made by our management. To the extent that there are differences between our estimates and actual results, our future financial statement presentation, balance sheet, results of operations and cash flows will be affected. We believe that the accounting policies discussed below are critical to understanding our historical and future performance, as these policies relate to the more significant areas involving our management's judgments and estimates. Critical accounting policies and estimates are those that we consider the most important to the portrayal of our balance sheet and results of operations because they require our most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain.

The preparation of our financial statements in conformity with GAAP requires us to make estimates and judgments that affect the amounts reported in those financial statements and accompanying notes. Although we believe that the estimates we use are reasonable, due to the inherent uncertainty involved in making those estimates, actual results reported in future periods could differ from those estimates. Our significant accounting policies are described in Note 3 to PrivatePSQ's unaudited condensed consolidated interim financial statements for the three (3)- and six (6)-months ended June 30, 2023 and 2022 included in Exhibit 99.1 to Amendment No. 1. Our critical accounting policies are described below.

Revenue Recognition

At inception, we adopted ASC Topic 606 - *Revenue from Contracts with Customers.* To determine revenue recognition for contractual arrangements that we determine we are within the scope of ASC 606, we perform the following five steps: (1) identify each contract with a business member; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to performance obligations in the contract; and (5) recognize revenue when (or as) the relevant performance obligation is satisfied. We only apply the five-step model to contracts when it is probable that we will collect the consideration we are entitled to in exchange for the goods or services we provide to the business member.

We recognize revenue when it satisfies its obligation by providing the benefits of the service to the business member, either over time or at a point in time. A performance obligation is satisfied over time if one of the following criteria are met:

a. the business member simultaneously receives and consumes the benefits as the entity performs; or

b. the entity's performance creates or enhances an asset that the business member controls as the asset is created or enhanced; or

c. the entity's performance does not create an asset with an alternative use to the entity, and the entity has an enforceable right to payment for performance completed to date.

Our revenue is currently derived primarily from advertising when we display ad products and services on our platform.

Our revenues are derived from multi-month fixed price contracts by marketers for advertising subscription arrangements. Revenues from long-term contracts are recognized using the "over-time" method of revenue recognition. Accordingly, we recognize revenues over-time as the ads are displayed over the subscription period and the service is being consumed by the business member simultaneously over the period of service. Over-time revenue recognition is based on an input measure of progress based on costs incurred compared to estimated total costs at completion. Each advertisement has a contractual revenue value and an estimated cost. The over-time revenue is recognized based on the percentage of the total project cost that has been realized.

Moreover, we recognize advertising revenues over-time as the ads are displayed over the subscription period so we are providing a service and the service is being consumed by the business member simultaneously over the period of service. In general, we report advertising revenue on a gross basis, since we control the advertising inventory before it is transferred to our business members.

We recognize advertising revenue from push notifications and email blasts at a point in time when delivered. Push notifications and email blasts are considered delivered when an ad is displayed to members. When a business member enters into an advertising subscription arrangement that includes push notifications and/or email blasts, we allocate a portion of the total consideration to the push notification and email blast performance obligations based on the residual approach, if the standalone selling price ("SSP") is not observable. We are able to determine the SSP based on the cost charged to a business member for each service. If the level of service includes multiple performance obligations, the incremental difference attributed to the additional service represents its standalone selling price. We calculate the SSP of the push notification or email blast, and record the revenue when the ad is displayed to members.

Advertising revenue is generated by displaying ad products and services on our platform. Marketers enter into advertising subscription arrangements. We recognize revenues over-time as the ads are displayed over the subscription period so we are providing a service and the service is being consumed by the customer simultaneously over the period of service. In general, we report advertising revenue on a gross basis, since we control the advertising inventory before it is transferred to our customers. Our control is evidenced by our sole ability to monetize the advertising inventory before it is transferred to our customers.

Capitalized Software

We capitalize costs related to the development of our internal accounting software and certain projects for internal use in accordance with ASC 350 -*Intangibles — Goodwill and Other*. We capitalize costs to develop our mobile application and website when preliminary development efforts are successfully completed, management has authorized and committed project funding, and it is probable that the project will be completed, and the software will be used as intended. Costs incurred during the preliminary planning and evaluation stage of the project and during the post implementation operational stage, including maintenance, are expensed as incurred. Costs incurred for enhancements that are expected to result in additional functionality are capitalized and expensed over the estimated useful life of the upgrades on a per project basis. Amortization is computed on an individual product basis over the estimated economic life of the product using the straight-line method.

Convertible Promissory Notes

We have issued Notes, which contain fixed rate conversion features, whereby the outstanding principal and accrued interest will be converted, into common shares at a fixed discount to the market price of the common stock at the time of conversion. The Notes represent a financial instrument other than an outstanding share that embodies a conditional obligation that the issuer must or may settle by issuing a variable number of its equity shares. We record the convertible notes liability at its fixed monetary amount by measuring and recording a premium, as applicable, on the convertible notes date with a charge to expense in accordance with ASC-480 — *Distinguishing Liabilities from Equity*.

Fair Value of Financial Instruments

Fair value is the price that would be received to sell an asset, or the amount paid to transfer a liability in an orderly transaction between market participants at the measurement date. There is a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). We classify fair value balances based on the observability of those inputs. The three levels of the fair value hierarchy are as follows:

Level 1 — Inputs based on unadjusted quoted market prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 — Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets or liabilities in active markets or quoted prices for identical or similar instruments in markets that are not active or for which all significant inputs are observable or can be corroborated by observable market data.

Level 3 — Inputs reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. The inputs are both unobservable for the asset and liability in the market and significant to the overall fair value measurement.

On February 23, 2023, we acquired the assets of EveryLife by way of a stock for stock exchange (See Note 4 "Asset Acquisition" to Private PSQ's unaudited condensed consolidated interim financial statements for the three (3)- and six (6)-months ended June 30, 2023 and 2022). The assets acquired have been recorded at their relative fair value based on a valuation obtained by us using the market approach.

In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement. We establish the fair value of our assets and liabilities using the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a fair value hierarchy based on the inputs used to measure fair value. The recorded amounts of certain financial instruments, including accounts receivable, accounts payable, accrued expenses, debt at fixed interest rates, and other liabilities approximate fair value due to their relatively short maturities.

The fair value of the Notes (See Note 12 "Convertible Promissory Notes" in Private PSQ's unaudited condensed consolidated interim financial statements for the three (3)- and six (6)-months ended June 30, 2023 and 2022) as of June 30, 2023 required the use of an option pricing method and equity allocation. Our Notes are considered a Level 3 financial instrument and are reviewed quarterly to determine their fair value. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments between levels.

The fair values of U.S. treasury bonds are based on quoted market prices in active markets, and are included in the Level 1 fair value hierarchy. We believe the market for U.S. treasury bonds is an actively traded market given the high level of daily trading volume.

Income Taxes

We use the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized by applying the statutory tax rates in effect in the years in which the differences between the financial reporting and tax filing bases of existing assets and liabilities are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized.

We utilize a two-step approach to recognizing and measuring uncertain income tax positions (tax contingencies). The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount which is more than 50% likely of being realized upon ultimate settlement. We make estimates, assumptions and judgments to determine our provision for income taxes and also for deferred tax assets and liabilities and any valuation allowances recorded against deferred tax assets. Actual future operating results and the underlying amount and type of income could differ materially from our estimates, assumptions and judgments thereby impacting our financial position and results of operations.

Recent Accounting Pronouncements

See Note 3, "Summary of Significant Accounting Policies", to Private PSQ's unaudited condensed consolidated interim financial statements for the three (3)- and six (6)-months ended June 30, 2023 and 2022 included in Exhibit 99.1 to Amendment No. 1 as well as Private PSQ's financial statements for the year ended December 31, 2022.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Internal Control over Financial Reporting

During the audit of the Private PSQ financial statements for the year ended December 31, 2022, its independent registered accounting firm noted deficiencies relating to segregation of duties that constitute a material weakness in our internal control over financial reporting which remains as of June 30, 2023. We have taken and intends to continue to take steps to remediate this material weakness, including enlisting the help of external advisors to provide assistance in the areas of internal controls in the short term, and evaluating the longer-term resource needs of our accounting staff. To date in 2023, in response to the material weakness identified above, we have upgraded our accounting software to a system with stronger IT controls as well as hired additional personnel to the finance team which have improved controls relating to segregation of duties. These remediation measures will continue to be time consuming and costly, and place significant demands on our financial, accounting, and operational resources.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

Capitalized terms included below but not defined in this Exhibit 99.3 have the same meaning as terms defined and included elsewhere in the Current Report on Form 8-K (the "Original Report") filed with the Securities and Exchange Commission (the "Commission") on July 25, 2023 (as amended by this Current Report on Form 8-K/A) and, if not defined in the Original Report (as amended by this Current Report on Form 8-K/A), the final prospectus and definitive proxy statement (the "Proxy Statement/Prospectus") filed with the Commission on June 30, 2023. Unless the context otherwise requires, the "Company," "we," "us," or "our" refers to PSQ Holdings, Inc.. and its subsidiaries after giving effect to the Closing.

Introduction

The following unaudited pro forma condensed combined financial information presents the combination of financial information of Colombier and PSQ, adjusted to give effect to the Business Combination and related transactions. The following unaudited pro forma condensed combined financial information has been prepared in accordance with Article 11 of Regulation S-X as amended by the final rule, Release No. 33-10786 "Amendments to Financial Disclosures about Acquired and Disposed Businesses" to depict the accounting for the transaction ("Transaction Accounting Adjustments") and present the reasonably estimable synergies and other transaction effects that have occurred or are reasonably expected to occur ("Management's Adjustments"). Colombier has elected not to present Management's Adjustments and will only be presenting Transaction Accounting Adjustments in the unaudited pro forma condensed combined financial information.

The following unaudited pro forma condensed combined balance sheet as of June 30, 2023 assumes that the Business Combination occurred on June 30, 2023. The unaudited pro forma condensed combined statement of operations for the six months ended June 30, 2023 and for the year ended December 31, 2022 presents pro forma effect to the Business Combination as if it had been completed on January 1, 2022.

The unaudited pro forma condensed combined financial statements have been presented for illustrative purposes only and do not necessarily reflect what the Company's financial condition or results of operations would have been had the acquisition occurred on the dates indicated. Further, the pro forma condensed combined financial information also may not be useful in predicting the future financial condition and results of operations of the Company. The actual financial position and results of operations may differ significantly from the pro forma amounts reflected herein due to a variety of factors.

The historical financial information of Colombier was derived from the audited financial statements of Colombier as of and for the year ended December 31, 2022 and the unaudited condensed consolidated financial statements of Colombier as of and for the six months ended June 30, 2023. The historical financial information of PSQ was derived from the audited financial statements of PSQ as of and for the year ended December 31, 2022 and the unaudited condensed consolidated financial statements of PSQ as of and for the six months ended June 30, 2023, which are included as Exhibit 99.1 to the Amendment No. 1. This information should be read together with PSQ's audited and unaudited condensed consolidated financial statements, and related notes, the section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations of PSQ*" and other financial information incorporated by reference.

Description of the Business Combination

On February 27, 2023, Colombier entered into a Merger Agreement by and among Colombier, Merger Sub, the Sponsor, and PSQ. Pursuant to the terms of the Merger Agreement, a business combination between Colombier and PSQ was effected and the name of Colombier was changed to "PSQ Holdings, Inc." More specifically, and as described in greater detail below, at the Effective Time of the Merger:

- Merger Sub merged with and into PSQ, with PSQ being the surviving company following the Merger and continuing in existence as a wholly owned subsidiary of Colombier;

- any PSQ Convertible Securities which remain outstanding and have not been exercised or do not convert automatically into shares of PSQ Common Stock prior to the Effective Time were cancelled without consideration;

- each share of PSQ Common Stock, par value $0.001 per share ("PSQ Common Stock"), other than shares held by Mr. Seifert, were automatically converted into the right to receive 19.476836 shares of Class A Common Stock; and

- each share of PSQ Common Stock held by Mr. Seifert were automatically converted into the right to receive 19.476836 shares of Class C Common Stock.

Merger Consideration

Pursuant to the terms of the Merger Agreement, the consideration delivered to the holders of PSQ Common Stock in connection with the Merger was a number of newly issued shares of Class A Common Stock with an aggregate value equal to $200.0 million, subject to adjustments for PSQ's closing debt (net of cash).

In addition to PSQ Stockholders' rights to receive Class A Common Stock or Class C Common Stock, as applicable, in the Merger, PSQ Stockholders and certain executive officers, employees and service providers of PSQ (the "Deemed Equity Holders" and, together with the PSQ Stockholders, the "Participating Equityholders") are entitled to receive up to 3,000,000 shares of Class A Common Stock in the event trading price-based are satisfied during the Earnout Period. Specifically, Earnout Shares will be earned if one or more of the three triggering events described below occurs:

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

- in the event that, and upon the date during the Earnout Period on which, the Earnout Trading Price is greater than or equal to $15.00, the Participating Equityholders will be entitled to receive an aggregate of 1,000,000 additional Earnout Shares; and

- in the event that, and upon the date during the Earnout Period on which, the Earnout Trading Price is greater than or equal to $17.50, the Participating Equityholders will be entitled to receive an aggregate of 1,000,000 additional Earnout Shares.

If, during the Earnout Period, there is a change of control of the Company pursuant to which the Company or its stockholders have the right to receive consideration implying a value per share of Class A Common Stock equaling or exceeding the Earnout Trading Price underlying one or more Triggering Events, then, immediately prior to the consummation of such change of control, (i) to the extent the relevant Triggering Event has not previously occurred, such relevant Triggering Event shall be deemed to have occurred and (ii) each Participating Equityholder shall be entitled to receive its pro rata share of the applicable number of Earnout Shares to be issued based on the deemed occurrence of the applicable Triggering Event(s).

The Company's obligation to issue Earnout Shares to a Deemed Equity Holder shall, in accordance with the terms of the Merger Agreement, be satisfied by the issuance of an Earnout Equity Award to the Deemed Equity Holder from the Earnout Subpool, which Earnout Equity Award will be made no earlier than as soon as practicable following the applicable Triggering Event, will be subject to the terms of the Incentive Plan and may be in the form, including an award of fully-vested stock, and subject to any terms and conditions, as the Board shall determine at the time of grant.

If the conditions for payment of the Earnout Shares are satisfied and assuming all originally designated Deemed Equity Holders are then still providing services to the Company, 10% of the aggregate Earnout Shares will be payable to the PSQ Stockholders in accordance with their respective pro rata shares of the total number of shares of PSQ Common Stock outstanding as of immediately prior to the Closing, and 90% of the aggregate Earnout Shares will be allocated among the Deemed Equity Holders as Earnout Equity Awards. If any Deemed Equity Holder ceases providing services to the Company prior to the occurrence of any Triggering Event(s) (or an earlier change of control of the Company), such Deemed Equity Holder will forfeit his or her right to receive any Earnout Shares relating to such individual's status as a Deemed Equity Holder for such future Triggering Event(s) (or earlier change in control), with the result that any subsequently earned Earnout Shares shall be distributed, in accordance with their respective pro rata shares, among the remaining Participating Equityholders.

The following tables summarize the pro forma number of shares of our Common Stock outstanding following the consummation of the Business Combination, discussed further in the sections below, excluding the potential dilutive effect of the warrants to purchase Class A Common Stock of the Company, equity awards under the Incentive Plan or ESPP and the Earnout Shares.

Equity Capitalization Summary	**Shares**	**%**
PSQ Stockholders	21,522,825	73.6%
Colombier Public Stockholders	3,422,651	11.7%
Sponsor	4,312,500	14.7%
Total common stock	29,257,976	100.0%

Anticipated Accounting Treatment

The Business Combination was accounted for as a reverse recapitalization in accordance with GAAP. Under this method of accounting, although Colombier acquired all of the outstanding equity interests of PSQ in the Business Combination, Colombier was treated as the "acquired" company and PSQ was treated as the accounting acquirer for financial statement reporting purposes. Accordingly, the Business Combination was treated as the equivalent of PSQ issuing stock for the net assets of Colombier, accompanied by a recapitalization. The net assets of Colombier were stated at historical cost, with no goodwill or other intangible assets recorded. Operations prior to the Business Combination were those of PSQ.

PSQ was determined to be the accounting acquirer based on evaluation of the following facts and circumstances:

- PSQ's existing stockholders have the ability to control decisions regarding election and removal of directors and officers of the Company;
- PSQ is the larger entity in terms of substantive operations and employee base;
- PSQ comprises the ongoing operations of the Company; and
- PSQ's existing senior management is the senior management of the Company.

The following unaudited pro forma condensed combined balance sheet as of June 30, 2023 and the unaudited pro forma condensed combined statements of operations for the six months ended June 30, 2023 and for the year ended December 31, 2022 are based on the audited and unaudited historical financial statements of Colombier and PSQ. The unaudited pro forma adjustments are based on information currently available, and assumptions and estimates underlying the unaudited pro forma adjustments are described in the accompanying notes. Actual results may differ materially from the assumptions used to present the accompanying unaudited pro forma condensed combined financial information and include immaterial rounding differences.

UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET
JUNE 30, 2023
(in thousands, except share and per share data)

	PSQ (Historical)	**Colombier (Historical)**	**Transaction Accounting Adjustments**		**Pro Forma Combined**
ASSETS					
Current assets					
Cash and cash equivalents	$ 6,170	$ 1,201	$ 34,728	B	$ 25,263
			(6,038)	C	
			(10,798)	D	
Short-term investments	10,050	—	—		10,050
Prepaid expense and other current assets	1,034	49	2,571	D	3,654
Total current assets	17,254	1,250	20,463		38,967
Intangible assets, net	2,439	—	—		2,439
Operating lease right-of-use asset	211	—	—		211
Property and equipment, net	137	—	—		137
Deposit	38	—	—		38
Marketable securities held in Trust Account	—	175,879	(141,151)	A	—
			(34,728)	B	
Total assets	$ 20,079	$ 177,129	$ (155,416)		$ 41,792

	PSQ (Historical)	Colombier (Historical)	Transaction Accounting Adjustments		Pro Forma Combined
LIABILITIES, TEMPORARY EQUITY AND STOCKHOLDERS' EQUITY (DEFICIT)					
Current liabilities					
Accounts payable	$ 573	$ —	$ (18)	D	$ 555
Accrued expenses	2,177	3,450	(4,285)	D	1,342
Deferred revenue	114	—	—		114
Current portion of operating lease liability	186	—	—		186
Income taxes payable	—	958	—		958
Total current liabilities	3,050	4,408	(4,303)		3,155
Convertible promissory notes	37,071	—	(37,071)	E	—
Operating lease liabilities, non-current	33	—	—		33
Warrant liabilities	—	8,817	—		8,817
Deferred underwriting fee payable	—	6,038	(6,038)	C	—
Earnout shares liability	—	—	2,700	G	2,700
Total liabilities	40,154	19,263	(44,712)		14,705
Commitments and contingencies					
Temporary Equity:					
Colombier Class A common stock subject to possible redemption, 17,250,000 shares at redemption value	—	174,819	(141,151)	A	—
			(33,668)	H	
Stockholders' equity:					
Colombier preferred stock, $0.0001 par value; 1,000,000 shares authorized; none issued and outstanding	—	—	—		—
Colombier Class A common stock, $0.0001 par value; 80,000,000 shares authorized; none issued and outstanding (excluding 17,250,000 shares subject to possible redemption)	—	—	2	E	2
			—	H	

UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET
JUNE 30, 2023
(in thousands, except share and per share data) — (Continued)

	PSQ (Historical)	Colombier (Historical)	Transaction Accounting Adjustments		Pro Forma Combined
Colombier Class B common stock, $0.0001 par value; 20,000,000 shares authorized; 4,312,500 shares issued and outstanding	—	—	—		—
Colombier Class C common stock	—	—	—	E	—
PSQ common stock, $0.001 par value; 1,100,000 shares authorized; 900,475 shares issued and outstanding	1	—	(1)	E	—
Additional paid in capital	16,219	—	(1,290)	D	63,380
			37,070	E	
			(19,587)	F	
			(2,700)	G	
			33,668	H	
Accumulated deficit	(36,295)	(16,953)	(2,634)	D	(36,295)
			19,587	F	
Total stockholders' equity (deficit)	(20,075)	(16,953)	64,115		27,087
Total liabilities, temporary equity and stockholders' equity (deficit)	$ 20,079	$ 177,129	$ (155,416)		$ 41,792

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS
FOR THE SIX MONTHS ENDED JUNE 30, 2023
(in thousands, except share and per share data)

	PSQ (Historical)	Colombier (Historical)	Transaction Accounting Adjustments		Pro Forma Combined
Revenue	$ 908	$ —	$ —		$ 908
Costs and expenses:					
Cost of revenue (exclusive of depreciation and amortization shown separately below)	796	—	—		796
General and administrative	7,987	—	—		7,987
Sales and marketing	3,069	—	—		3,069
Research and development	537	—	—		537
Depreciation and amortization	1,245	—	21	(CC)	1,266
Formation and operating costs	—	4,378	(60)	(BB)	4,318
Total costs and expenses	13,634	4,378	(39)		17,973

Operating loss	(12,726)	(4,378)	39		(17,065)
Other income (expense)					
Interest earned on marketable securities held in Trust Account	—	3,883	(3,883)	(AA)	—
Other income, net	54	—	—		54
Change in fair value of convertible promissory notes	(14,571)	—	14,571	(DD)	—
Interest expense	(164)	—	—		(164)
Change in fair value of warrant liabilities	—	(7,786)	—		(7,786)
Total other (expense) income	(14,681)	(3,903)	10,688		(7,896)
Loss before income tax	(27,407)	(8,281)	10,727		(24,961)
Income tax expense	(2)	(995)	—		(997)
Net loss	**$ (27,409)**	**$ (9,276)**	**$ 10,727**		**$ (25,958)**
Net loss per common share, basic and diluted	**$ (31.52)**				
Basic and diluted net loss per share, Class A common stock		**$ (0.43)**			
Basic and diluted net loss per share, Class B common stock		**$ (0.43)**			
Weighted average number of common shares outstanding, basic and diluted					**29,257,976**
Net loss per common share, basic and diluted					**$ (0.89)**

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2022
(in thousands, except share and per share data)

	PSQ (Historical)	Colombier (Historical)	Transaction Accounting Adjustments		Pro Forma Combined
Revenue	$ 475	$ —	$ —		$ 475
Costs and expenses:					
Cost of sales (exclusive of depreciation and amortization shown separately below)	716	—	—		716
General and administrative	2,017	—	2,634	(EE)	4,651
Sales and marketing	2,550	—	—		2,550
Research and development	1,446	—	—		1,446
Depreciation and amortization	842	—	138	(CC)	980
Formation and operating costs	—	1,174	(120)	(BB)	1,054
Total costs and expenses	7,571	1,174	2,652		11,397
Operating loss	(7,096)	(1,174)	(2,652)		(10,922)
Other income					
Interest earned on marketable securities held in Trust Account	—	2,442	(2,442)	(AA)	—
Other income, net	118	—	—		118
Interest income	1	—	—		1
Change in fair value of warrant liabilities	—	5,053	—		5,053
Total other income	119	7,495	(2,442)		5,172
(Loss) income before income tax	(6,977)	6,321	(5,094)		(5,750)
Income tax expense	(1)	(525)	—		(526)
Net (loss) income	**$ (6,978)**	**$ 5,796**	**$ (5,094)**		**$ (6,276)**
Net loss per common share, basic and diluted	**$ (11.74)**				
Basic and diluted net income per share, Class A common stock		**$ 0.27**			
Basic and diluted net income per share, Class B common stock		**$ 0.27**			
Weighted average number of common shares outstanding, basic and diluted					**29,257,976**
Net loss per common share, basic and diluted					**$ (0.21)**

NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

1. Basis of Presentation

The Business Combination was accounted for as a reverse recapitalization in accordance with GAAP as PSQ was determined to be the accounting acquirer, primarily due to the fact that PSQ Stockholders continues to control the Company. Under this method of accounting, although Colombier acquired all of the outstanding equity interests of PSQ in the Business Combination, Colombier was treated as the "acquired" company for financial reporting purposes. Accordingly, the Business Combination was treated as the equivalent of PSQ issuing stock for the net assets of Colombier, accompanied by a recapitalization. The net assets of Colombier were stated at historical cost, with no goodwill or other intangible assets recorded. Operations prior to the Business Combination were those of PSQ.

The unaudited pro forma condensed combined balance sheet as of June 30, 2023 assumes that the Business Combination and related transactions occurred on June 30, 2023. The unaudited pro forma condensed combined statements of operations for the six months ended June 30, 2023 and for the year ended December 31, 2022 presents pro forma effect to the Business Combination as if it had been completed on January 1, 2022.

The unaudited pro forma combined balance sheet as of June 30, 2023 has been prepared using, and should be read in conjunction with, the following:

- Colombier's unaudited condensed consolidated balance sheet as of June 30, 2023 and the related notes for the six months ended June 30, 2023, incorporated by reference; and
- PSQ's unaudited condensed consolidated balance sheet as of June 30, 2023 and the related notes for the six months ended June 30, 2023, included as Exhibit 99.1 to the Amendment No. 1.

The unaudited pro forma condensed combined statement of operations for the six months ended June 30, 2023 has been prepared using, and should be read in conjunction with, the following:

- Colombier's unaudited condensed consolidated statement of operations for the six months ended June 30, 2023 and the related notes, incorporated by reference; and
- PSQ's unaudited condensed consolidated statement of operations for the six months ended June 30, 2023 and the related notes, included as Exhibit 99.1 to the Amendment No. 1.

The unaudited pro forma condensed combined statement of operations for the year ended December 31, 2022 has been prepared using, and should be read in conjunction with, the following:

- Colombier's audited statement of operations for the year ended December 31, 2022 and the related notes, incorporated by reference; and
- PSQ's audited statement of operations for the year ended December 31, 2022 and the related notes, incorporated by reference.

As the unaudited pro forma condensed combined financial information has been prepared based on these preliminary estimates, the final amounts recorded may differ materially from the information presented.

The unaudited pro forma condensed combined financial information does not give effect to any anticipated synergies, operating efficiencies, tax savings or cost savings that may be associated with the Business Combination.

The pro forma adjustments reflecting the consummation of the Business Combination are based on certain currently available information and certain assumptions and methodologies that the Company believes are reasonable under the circumstances. The unaudited condensed pro forma adjustments, which are described in the accompanying notes, may be revised as additional information becomes available and is evaluated. Therefore, it is likely that the actual adjustments will differ from the pro forma adjustments and it is possible the difference may be material. The Company believes that its assumptions and methodologies provide a reasonable basis for presenting all of the significant effects of the Business Combination based on information available to management at this time and that the pro forma adjustments give appropriate effect to those assumptions and are properly applied in the unaudited pro forma condensed combined financial information.

The unaudited pro forma condensed combined financial information is not necessarily indicative of what the actual results of operations and financial position would have been had the Business Combination taken place on the dates indicated, nor are they indicative of the future consolidated results of operations or financial position of the Company. They should be read in conjunction with the historical financial statements and notes thereto of Colombier and PSQ.

2. Accounting Policies

Upon consummation of the Business Combination, management has performed a comprehensive review of the two entities' accounting policies. As a result of the review, management has not identified differences between the accounting policies of the two entities which have a material impact on the financial statements of the Company. Based on its analysis, management did not identify any differences that would have a material impact on the unaudited pro forma condensed combined financial information. As a result, the unaudited pro forma condensed combined financial information does not assume any differences in accounting policies.

3. Adjustments to Unaudited Pro Forma Condensed Combined Financial Information

The unaudited pro forma condensed combined financial information has been prepared to illustrate the effect of the Business Combination and has been prepared for informational purposes only.

The unaudited pro forma condensed combined financial information has been prepared in accordance with Article 11 of Regulation S-X as amended by the final rule, Release No. 33-10786 "Amendments to Financial Disclosures about Acquired and Disposed Businesses" to depict the accounting for the transaction ("Transaction Accounting Adjustments") and present the reasonably estimable synergies and other transaction effects that have occurred or are reasonably expected to occur ("Management's Adjustments"). The Company has elected not to present Management's Adjustments and is only presenting Transaction Accounting Adjustments in the unaudited pro forma condensed combined financial information.

The audited historical financial statements have been adjusted in the unaudited pro forma condensed combined financial information to give pro forma effect to transaction accounting adjustments that reflect the accounting for the transaction under GAAP. PSQ and Colombier have not had any historical relationship prior to the Business

Combination. Accordingly, no pro forma adjustments were required to eliminate activities between the companies.

The pro forma combined provision for income taxes does not necessarily reflect the amounts that would have resulted had the Company filed consolidated income tax returns during the periods presented. The pro forma condensed combined balance sheet does not necessarily reflect the deferred taxes of the Company as a result of the Business Combination. Upon Closing of the Business Combination, it is likely that the Company will record a valuation allowance against the total U.S. and state deferred tax assets given the history of net operating losses and valuation allowance of PSQ as the recoverability of the tax assets is uncertain.

The pro forma basic and diluted earnings per share amounts presented in the unaudited pro forma condensed combined statement of operations are based upon the number of the Company's shares outstanding, assuming the Business Combination occurred on January 1, 2022.

Transaction Accounting Adjustments to Unaudited Pro Forma Condensed Combined Balance Sheet

The Transaction Accounting Adjustments included in the unaudited pro forma condensed combined balance sheet as of June 30, 2023 are as follows:

(A) Reflects the redemption of 13,827,349 shares of Colombier Class A common stock for an aggregate redemption payment of $141.2 million at a redemption price of approximately $10.21 per share on July 17, 2023.

(B) Reflects the transfer of marketable securities held in the Trust Account to cash.

(C) Reflects the settlement of deferred underwriting commissions at the closing of the Business Combination.

(D) Reflects payments of $10.8 million of Business Combination related fees and expenses, excluding the deferred underwriting commission of $6.04 million which was already accrued on Colombier's historical balance sheet.

(E) Represents issuance of 18,309,147 shares of Class A Common Stock and 3,213,678 shares of Class C Common Stock to the existing PSQ Stockholders and holders of PSQ Convertible Debt Notes.

(F) Reflects the elimination of Colombier's historical accumulated deficit after recording the transaction costs incurred by Colombier as described in (D) above.

(G) Reflects the obligation to issue Earnout Shares to stockholders (excluding Earnout Shares to be issued to executive officers, employees and service providers) upon the occurrence of Earnout Triggering Events. Colombier has preliminarily determined that the Contingent Consideration for the PSQ Earn-out participants is not indexed to Colombier's own stock and is therefore accounted for as a liability which will be remeasured to fair value at subsequent reporting dates with the change in fair value recognized as a gain or loss in the statement of operations.

(H) Reflects the reclassification of 3,422,651 shares of Colombier Class A common stock subject to possible redemption to permanent equity.

Transaction Accounting Adjustments to Unaudited Pro Forma Condensed Combined Statements of Operations

The Transaction Accounting Adjustments included in the unaudited pro forma condensed combined statements of operations for the six months ended June 30, 2023 and the year ended December 31, 2022 are as follows:

(AA) Represents an adjustment to eliminate interest earned on marketable securities held in the Trust Account after giving effect to the Business Combination as if it had occurred on January 1, 2022.

(BB) Represents an adjustment to eliminate administrative service fees that ceased to be paid upon Closing of the Business Combination after giving effect to the Business Combination as if it had occurred on January 1, 2022.

(CC) Represents an adjustment to include amortization expense of the asset acquisition of EveryLife Inc. by PSQ after giving effect to the Business Combination as if it had occurred on January 1, 2022.

(DD) Represents the elimination of the change in fair value of convertible promissory notes which were converted into stock at the closing of the Business Combination.

(EE) Represents an adjustment to include the effect of the pro forma balance sheet adjustment presented in Entry (D) above in the aggregate amount of $2.6 million for the direct, incremental costs of the Business Combination incurred by Colombier, assuming those adjustments were made as of the beginning of the fiscal year presented. As these costs are directly related to the Business Combination, they are not expected to recur in the income of the Company beyond 12 months after the Business Combination.

4. Net Loss per Share

Represents the net loss per share calculated using the historical weighted average shares outstanding, and the issuance of additional shares in connection with the Business Combination, assuming the shares were outstanding since January 1, 2022. As the Business Combination and related transactions are being reflected as if they had occurred at the beginning of January 1, 2022, the calculation of weighted average shares outstanding for basic and diluted net loss per share assumes that the shares issuable relating to the Business Combination have been outstanding for the entire periods presented.

The unaudited pro forma condensed combined financial information has been prepared with the actual redemptions by Colombier's public stockholders of shares of Colombier Class A common stock for the six months ended June 30, 2023 and for the year ended December 31, 2022:

(in thousands, except share and per share data)	Six Months Ended June 30, 2023	Year Ended December 31, 2022
Net loss	$ (25,958)	$ (6,276)
Weighted average shares outstanding of common stock(1)	29,257,976	29,257,976
Net loss per common share, basic and diluted	$ (0.89)	$ (0.21)

(1) For the purposes of calculating diluted earnings per share, all outstanding warrants to purchase Class A Common Stock of the Company should have been assumed to have been exercised. However, since this results in anti-dilution, the effect of such exercise was not included in calculation of diluted loss per share.