

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

FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**Colombier Acquisition Corp. II**

(Exact name of registrant as specified in its charter)

<b>Cayman Islands</b>	<b>6770</b>	<b>98-1753949</b>
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

**214 Brazilian Avenue, Suite 200-J**  
**Palm Beach, FL 33480**  
**Telephone: (561) 805-3588**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Omeed Malik**  
**Chief Executive Officer**  
**c/o Colombier Acquisition Corp. II**  
**214 Brazilian Avenue, Suite 200-J**  
**Palm Beach, FL 33480**  
**Telephone: (561) 805-3588**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

<b>Douglas S. Ellenoff, Esq.</b> <b>Stuart Neuhauser, Esq.</b> <b>Ellenoff Grossman &amp; Schole LLP</b> <b>1345 Avenue of the Americas</b> <b>New York, NY 10105</b> <b>(212) 370-1300</b>	<b>Bradley Kruger</b> <b>Ogier (Cayman) LLP</b> <b>89 Nexus Way, Camana Bay,</b> <b>Grand Cayman</b> <b>Cayman Islands</b> <b>KY1-9009</b> <b>(345) 949-9876</b>	<b>Christian O. Nagler, P.C.</b> <b>Kirkland &amp; Ellis LLP</b> <b>601 Lexington Avenue</b> <b>New York, New York 10022</b> <b>(212) 446-4800</b>
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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  **333-274902**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

**The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

#### **EXPLANATORY NOTE**

This Registration Statement on Form S-1 is being filed by Colombier Acquisition Corp. II is a blank check company incorporated as a Cayman Islands exempted company (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-274902), initially filed by the Registrant on October 6, 2023 and declared effective, as amended, by the Securities and Exchange Commission on November 20, 2023 (the “Prior Registration Statement”).

This Registration Statement covers the registration of an additional 2,300,000 of the Registrant’s units, each consisting of one Class A ordinary share and one-third of one redeemable warrant to purchase a Class A ordinary share of the Registrant. The required opinions of counsel and related consents and accountant’s consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

#### **CERTIFICATION**

The Registrant hereby certifies to the Securities and Exchange Commission (the “Commission”) that (1) it has instructed its bank to pay the filing fee set forth in Exhibit 107 filed herewith by a wire transfer of such amount to the Commission’s account at U.S. Bank as soon as practicable (but no later than the close of business as of November 21, 2023), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than November 21, 2023.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules.**

(a) *Exhibits.* All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1 (SEC File No. 333-274902) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
5.1	<a href="#"><u>Opinion of Ellenoff Grossman &amp; Schole LLP.</u></a>
5.2	<a href="#"><u>Opinion of Ogier (Cayman) LLP, Cayman Islands counsel to the Registrant.</u></a>
23.1	<a href="#"><u>Consent of Withum Smith+Brown, PC.</u></a>
23.2	<a href="#"><u>Consent of Ellenoff Grossman &amp; Schole LLP (included in Exhibit 5.1).</u></a>
23.3	<a href="#"><u>Consent of Ogier (Cayman) LLP (included on Exhibit 5.2).</u></a>
107	<a href="#"><u>Filing Fee Table.</u></a>

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on November 20, 2023.

<b>Colombier Acquisition Corp. II</b>
By: /s/ Omeed Malik
Name: Omeed Malik
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Omeed Malik Omeed Malik	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	November 20, 2023
/s/ Joe Voboril Joe Voboril	Chief Financial Officer and Co-President (Principal Accounting Officer and Financial Officer)	November 20, 2023
/s/ Andrew Nasser Andrew Nasser	Chief Investment Officer and Co-President	November 20, 2023
/s/ Jordan Cohen Jordan Cohen	Chief Operating Officer	November 20, 2023

**AUTHORIZED REPRESENTATIVE**

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, the undersigned has signed this registration statement, solely in its capacity as the duly authorized representative of Colombier Acquisition Corp. II, in New York, New York, on the 20<sup>th</sup> day of November, 2023.

By: /s/ Omeed Malik
Name: Omeed Malik
Title: Chief Executive Officer

**Ellenoff Grossman & Schole LLP**  
1345 Avenue of the Americas  
New York, New York 10105

November 20, 2023

Colombier Acquisition Corp. II  
214 Brazilian Avenue, Suite 200-J  
Palm Beach, FL 33480

Re: Registration Statement of Colombier Acquisition Corp. II pursuant to Rule 462(b) under the Securities Act of 1933, as amended

Ladies and Gentlemen:

We have acted as United States counsel to Colombier Acquisition Corp. II, a Cayman Islands exempted company (the "Company") in connection with a registration statement on Form S-1 (the "462(b) Registration Statement") for the purpose of registering with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Act"), the sale by the Company of (a) up to 2,300,000 additional units of the Company, including the underwriter's over-allotment option (collectively the "Units"), with each Unit consisting of one Class A ordinary share of the Company, \$0.0001 par value (the "Ordinary Shares") and one third of one redeemable warrant of the Company, with each whole warrant exercisable to purchase one Ordinary Share at a price of \$11.50 per share (the "Warrants"). The 462(b) Registration Statement relates to the Company's Registration Statement on Form S-1, as amended (File No. 333-274902) initially filed by the Company with the Commission on October 6, 2023 (as amended, the "Registration Statement") and declared effective by the Commission on November 20, 2023. This opinion is being given in accordance with the Legal Matters section of the Registration Statement, as it pertains to the portions of New York law set forth below.

We have examined such documents and considered such legal matters as we have deemed necessary and relevant as the basis for the opinion set forth below. With respect to such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as reproduced or certified copies, and the authenticity of the originals of those latter documents. As to questions of fact material to this opinion, we have, to the extent deemed appropriate, relied upon certain representations of certain officers and employees of the Company.

Based upon the foregoing, we are of the opinion that:

1. **Units.** When the 462(b) Registration Statement becomes effective under the Act, and when the offering is completed as contemplated by the Registration Statement and the 462(b) Registration Statement, the Units will be legally binding obligations of the Company, enforceable in accordance with their terms except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the federal and state securities laws; (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought; and (d) we express no opinion as to whether a state court outside of the State of New York or a federal court of the United States would give effect to the choice of New York law provided for in the warrant agreement to be entered into by and between Continental Stock Transfer & Trust Company ("Continental"), as warrant agent, and the Company (the "Warrant Agreement").

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2. **Warrants.** When the 462(b) Registration Statement becomes effective under the Act, and when the Warrants underlying the Units are issued, delivered as part of the Units, as contemplated by the Registration Statement and the 462(b) Registration Statement, such Warrants will be legally binding obligations of the Company enforceable in accordance with their terms except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the federal and state securities laws; (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought; (d) we express no opinion as to whether a state court outside of the State of New York or a federal court of the United States would give effect to the choice of New York law provided for in the Warrant Agreement; and (e) we have assumed the Exercise Price (as defined in the Warrant Agreement) will not be adjusted to an amount below the par value per Ordinary Share.

Notwithstanding anything in this letter which might be construed to the contrary, our opinion herein is expressed solely with respect to the laws of the State of New York. Our opinion is based on these laws as in effect on the date hereof and as of the effective date of the 462(b) Registration Statement, and we assume no obligation to revise or supplement this opinion after the effective date of the 462(b) Registration Statement should the law be changed by legislative action, judicial decision or otherwise. Where our opinions expressed herein refer to events to occur at a future date, we have assumed that there will have been no changes in the relevant law or facts between the date hereof and such future date. Our opinions expressed herein are limited to the matters expressly stated herein and no opinion is implied or may be inferred beyond the matters expressly stated. Not in limitation of the foregoing, we are not rendering any opinion as to the compliance with any other federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

We hereby consent to the use of this opinion as an exhibit to the 462(b) Registration Statement, to the use of our name as your counsel and to all references made to us in the Registration Statement and the 462(b) Registration Statement and in the prospectus forming a part thereof. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations promulgated thereunder. This opinion is given as of the effective date of the Registration Statement and the 462(b) Registration Statement, and we are under no duty to update the opinions contained herein.

Very truly yours,

/s/ Ellenoff Grossman & Schole LLP  
Ellenoff Grossman & Schole LLP

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 89 Nexus Way  
 Camana Bay  
 Grand Cayman  
 Cayman Islands  
 KY1-9009

D +1 345 815 1877  
 E [bradley.kruger@ogier.com](mailto:bradley.kruger@ogier.com)

Reference: 507069.00001/BKR

20 November 2023

**Colombier Acquisition Corp. II (the Company)**

We have been requested to provide you with an opinion on matters of Cayman Islands law in connection with the Company's registration statement on Form S-1, including all amendments or supplements thereto, filed with the United States Securities and Exchange Commission (the **Commission**) under the United States Securities Act of 1933 (the **Act**), as amended, (including its exhibits, the **Registration Statement**) related to the offering and sale of:

- (a) up to 15,000,000 units (together, the **Units**), each Unit consisting of one class A ordinary share of the Company with a par value of US\$0.0001 each (the **Class A Ordinary Shares**) and one-third of one redeemable warrant, each whole warrant entitling the holder thereof to purchase one Class A Ordinary Share (the **Warrants**);
- (b) up to 2,250,000 Units (the **Over-Allotment Units**) which several underwriters, for whom BTIG, LLC is acting as representative, will have a right to purchase from the Company to cover over-allotments, if any;
- (c) all Class A Ordinary Shares and all Warrants issued as part of the Units and the Over-Allotment Units; and
- (d) all Class A Ordinary Shares that may be issued upon exercise of the Warrants included in the Units and the Over-Allotment Units.

**Ogier (Cayman) LLP**  
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 Camana Bay  
 Grand Cayman, KY1-9009  
 Cayman Islands

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A list of Partners may be inspected on our website

As from 11 October 2022 Ogier, which was constituted as a general partnership under the laws of the Cayman Islands, converted to a limited liability partnership registered in the Cayman Islands as Ogier (Cayman) LLP.

**GCMLAW-14017721-6**

Colombier Acquisition Corp. II  
 20 November 2023

This opinion is given in accordance with the terms of the Legal Matters section of the Registration Statement.

A reference to a Schedule is a reference to a schedule to this opinion and the headings herein are for convenience only and do not affect the construction of this opinion.

**1 Documents examined**

For the purposes of giving this opinion, we have examined the corporate and other documents and conducted the searches listed in Schedule 1. We have not made any searches or enquiries concerning, and have not examined any documents entered into by or affecting the Company or any other person, save for the searches, enquiries and examinations expressly referred to in Schedule 1.

**2 Assumptions**

In giving this opinion we have relied upon the assumptions set forth in Schedule 2 without having carried out any independent investigation or verification in respect of those assumptions.

**3 Opinions**

On the basis of the examinations and assumptions referred to above and subject to the qualifications set forth in Schedule 3 and the limitations set forth below, we are of the opinion that:

**Corporate status**

- (a) The Company has been duly incorporated as an exempted company with limited liability and is validly existing and in good standing with the Registrar of Companies of the Cayman Islands (the **Registrar**).

**Corporate power**

- (b) The Company has all requisite power under its Memorandum and Articles of Association (each as defined in Schedule 1) to issue the Class A Ordinary Shares (including the issuance of the Class A Ordinary Shares upon the exercise of the Warrants in accordance with the Warrant Documents (as defined in Schedule 1), to execute and deliver the Documents (as defined in Schedule 1) and to perform its obligations, and exercise its rights, under such documents.

Colombier Acquisition Corp. II  
20 November 2023

#### Corporate authorisation

- (c) The Company has taken all requisite corporate action to authorise:
- (i) the issuance of the Class A Ordinary Shares (including the issuance of the Class A Ordinary Shares upon the exercise of the Warrants in accordance with the Warrant Documents); and
  - (ii) the execution and delivery of the Documents and the performance of its obligations, and the exercise of its rights, under such documents.

#### Shares

- (d) The Class A Ordinary Shares to be offered and issued by the Company as contemplated by the Registration Statement (including the issuance of the Class A Ordinary Shares upon the exercise of the Warrants in accordance with the Warrant Documents), when issued by the Company upon:
- (i) Payment in full of the consideration as set out in the Registration Statement and in accordance with the terms set out in the Registration Statement (including the issuance of the Class A Ordinary Shares upon the exercise of the Warrants in accordance with the Warrant Documents) and in accordance with the Memorandum and Articles of Association; and
  - (ii) the entry of those Class A Ordinary Shares as fully paid on the register of members of the Company,
- shall be validly issued, fully paid and non-assessable.

#### 4 Matters not covered

We offer no opinion:

- (a) as to any laws other than the laws of the Cayman Islands, and we have not, for the purposes of this opinion, made any investigation of the laws of any other jurisdiction, and we express no opinion as to the meaning, validity, or effect of references in the Documents to statutes, rules, regulations, codes or judicial authority of any jurisdiction other than the Cayman Islands;
- (b) except to the extent that this opinion expressly provides otherwise, as to the commercial terms of, or the validity, enforceability or effect of the documents reviewed (or as to how the commercial terms of such documents reflect the intentions of the parties), the accuracy of representations, the fulfilment of warranties or conditions, the occurrence of events of default or terminating events or the existence of any conflicts or inconsistencies among the documents and any other agreements into which the Company may have entered or any other documents; or

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Colombier Acquisition Corp. II  
20 November 2023

- (c) as to whether the acceptance, execution or performance of the Company's obligations under the documents reviewed by us will result in the breach of or infringe any other agreement, deed or document (other than the Company's Memorandum and Articles of Association) entered into by or binding on the Company.

#### 5 Governing law of this opinion

5.1 This opinion is:

- (a) governed by, and shall be construed in accordance with, the laws of the Cayman Islands;
- (b) limited to the matters expressly stated in it; and
- (c) confined to, and given on the basis of, the laws and practice in the Cayman Islands at the date of this opinion.

5.2 Unless otherwise indicated, a reference to any specific Cayman Islands legislation is a reference to that legislation as amended to, and as in force at, the date of this opinion.

#### 6 Consent

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and also consent to the reference to this firm in the Registration Statement under the heading "Legal Matters". In the giving of our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission thereunder.

Yours faithfully

/s/ Ogier  
**Ogier (Cayman) LLP**



Colombier Acquisition Corp. II  
20 November 2023

## SCHEDULE 1

### Documents examined

#### Corporate and other documents

- 1 The Certificate of Incorporation of the Company dated 27 September 2023 issued by the Registrar.
- 2 The memorandum of association of the Company filed with the Registrar on 27 September 2023 (the **Memorandum**).
- 3 The articles of association of the Company filed with the Registrar on 27 September 2023 (the **Articles of Association**).
- 4 A Certificate of Good Standing dated 14 November 2023 (the **Good Standing Certificate**) issued by the Registrar in respect of the Company.
- 5 A certificate dated on the date hereof as to certain matters of fact signed by a director of the Company in the form annexed hereto (the **Director's Certificate**), having attached to it a copy of the written resolutions of the directors of the Company passed on 28 September 2023, 14 November 2023 and the date hereof (the **Resolutions**).
- 6 The Register of Writs maintained by the office of the Clerk of Courts in the Cayman Islands as inspected by us on 20 November 2023 (the **Register of Writs**).
- 7 The Registration Statement.
- 8 A draft of the form of the unit certificate representing the Units and the Over-Allotment Units (the **Unit Certificates**).
- 9 A draft specimen certificate for Class A Ordinary Shares (the **Share Certificates**).
- 10 A draft of the form of the warrant agreement and the warrant certificate constituting the Warrants (the **Warrant Documents** and, together with the Unit Certificates and the Share Certificates, the **Documents**).

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Colombier Acquisition Corp. II  
20 November 2023

## SCHEDULE 2

### Assumptions

#### Assumptions of general application

- 1 All original documents examined by us are authentic and complete.
- 2 All copy documents examined by us (whether in facsimile, electronic or other form) conform to the originals and those originals are authentic and complete.
- 3 All signatures, seals, dates, stamps and markings (whether on original or copy documents) are genuine.
- 4 Each of the Good Standing Certificate and the Director's Certificate is accurate and complete as at the date of this opinion.
- 5 Where any Document has been provided to us in draft or undated form, that Document has been executed by all parties in materially the form provided to us and, where we have been provided with successive drafts of a Document marked to show changes from a previous draft, all such changes have been accurately marked.

#### Status, authorisation and execution

- 6 Each of the parties to the Documents other than the Company is duly incorporated, formed or organised (as applicable), validly existing and in good standing under all relevant laws.
- 7 Each Document has been duly authorised, executed and unconditionally delivered by or on behalf of all parties to it in accordance with all applicable laws (other than, in the case of the Company, the laws of the Cayman Islands).
- 8 In authorising the execution and delivery of the Documents by the Company, the exercise of its rights and performance of its obligations under the Documents, each of the directors of the Company has acted in good faith with a view to the best interests of the Company and has exercised the standard of care, diligence and skill that is required of him or her.
- 9 Each Document has been duly executed and unconditionally delivered by the Company in the manner authorised in the Resolutions.

#### Enforceability

- 10 None of the opinions expressed herein will be adversely affected by the laws or public policies of any jurisdiction other than the Cayman Islands. In particular, but without limitation to the previous sentence:
  - (a) the laws or public policies of any jurisdiction other than the Cayman Islands will not adversely affect the capacity or authority of the Company; and

(b) neither the execution or delivery of the Documents nor the exercise by any party to the Documents of its rights or the performance of its obligations under them contravene those laws or public policies.

11 There are no agreements, documents or arrangements (other than the documents expressly referred to in this opinion as having been examined by us) that materially affect or modify the Documents or the transactions contemplated by them or restrict the powers and authority of the Company in any way.

12 None of the transactions contemplated by the Documents relate to any shares, voting rights or other rights that are subject to a restrictions notice issued pursuant to the Companies Act (Revised) (the **Companies Act**) of the Cayman Islands.

#### Share Issuance

13 The Class A Ordinary Shares shall be issued at an issue price in excess of the par value thereof.

14 The draft amended and restated memorandum and articles of association appended to the Registration Statement will be adopted by the Company in accordance with the Articles of Association prior to the date that any Units, Class A Ordinary Shares, Warrants, or Over-Allotment Units are issued by the Company.

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Colombier Acquisition Corp. II  
20 November 2023

### SCHEDULE 3

#### Qualifications

##### Good Standing

1 Under the Companies Act annual returns in respect of the Company must be filed with the Registrar, together with payment of annual filing fees. A failure to file annual returns and pay annual filing fees may result in the Company being struck off the Register of Companies, following which its assets will vest in the Financial Secretary of the Cayman Islands and will be subject to disposition or retention for the benefit of the public of the Cayman Islands.

2 **In good standing** means only that as of the date of the Good Standing Certificate the Company is up-to-date with the filing of its annual returns and payment of annual fees with the Registrar. We have made no enquiries into the Company's good standing with respect to any filings or payment of fees, or both, that it may be required to make under the laws of the Cayman Islands other than the Companies Act.

##### Limited liability

3 We are not aware of any Cayman Islands authority as to when the courts would set aside the limited liability of a shareholder in a Cayman Islands company. Our opinion on the subject is based on the Companies Act and English common law authorities, the latter of which are persuasive but not binding in the courts of the Cayman Islands. Under English authorities, circumstances in which a court would attribute personal liability to a shareholder are very limited, and include: (a) such shareholder expressly assuming direct liability (such as a guarantee); (b) the company acting as the agent of such shareholder; (c) the company being incorporated by or at the behest of such shareholder for the purpose of committing or furthering such shareholder's fraud, or for a sham transaction otherwise carried out by such shareholder. In the absence of these circumstances, we are of the opinion that a Cayman Islands' court would have no grounds to set aside the limited liability of a shareholder.

##### Non-Assessable

4 In this opinion, the phrase "non-assessable" means, with respect to the Class A Ordinary Shares in the Company, that a shareholder shall not, solely by virtue of its status as a shareholder, be liable for additional assessments or calls on the Class A Ordinary Shares by the Company or its creditors (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstance in which a court may be prepared to pierce or lift the corporate veil).

##### Register of Writs

5 Our examination of the Register of Writs cannot conclusively reveal whether or not there is:

(a) any current or pending litigation in the Cayman Islands against the Company; or

(b) any application for the winding up or dissolution of the Company or the appointment of any liquidator, trustee in bankruptcy or restructuring officer in respect of the Company or any of its assets,

as notice of these matters might not be entered on the Register of Writs immediately or updated expeditiously or the court file associated with the matter or the matter itself may not be publicly available (for example, due to sealing orders having been made). Furthermore, we have not conducted a search of the summary court. Claims in the summary court are limited to a maximum of CI \$20,000.

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated October 6, 2023, relating to the financial statements of Colombier Acquisition Corp. II appearing in the Registration Statement on Amendment No. 1 to Form S-1, File No. 333-274902.

/s/ WithumSmith+Brown, PC

New York, New York  
November 20, 2023

## Calculation of Filing Fee Tables

FORM S-1 MEF  
(Form Type)Colombier Acquisition Corp. II  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities\*

Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit <sup>(1)</sup>	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee <sup>(1)</sup>	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial effective date	Filing Fee Previously Paid In Connection with Unsold Securities to be Carried Forward
Newly Registered Securities											
Fees to Be Paid	Equity	Units, each consisting of one Class A ordinary share, \$0.0001 par value, and one-third of one redeemable warrant <sup>(2)</sup> <sup>(3)</sup>	457(a)	2,300,000	10.00	23,000,000	\$147.60 per \$1,000.00	\$	3,394.8		
Fees to Be Paid	Equity	Class A ordinary shares included as part of the units <sup>(2)(3)</sup>	457(a)	2,300,000	—	—	\$147.60 per \$1,000.00		— <sup>(4)</sup>		
Fees to Be Paid	Equity	Redeemable warrants included as part of the units <sup>(2)(3)</sup>	457(a)	766,667	—	—	\$147.60 per \$1,000.00		— <sup>(4)</sup>		
Fees to Be Paid	Equity	Class A ordinary shares underlying redeemable warrants included as part of the units <sup>(2)(3)</sup>	457(a)	766,667	11.50	8,816,671	\$147.60 per \$1,000.00	\$	1,301.34		
Carry Forward Securities											
Carry Forward Securities	<b>Total Offering Amounts</b>					\$ 31,816,671	\$	4,696.14			
	<b>Total Fees Previously Paid</b>						\$	0.00 <sup>(5)</sup>			
	<b>Total Fee Offsets</b>						\$	0.00			
	<b>Net Fee Due</b>						\$	<u>4,696.14</u>			

(1) Estimated solely for the purpose of calculating the registration fee.

(2) Represents only the additional number of securities being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-274902).

(3) Pursuant to Rule 416, there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions

(4) No fee pursuant to Rule 457(g).

(5) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$206,808,341 on its Registration Statement on Form S-1, as amended (File No. 333-274902), which was declared effective by the Securities and Exchange Commission on November 20, 2023. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$31,816,671 is hereby registered, which includes securities issuable upon the exercise of the underwriters' over-allotment option.

Table 2: Fee Offset Claims and Sources

N/A