

# Form C

## Cover Page

Name of issuer:

Lonerider Spirits, LLC

Legal status of issuer:

Form: **Limited Liability Company**  
Jurisdiction of Incorporation/Organization: **NC**  
Date of organization: **5/2/2018**

Physical address of issuer:

**624 Holly Springs Road  
Holly Springs NC 27540**

Website of issuer:

**<http://www.loneriderspirits.com/>**

Name of intermediary through which the offering will be conducted:

**Wefunder Portal LLC**

CIK number of intermediary:

**0001670254**

SEC file number of intermediary:

**007-00033**

CRD number, if applicable, of intermediary:

**283503**

Amount of compensation to be paid to the intermediary, whether as a dollar amount or a percentage of the offering amount, or a good faith estimate if the exact amount is not available at the time of the filing, for conducting the offering, including the amount of referral and any other fees associated with the offering:

**7.5% of the offering amount upon a successful fundraise, and be entitled to reimbursement for out-of-pocket third party expenses it pays or incurs on behalf of the Issuer in connection with the offering.**

Any other direct or indirect interest in the issuer held by the intermediary, or any arrangement for the intermediary to acquire such an interest:

**No**

Type of security offered:

Common Stock  
 Preferred Stock  
 Debt  
 Other

If Other, describe the security offered:

**Class CF Units**

Target number of securities to be offered:

**15,625**

Price:

**\$4.00000**

Method for determining price:

**Dividing pre-money valuation \$25,934,716 (or \$20,747,772.80 for investors in the first \$100,000.00) by number of units outstanding on fully diluted basis.**

Target offering amount:

**\$50,000.00**

Oversubscriptions accepted:

Yes  
 No

If yes, disclose how oversubscriptions will be allocated:

Pro-rata basis  
 First-come, first-served basis  
 Other

If other, describe how oversubscriptions will be allocated:

**As determined by the issuer**

Maximum offering amount (if different from target offering amount):

**\$1,070,000.00**

Deadline to reach the target offering amount:

**4/30/2022**

**NOTE: If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.**

Current number of employees:

**4**

	Most recent fiscal year-end:	Prior fiscal year-end:
Total Assets:	<b>\$820,543.00</b>	<b>\$798,110.00</b>
Cash & Cash Equivalents:	<b>\$175,200.00</b>	<b>\$316,480.00</b>
Accounts Receivable:	<b>\$53,135.00</b>	<b>\$45,587.00</b>
Short-term Debt:	<b>\$25,436.00</b>	<b>\$22,838.00</b>
Long-term Debt:	<b>\$358,267.00</b>	<b>\$196,367.00</b>
Revenues/Sales:	<b>\$349,615.00</b>	<b>\$233,102.00</b>
Cost of Goods Sold:	<b>\$65,189.00</b>	<b>\$56,659.00</b>
Taxes Paid:	<b>\$9,895.00</b>	<b>\$5,069.00</b>
Net Income:	<b>(\$141,153.00)</b>	<b>(\$313,871.00)</b>

Select the jurisdictions in which the issuer intends to offer the securities:

AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, B5, GU, PR, VI, TV

## Offering Statement

Respond to each question in each paragraph of this part. Set forth each question and any notes, but not any instructions thereto, in their entirety. If disclosure in response to any question is responsive to one or more other questions, it is not necessary to repeat the disclosure. If a question or series of questions is inapplicable or the response is available elsewhere in the Form, either state that it is inapplicable, include a cross-reference to the responsive disclosure, or omit the question or series of questions.

Be very careful and precise in answering all questions. Give full and complete answers so that they are not misleading under the circumstances involved. Do not discuss any future performance or other anticipated event unless you have a reasonable basis to believe that it will actually occur within the foreseeable future. If any answer requiring significant information is materially inaccurate, incomplete or misleading, the Company, its management and principal shareholders may be liable to investors based on that information.

### THE COMPANY

1. Name of issuer:

**Lonerider Spirits, LLC**

### COMPANY ELIGIBILITY

2.  Check this box to certify that all of the following statements are true for the issuer.

- Organized under, and subject to, the laws of a State or territory of the United States or the District of Columbia.
- Not subject to the requirement to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934.
- Not an investment company registered or required to be registered under the Investment Company Act of 1940.
- Not ineligible to rely on this exemption under Section 4(a)(6) of the Securities Act as a result of a disqualification specified in Rule 503(a) of Regulation Crowdfunding.
- Has filed with the Commission and provided to investors, to the extent required, the ongoing annual reports required by Regulation Crowdfunding during the two years immediately preceding the filing of this offering statement (or for such shorter period that the issuer was required to file such reports).
- Not a development stage company that (a) has no specific business plan or (b) has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies.

**INSTRUCTION TO QUESTION 2: If any of these statements are not true, then you are NOT eligible to rely on this exemption under Section 4(a)(6) of the Securities Act.**

3. Has the issuer or any of its predecessors previously failed to comply with the ongoing reporting requirements of Rule 202 of Regulation Crowdfunding?

Yes  No

### DIRECTORS OF THE COMPANY

4. Provide the following information about each director (and any persons occupying a similar status or performing a similar function) of the issuer.

Director	Principal Occupation	Main Employer	Year Joined as Director
Chris Mielke	President	Lonerider Sprits, LLC	2018
Sumit Vohra	Chairman	Lonerider Brewing Company	2018

For three years of business experience, refer to [Appendix D: Director & Officer Work History](#).

#### OFFICERS OF THE COMPANY

5. Provide the following information about each officer (and any persons occupying a similar status or performing a similar function) of the issuer.

Officer	Positions Held	Year Joined
Chris Mielke	President	2018
Sumit Vohra	Chairman	2018

For three years of business experience, refer to [Appendix D: Director & Officer Work History](#).

*INSTRUCTION TO QUESTION 5: For purposes of this Question 5, the term officer means a president, vice president, secretary, treasurer or principal financial officer, comptroller or principal accounting officer, and any person that routinely performing similar functions.*

#### PRINCIPAL SECURITY HOLDERS

6. Provide the name and ownership level of each person, as of the most recent practicable date, who is the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power.

Name of Holder	No. and Class of Securities Now Held	% of Voting Power Prior to Offering
Mihir Patel	771448.0 Class A Units	38.0
Sumit Vohra	1258676.0 Class A units	62.0

*INSTRUCTION TO QUESTION 6: The above information must be provided as of a date that is no more than 120 days prior to the date of filing of this offering statement.*

*To calculate total voting power, include all securities for which the person directly or indirectly has or shares the voting power, which includes the power to vote or to direct the voting of such securities. If the person has the right to acquire voting power of such securities within 60 days, including through the exercise of any option, warrant or right, the conversion of a security, or other arrangement, or if securities are held by a member of the family, through corporations or partnerships, or otherwise in a manner that would allow a person to direct or control the voting of the securities (or share in such direction or control — as, for example, a co-trustee) they should be included as being "beneficially owned." You should include an explanation of these circumstances in a footnote to the "Number of and Class of Securities Now Held." To calculate outstanding voting equity securities, assume all outstanding options are exercised and all outstanding convertible securities converted.*

#### BUSINESS AND ANTICIPATED BUSINESS PLAN

7. Describe in detail the business of the issuer and the anticipated business plan of the issuer.

**For a description of our business and our business plan, please refer to the attached Appendix A. Business Description & Plan**

*INSTRUCTION TO QUESTION 7: Wefunder will provide your company's Wefunder profile as an appendix (Appendix A) to the Form C in PDF format. The submission will include all Q&A items and "read more" links in an un-collapsed format. All videos will be transcribed.*

*This means that any information provided in your Wefunder profile will be provided to the SEC in response to this question. As a result, your company will be potentially liable for misstatements and omissions in your profile under the Securities Act of 1933, which requires you to provide material information related to your business and anticipated business plan. Please review your Wefunder profile carefully to ensure it provides all material information, is not false or misleading, and does not omit any information that would cause the information included to be false or misleading.*

#### RISK FACTORS

**A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment.**

**In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.**

**The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.**

**These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.**

8. Discuss the material factors that make an investment in the Issuer speculative or risky:

Our growth projections are based on the assumption that we will be able to successfully launch a Lonerider Spirits location and that it will be able to gain traction in the chosen location. It is possible that our new location will fail to gain traction for a variety of reasons. If the new location fails to achieve significant sales and acceptance in the marketplace, the value of your investment will be materially and adversely impacted.

We will compete with larger, established whiskey distillers who have products on the markets and/or various respective product development programs. They have much better financial means and marketing/sales and human resources than us. They may succeed in developing and marketing competing equivalent products earlier than us, or superior products than those developed by us. There can be no

assurance that competitors will not render our technology or products obsolete or that the whiskey developed by us will be preferred to any existing or newly developed spirits. It should further be assumed that that competition will intensify.

Barley costs are a significant portion of our costs of goods sold. Historically, the cost of such raw materials has, at times, been subject to substantial fluctuation, depending upon a number of factors that affect commodity prices in general and over which we have no control. These include crop conditions, weather, disease, plantings, government programs and policies, competition for acquisition of inputs such as agricultural commodities, purchases by foreign governments, and changes in demand resulting from population growth and customer preferences. Fluctuations in the price of commodities can be sudden and volatile at times and may have a significant adverse effect on the results of our operations.

There is an inherent risk in determining the quantity of maturing stock of aged distillate to lay down in a given year for future sales as a result of changes in consumer demand, pricing, new brand launches, changes in product cycles, increase in competitive supply, and other factors. Demand for products could change significantly between the time of production and the date of sale. It may be more difficult to make accurate predictions regarding new products and brands. Inaccurate decisions and/or estimations could lead to an inability to supply future demand or lead to a future surplus of inventory and a consequent write-down in the value of maturing stocks of aged distillate. As a result, our business, financial condition, or results of operations could be materially adversely affected.

Any valuation of the Company at this stage is speculative in nature and, unlike listed companies that are valued publicly through market-driven stock prices, the valuation of private companies is difficult to assess and you risk overpaying on your investment. An investment in our securities should only be made by persons who can afford to lose their entire investment in us.

We rely on third parties to provide a variety of essential business functions for us, including distilling, manufacturing, shipping, website design, accounting, legal work, public relations, advertising, retailing, and distribution. It is possible that some of these third parties will fail to perform their services or will perform them in an unacceptable manner. It is possible that we will experience delays, defects, errors, or other problems with their work that will materially impact our operations and we may have little or no recourse to recover damages for these losses. As a result, your investment could be adversely impacted by our reliance on third parties and their performance.

Our business projections are only estimates and there can be no assurance that the company will meet those projections. If there is not sufficient demand for the product or customer traffic at the locations, or if the products are not priced at a level that allows the company to make a profit and still attract business, then the value of the Company will be reduced, thereby reducing the value of your investment.

As of the date of this Form C, the Company's insiders own 100% of the voting securities of the Company and the Class CF Units being offered are non-voting units. Therefore, these insiders entirely control the management and affairs of the Company and most matters requiring security holder approval, including the election of Board of Representatives and approval of significant transactions. This concentration of voting rights may have the effect of delaying or preventing a change in control, which may not be in the best interests of the Company's other security holders.

We plan to construct a competitive location following this offering; however, our efforts may not generate a significant increase in sales volume at the desired location. If this is the case, we may be forced to cease this additional marketing spend and reduce our growth rate. A slower growth rate will lengthen the time it takes for us to achieve our revenue goals, if ever, and reduce the value of the Company, thereby reducing the value of your investment.

We anticipate needing access to credit in order to support our working capital requirements as we grow. Although interest rates are low, it is still a difficult environment for our Company to obtain credit on favorable terms. If we cannot obtain credit when we need it, we could be forced to raise additional equity capital, modify our growth plans, or take some other action. Issuing more equity could require bringing on additional investors and we may price future equity below its current price and your investment could lose value as a result of this additional dilution. In addition, your ownership percentage would be decreased with the addition of more investors. If we are unable to find additional investors willing to provide capital, then it is possible that we would choose to shut down or decrease our sales activity, which would adversely impact the value of your investment.

Anti-alcohol groups have, in the past, advocated successfully for more stringent labeling requirements, higher taxes, and other regulations designed to discourage alcohol consumption. More restrictive regulations, negative publicity regarding alcohol consumption, and/or changes in consumer perceptions of the relative healthfulness or safety of beverage alcohol could decrease sales and consumption of alcohol and limit our expansion into new territories and thus lower the demand for our products. This could, in turn, significantly decrease both our revenues and our revenue growth, causing a decline in our results of operations.

Companies in the beverage alcohol industry are, from time to time, exposed to class action or other litigation relating to alcohol advertising, product liability, alcohol abuse problems, or health consequences from the misuse of alcohol. Such litigation may result in damages, penalties, or fines as well as damage to our reputation, which could have a material adverse effect on our business, financial condition, or results of operations.

The Company has no obligation or intention to register any of the securities being offered or to take action so as to permit sales pursuant to the Securities Act. Even if and when the securities become transferable without restrictions, a secondary market in the securities is not expected to develop. Consequently, investors must bear the economic risks of the investment for an indefinite period of time. Your investment could be illiquid for a long time and you should be prepared to hold this investment for several years or longer. As a result, if you decide to sell these securities in the future, you may not be able to find a buyer.

We do not expect to issue dividends to investors, even if we are in the position to do so. Instead, we intend to re-invest profits back into the Company in an effort to drive growth.

Even if we achieve our revenue plans, it is possible that market conditions will lead us to conclude that a liquidity event of the Company is not viable, not in the best interest of the unitholders at that time, or inappropriate for any number of reasons. Because your return on this investment is likely tied to a liquidity event, such as a sale of our company or an initial public offering, there are a wide range of factors that will impact the value of your investment that are out of our control, including, but not limited to, the market environment, the perceived value of our brand and our intellectual property, comparable recent transactions in our industry and other industries, the projected performance of the alcohol industry at the time of the transaction, and the cost of capital.

The COVID-19 pandemic is a risk to our business and locations. If North Carolina closes all restaurants and bars due to a resurgence of the prevalence of COVID-19, as was done during the height of the pandemic, the revenue from our locations would be negatively impacted. We may have little or no recourse to recover damages for these losses. As a result, your investment could be adversely impacted.

Our future success depends on the efforts of a small management team. The loss of services of the members of the management team may have an adverse effect on the company. There can be no assurance that we will be successful in attracting and retaining other personnel we require to successfully grow our business.

Sumit Vohra is a part-time officer. As such, it is likely that the company will not make the same progress as it would if that were not the case.

*INSTRUCTION TO QUESTION 8: Avoid generalized statements and include only those factors that are unique to the issuer. Discussion should be tailored to the issuer's business and the offering and should not repeat the factors addressed in the legends set forth above. No specific number of risk factors is required to be identified.*

## The Offering

### USE OF FUNDS

9. What is the purpose of this offering?

The Company intends to use the net proceeds of this offering for working capital and general corporate purposes, which includes the specific items listed in Item 10 below. While the Company expects to use the net proceeds from the Offering in the manner described above, it cannot specify with certainty the particular uses of the net proceeds that it will receive from from this Offering. Accordingly, the Company will have broad discretion in using these proceeds.

10. How does the issuer intend to use the proceeds of this offering?

If we raise: **\$50,000**

Use of Proceeds: **23.0%** towards Pembroke, NC location construction costs, **22.0%** towards Durham, NC location construction costs, **9.0%** towards Wake Forest, NC location construction costs, **20.0%** towards legal fees for crowdfunding, **18.5%** to ongoing operations, and **7.5%** towards Wefunder fees.

If we raise: **\$1,070,000**

Use of Proceeds: **45.0%** towards Pembroke, NC location construction costs, **20.0%** towards Durham, NC location construction costs, **15.5%** towards Wake Forest, NC location construction costs, **2.0%** towards legal fees for crowdfunding, **10%** to ongoing operations, and **7.5%** towards Wefunder fees.

*INSTRUCTION TO QUESTION 10: An issuer must provide a reasonably detailed description of any intended use of proceeds, such that investors are provided with an adequate amount of information to understand how the offering proceeds will be used. If an issuer has identified a range of possible uses, the issuer should identify and describe each probable use and the factors the issuer may consider in allocating proceeds among the potential uses. If the issuer will accept proceeds in excess of the target offering amount, the issuer must describe the purpose, method for allocating oversubscriptions, and intended use of the excess proceeds with similar specificity. Please include all potential uses of the proceeds of the offering, including any that may apply only in the case of oversubscriptions. If you do not do so, you may later be required to amend your Form C. Wefunder is not responsible for any failure by you to describe a potential use of offering proceeds.*

### DELIVERY & CANCELLATIONS

11. How will the issuer complete the transaction and deliver securities to the investors?

Book Entry and Investment in the Co-Issuer. Investors will make their investments by investing in interests issued by one or more co-issuers, each of which is a special purpose vehicle ("SPV"). The SPV will invest all amounts it receives from investors in securities issued by the Company. Interests issued to investors by the SPV will be in book entry form. This means that the investor will not receive a certificate representing his or her investment. Each investment will be recorded in the books and records of the SPV. In addition, investors' interests in the investments will be recorded in each investor's "Portfolio" page on the Wefunder platform. All references in this Form C to an Investor's investment in the Company (or similar phrases) should be interpreted to include investments in a SPV.

12. How can an investor cancel an investment commitment?

**NOTE: Investors may cancel an investment commitment until 48 hours prior to the deadline identified in these offering materials.**

securities identified in these offering materials.

The intermediary will notify investors when the target offering amount has been met. If the issuer reaches the target offering amount prior to the deadline identified in the offering materials, it may close the offering early if it provides notice about the new offering deadline at least five business days prior to such new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment).

If an investor does not cancel an investment commitment before the 48-hour period prior to the offering deadline, the funds will be released to the issuer upon closing of the offering and the investor will receive securities in exchange for his or her investment.

If an investor does not reconfirm his or her investment commitment after a material change is made to the offering, the investor's investment commitment will be cancelled and the committed funds will be returned.

**An Investor's right to cancel.** An Investor may cancel his or her investment commitment at any time until 48 hours prior to the offering deadline.

If there is a material change to the terms of the offering or the information provided to the Investor about the offering and/or the Company, the Investor will be provided notice of the change and must re-confirm his or her investment commitment within five business days of receipt of the notice. If the Investor does not reconfirm, he or she will receive notifications disclosing that the commitment was cancelled, the reason for the cancellation, and the refund amount that the investor is required to receive. If a material change occurs within five business days of the maximum number of days the offering is to remain open, the offering will be extended to allow for a period of five business days for the investor to reconfirm.

If the Investor cancels his or her investment commitment during the period when cancellation is permissible, or does not reconfirm a commitment in the case of a material change to the investment, or the offering does not close, all of the Investor's funds will be returned within five business days.

Within five business days of cancellation of an offering by the Company, the Company will give each investor notification of the cancellation, disclose the reason for the cancellation, identify the refund amount the Investor will receive, and refund the Investor's funds.

**The Company's right to cancel.** The Investment Agreement you will execute with us provides the Company the right to cancel for any reason before the offering deadline.

If the sum of the investment commitments from all investors does not equal or exceed the target offering amount at the time of the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.

## Ownership and Capital Structure

### THE OFFERING

13. Describe the terms of the securities being offered.

Priced Round: \$25,934,716 pre-money valuation

See exact security attached as [Appendix B, Investor Contracts](#)

Lonerider Spirits, LLC is offering up to 273,750 Class CF Units, at a price per unit of \$4.00.

Investors in the first \$100,000 of the offering will receive units at a price per unit of \$3.20, and a pre-money valuation of \$20,747,772.80.

The campaign maximum is \$1,070,000 and the campaign minimum is \$100,000.00.

#### Securities Issued by the SPV

Instead of issuing its securities directly to investors, the Company has decided to issue its securities to the SPV, which will then issue interests in the SPV to investors. The SPV has been formed by Wefunder Admin, LLC and is a co-issuer with the Company of the securities being offered in this offering. The Company's use of the SPV is intended to allow investors in the SPV to achieve the same economic exposure, voting power, and ability to assert State and Federal law rights, and receive the same disclosures, as if they had invested directly in the Company. The Company's use of the SPV will not result in any additional fees being charged to investors.

The SPV has been organized and will be operated for the sole purpose of directly acquiring, holding and disposing of the Company's securities, will not borrow money and will use all of the proceeds from the sale of its securities solely to purchase a single class of securities of the Company. As a result, an investor investing in the Company through the SPV will have the same relationship to the Company's securities, in terms of number, denomination, type and rights, as if the investor invested directly in the Company.

#### Voting Rights

The Class CF Units being offered by the Company are non-voting units, therefore you will not be able to vote on matters that influence our policies, such as the Company selling, assets, the structure of our business, and how we decide to grow the business.

The securities offered by the SPV have voting rights, which may be exercised by the investor or his or her proxy. The applicable proxy is the Lead Investor, if the

the investor or his or her proxy. The applicable proxy is the Lead Investor, if the Proxy (described below) is in effect.

#### Proxy to the Lead Investor

The SPV securities have voting rights. With respect to those voting rights, the investor and his, her, or its transferees or assignees (collectively, the "Investor"), through a power of attorney granted by Investor in the Investor Agreement, has appointed or will appoint the Lead Investor as the Investor's true and lawful proxy and attorney (the "Proxy") with the power to act alone and with full power of substitution, on behalf of the Investor to: (i) notwithstanding that the Class CF Units are nonvoting, to the extent there is a statutorily required vote of the Class CF Units, vote all securities related to the Company purchased in an offering hosted by WeFunder Portal, and (ii) execute, in connection with such voting power, any instrument or document that the Lead Investor determines is necessary and appropriate in the exercise of his or her authority. Such Proxy will be irrevocable by the Investor unless and until a successor lead investor ("Replacement Lead Investor") takes the place of the Lead Investor. Upon notice that a Replacement Lead Investor has taken the place of the Lead Investor, the Investor will have five (5) calendar days to revoke the Proxy. If the Proxy is not revoked within the 5-day time period, it shall remain in effect.

#### Restriction on Transferability

The SPV securities are subject to restrictions on transfer, as set forth in the Subscription Agreement and the Limited Liability Company Agreement of Wefunder SPV, LLC, and may not be transferred without the prior approval of the Company, on behalf of the SPV.

14. Do the securities offered have voting rights?

- Yes  
 No

15. Are there any limitations on any voting or other rights identified above?

See the above description of the Proxy to the Lead Investor.

16. How may the terms of the securities being offered be modified?

The Lonerider Spirits Subscription Agreement and the SPV Subscription Agreement constitute the entire agreement between the parties hereto with respect to the subject matter hereof and may be amended only by a writing executed by all parties.

Pursuant to authorization in the SPV Subscription Agreement between each Investor and Wefunder Portal, Wefunder Portal is authorized to take the following actions with respect to the investment contract between the Company and an investor:

- A. Wefunder Portal may amend the terms of an investment contract, provided that the amended terms are more favorable to the investor than the original terms; and  
B. Wefunder Portal may reduce the amount of an investor's investment if the reason for the reduction is that the Company's offering is oversubscribed.

#### RESTRICTIONS ON TRANSFER OF THE SECURITIES BEING OFFERED:

The securities being offered may not be transferred by any purchaser of such securities during the one year period beginning when the securities were issued, unless such securities are transferred:

1. to the issuer;
2. to an accredited investor;
3. as part of an offering registered with the U.S. Securities and Exchange Commission; or
4. to a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

NOTE: The term "accredited investor" means any person who comes within any of the categories set forth in Rule 501(a) of Regulation D, or who the seller reasonably believes comes within any of such categories, at the time of the sale of the securities to that person.

The term "member of the family of the purchaser or the equivalent" includes a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the purchaser, and includes adoptive relationships. The term "spousal equivalent" means a cohabitant occupying a relationship generally equivalent to that of a spouse.

#### DESCRIPTION OF ISSUER'S SECURITIES

17. What other securities or classes of securities of the issuer are outstanding? Describe the material terms of any other outstanding securities or classes of securities of the issuer.

Class of Security	Securities (or Amount) Authorized	Securities (or Amount) Outstanding	Voting Rights
Class W-1 units	562,500	562,500	No
Class CF units	273,740	0	No
Class A units	2,030,123	2,030,123	Yes
Class B units	5,157,377	3,801,410	No
Class W-2 units	72,000	72,000	No

Class of Security	Securities Reserved for Issuance upon Exercise or Conversion
Warrants:	Class B Warrants to LiveVested, LLC: 17,646
Options:	

Describe any other rights:

There are significant differences in the liquidation preferences between the classes of units. Distribution to the members of the Company are to be paid in the following order and priority:

- o first, to the holders of any Class A Units or Class B Units for which there is any amount of unreturned capital contributions, pro rata, until all such amounts have been reduced to zero;
- o second, to the holders of the Class A Units, Class B Units, and Class W Units that were outstanding prior to the issuance of any Class CF Units, pro rata, until such distributions equal \$12,500,000.
- o third, to the holders of Class CF Units, for which there is any amount of unreturned capital contributions, pro rata, until all such amounts have been reduced to zero;
- o fourth, to the holders of the Class A Units, Class B Units, and Class W Units that were outstanding prior to the issuance of any Class CF Units, pro rata, until such distributions equal \$4,500,000
- o finally, any remaining amounts shall be distributed to and among all of the holders of units, pro rata, in accordance with each members' respective number of units, regardless of class.

Investors are encouraged to review the Operating Agreement of the Company for full details of the distribution and liquidation waterfall.

18. How may the rights of the securities being offered be materially limited, diluted or qualified by the rights of any other class of security identified above?

- A small number of holders control all of the voting rights in the Company, which limits the Investor's rights in a material way. For example, those holders could vote to change the terms of the agreements governing the Company's operations or cause the Company to engage in additional offerings.
- To the extent applicable, in cases where additional securities are issued or exercised, an Investor's interests in the Company may be diluted. This means that the pro-rata portion of the Company represented by the Investor's securities will decrease, which could also diminish the Investor's economic rights. In addition, as discussed above, if the holders of securities with voting rights cause the Company to issue additional equity, an Investor's interest will typically also be diluted.
- Based on the risk that an Investor's rights could be limited, diluted or otherwise qualified, the Investor could lose all or part of his or her investment in the securities in this offering, and may never see positive returns.
- Additional risks related to the rights of other security holders are discussed below, in Question 20.

19. Are there any differences not reflected above between the securities being offered and each other class of security of the issuer?

None

20. How could the exercise of rights held by the principal shareholders identified in Question 6 above affect the purchasers of the securities being offered?

As holders of all of the voting rights in the Company, the Class A and Class W-1 unitholders may make decisions with which the Investor disagrees, or that negatively affect the value of the Investor's securities in the Company, and the Investor will have no recourse to change these decisions. The Investor's interests may conflict with those of other investors, and there is no guarantee that the Company will develop in a way that is optimal for or advantageous to the Investor.

In cases where additional securities are issued or exercised, an Investor's interests in the Company may be diluted. This means that the pro-rata portion of the Company represented by the Investor's securities will decrease, which could also diminish the Investor's economic rights. In addition, as discussed above, if the holders of securities with voting rights cause the Company to issue additional units, an Investor's interest will typically also be diluted.

Based on the risks described above, the Investor could lose all or part of his or her investment in the securities in this offering, and may never see positive returns.

21. How are the securities being offered being valued? Include examples of methods for how such securities may be valued by the issuer in the future, including during subsequent corporate actions.

The offering price for the securities offered pursuant to this Form C has been determined arbitrarily by the Company, and does not necessarily bear any relationship to the Company's book value, assets, earnings or other generally accepted valuation criteria. In determining the offering price, the Company did not employ investment banking firms or other outside organizations to make an independent appraisal or evaluation. Accordingly, the offering price should not be



considered to be indicative of the actual value of the securities offered hereby.

In the future, we will perform valuations of our Class CF Units that take into account factors such as the following:

1. unrelated third-party valuations of our Class CF Units;
2. the price at which we sell other securities, such as convertible debt or other classes of units, in light of the rights, preferences and privileges of those securities relative to those of our Class CF Units;
3. our results of operations, financial position and capital resources;
4. current business conditions and projections;
5. the lack of marketability of our Class CF Units;
6. the hiring of key personnel and the experience of our management;
7. the introduction of new products;
8. the risk inherent in the development and expansion of our products;
9. our stage of development and material risks related to our business;
10. the likelihood of achieving a liquidity event, such as an initial public offering or a sale of our company given the prevailing market conditions and the nature and history of our business;
11. industry trends and competitive environment;
12. trends in consumer spending, including consumer confidence;
13. overall economic indicators, including gross domestic product, employment, inflation and interest rates; and
14. the general economic outlook.

22. What are the risks to purchasers of the securities relating to minority ownership in the issuer?

An Investor in the Class CF Units of the Company will hold a minority, non-voting position in the Company, and be limited in its ability to control or influence the governance and operations of the Company.

The marketability and value of the Investor's interest in the Company will depend upon many factors outside the control of the Investor. The Company will be managed by its officers and be governed in accordance with the strategic direction and decision-making of its Management, and the Investor will have no independent right to name or remove an officer or member of the Management of the Company.

Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured.

The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

23. What are the risks to purchasers associated with corporate actions, including additional issuances of securities, issuer repurchases of securities, a sale of the issuer or of assets of the issuer or transactions with related parties?

Additional issuances of securities. Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured. The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

Issuer repurchases of securities. The Company may have authority to repurchase its securities from unitholders, which may serve to decrease any liquidity in the market for such securities, decrease the percentage interests held by other similarly situated investors to the Investor, and create pressure on the Investor to sell its securities to the Company concurrently.

A sale of the issuer or of assets of the issuer. As a minority owner of the Company, the Investor will have limited or no ability to influence a potential sale of the Company or a substantial portion of its assets. Thus, the Investor will rely upon the executive management of the Company to manage the Company so as to maximize value for unitholders. Accordingly, the success of the Investor's investment in the Company will depend in large part upon the skill and expertise of the executive management of the Company. If the Management of the Company authorizes a sale of all or a part of the Company, or a disposition of a substantial portion of the Company's assets, there can be no guarantee that the value received by the Investor, together with the fair market estimate of the value remaining in the Company, will be equal to or exceed the value of the Investor's initial investment in the Company.

Transactions with related parties. The Investor should be aware that there will be occasions when the Company may encounter potential conflicts of interest in its

operations. On any issue involving conflicts of interest, the executive management of the Company will be guided by their good faith judgement as to the Company's best interests. The Company may engage in transactions with affiliates, subsidiaries or other related parties, which may be on terms which are not arm's-length, but will be in all cases consistent with the duties of the management of the Company to its unitholders. By acquiring an interest in the Company, the Investor will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

24. Describe the material terms of any indebtedness of the issuer:

*Loan*

**Lender** North Star Leasing Company  
**Issue date** 09/26/19  
**Amount** \$32,866.00  
**Outstanding principal plus interest** \$25,399.00 as of 06/11/21  
**Interest rate** 28.0% per annum  
**Maturity date** 09/27/21  
**Current with payments** Yes

*Equipment lease for still.*

*Loan*

**Lender** Several owners.  
**Issue date** 12/30/19  
**Amount** \$163,728.00  
**Outstanding principal plus interest** \$163,728.00 as of 06/11/21  
**Interest rate** 4.0% per annum  
**Maturity date** 12/31/24  
**Current with payments** Yes

*These are bonds that were given on bourbon barrels that will mature in 5 years. Investors can earn 4% interest per year and cash out the barrels by having the distillery buy them, they can bottle the barrel contents, or they can resell the barrels. No payments are due until the barrels mature in 5 years (2024 is the earliest).*

*Loan*

**Lender** SBA  
**Issue date** 05/28/20  
**Amount** \$132,500.00  
**Outstanding principal plus interest** \$132,500.00 as of 06/11/21  
**Interest rate** 3.0% per annum  
**Maturity date** 05/29/26  
**Current with payments** Yes

*SBA loan during the pandemic.*

*Loan*

**Lender** SunTrust  
**Issue date** 06/30/20  
**Amount** \$21,593.00  
**Outstanding principal plus interest** \$18,820.08 as of 07/11/21  
**Interest rate** 5.42% per annum  
**Maturity date** 07/01/26  
**Current with payments** Yes

*Sales team car*

*Loan*

**Lender** Many investors.  
**Issue date** 12/30/20  
**Amount** \$24,400.00  
**Outstanding principal plus interest** \$24,400.00 as of 06/11/21  
**Interest rate** 4.0% per annum  
**Maturity date** 12/31/25  
**Current with payments** Yes

*These are bonds that were given on bourbon barrels that will mature in 5 years. Investors can earn 4% interest per year and cash out the barrels by having the distillery buy them, they can bottle the barrel contents, or they can resell the barrels. No payments are due until the barrels mature in 5 years (2025 is the earliest for barrels in 2020).*

*Loan*

**Lender** SunTrust  
**Issue date** 01/14/21  
**Amount** \$25,114.00  
**Outstanding principal plus interest** \$23,524.01 as of 07/11/21  
**Interest rate** 4.72% per annum  
**Maturity date** 01/15/27  
**Current with payments** Yes

*Sales team car*

INSTRUCTION TO QUESTION 24, name the creditor, amount owed, interest rate, maturity date, and any other material terms.

25. What other exempt offerings has the issuer conducted within the past three years?

Offering Date	Exemption	Security Type	Amount Sold	Use of Proceeds
11/2018	Regulation D, Rule 506(b)	Class B (non-voting) units	\$745,000	General operations
3/2019	Regulation D, Rule 506(b)	Class B units	\$100,000	General operations
11/2019	Regulation D, Rule 506(b)	Class B units	\$208,771	General operations
12/2019	Regulation D, Rule 506(b)	Class B units	\$11,239	General operations
5/2021	Section 4(a)(2)	Class B Units	\$231,313	General operations

26. Was or is the issuer or any entities controlled by or under common control with the issuer a party to any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, where the amount involved exceeds five percent of the aggregate amount of capital raised by the issuer in reliance on Section 4(a)(6) of the Securities Act during the preceding 12-month period, including the amount the issuer seeks to raise in the current offering, in which any of the following persons had or is to have a direct or indirect material interest:

- any director or officer of the issuer;
- any person who is, as of the most recent practicable date, the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power;
- if the issuer was incorporated or organized within the past three years, any promoter of the issuer;
- or (4) any immediate family member of any of the foregoing persons.

Yes  
 No

For each transaction specify the person, relationship to issuer, nature of interest in transaction, and amount of interest.

**Name** Lonerider Brewing Company  
**Amount Invested** \$50,000.00  
**Transaction type** Other  
**Issue date** 06/01/18  
**Relationship** Licensor to Lonerider Spirits

\$50,000 was paid to Lonerider Brewing Company for the licensing of logotypes, naming, trademarks and recipes of the Lonerider Brewing Company.

**Name** Sumit Vohra  
**Amount Invested** \$5,200.00  
**Transaction type** Loan  
**Issue date** 05/27/18  
**Outstanding principal plus interest** \$0.00 as of 08/16/18  
**Interest rate** 1.66% per annum  
**Maturity date** 12/31/18  
**Outstanding** Yes  
**Current with payments** Yes  
**Relationship** Chairman of the Board

Startup funding

**Name** Christopher Mielke  
**Amount Invested** \$0.00  
**Transaction type** Loan  
**Issue date** 05/27/18  
**Outstanding principal plus interest** \$23,203.22 as of 08/16/18  
**Interest rate** 1.66% per annum  
**Maturity date** 12/31/18  
**Outstanding** Yes  
**Current with payments** Yes  
**Relationship** President

Startup funding

INSTRUCTIONS TO QUESTION 26: The term transaction includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.

Beneficial ownership for purposes of paragraph (2) shall be determined as of a date that is no more than 120 days prior to the date of filing of this offering statement and using the same calculation described in Question 6 of this Question and Answer format.

The term "member of the family" includes any child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the person, and includes adoptive relationships. The term "spousal equivalent" means a cohabitant occupying a relationship generally equivalent to that of a spouse.

Compute the amount of a related party's interest in any transaction without regard to the amount of the profit or loss involved in the transaction. Where it is not practicable to state the approximate

## FINANCIAL CONDITION OF THE ISSUER

27. Does the issuer have an operating history?

- Yes  
 No

28. Describe the financial condition of the issuer, including, to the extent material, liquidity, capital resources and historical results of operations.

### Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and the related notes and other financial information included elsewhere in this offering. Some of the information contained in this discussion and analysis, including information regarding the strategy and plans for our business, includes forward-looking statements that involve risks and uncertainties. You should review the "Risk Factors" section for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

#### Overview

For over ten years, Lonerider Brewing Company has been brewing North Carolina magic. Now, we've taken the established brand of Lonerider and used it to form a new company, Lonerider Spirits. We make innovative, unique whiskeys, as we will both purchase whiskey from spirit brokers and develop other high-quality libations from Lonerider beer recipes to make craft whiskey the likes of which most people have never tasted before.

If you think Lonerider beer is wild, wait until you taste Lonerider Spirits. So far we have brought to market a sherry cask finished bourbon, a bourbon finished in a beer barrel used for Russian nitro stout, a bourbon rested in tequila barrels, a liqueur made from beer mash, a whiskey-based RTD, and we'll be able to bring the same maverick approach we've always had to spirits. We plan to expand into the Southeast rapidly with the Lonerider beer network and with multiple locations.

These projections cannot be guaranteed.

Given the Company's limited operating history, the Company cannot reliably estimate how much revenue it will receive in the future if any.

#### Milestones

Lonerider Spirits, LLC was organized in the State of North Carolina in May 2018.

Since then, we have:

- Spirits revenue was up 52% - \$350.3k in 2020 vs. \$230.4k in 2019.
- Our award total is over 30 awards, including NC Whiskey Distillery of the Year in 2020.
- Our North Carolina ABC placements were up 205%.
- Lonerider Spirits was born from Lonerider Brewing Company, one of the top 150 largest breweries in the U.S., and has the advantage of sharing that established branding.
- We plan on our spirits being carried in Georgia and South Carolina in 2021.

#### Historical Results of Operations

Our company was organized in May 2018 and has limited operations upon which prospective investors may base an evaluation of its performance.

- *Revenues & Gross Margin.* For the period ended December 31, 2020, the Company had revenues of \$349,615 compared to the year ended December 31, 2019, when the Company had revenues of \$233,102. Our gross margin was 81.35% in the fiscal year 2020, compared to 75.69% in 2019.
- *Assets.* As of December 31, 2020, the Company had total assets of \$820,543, including \$175,200 in cash. As of December 31, 2019, the Company had \$798,110 in total assets, including \$316,480 in cash.
- *Net Loss.* The Company has had net losses of \$141,153 and net losses of \$313,871 for the fiscal years ended December 31, 2020, and December 31, 2019, respectively.
- *Liabilities.* The Company's liabilities totaled \$383,703 for the fiscal year ended December 31, 2020, and \$219,205 for the fiscal year ended December 31, 2019.

#### Related Party Transaction

Refer to Question 26 of this Form C for disclosure of all related party transactions.

#### Liquidity & Capital Resources

To date, the company has been financed with \$31,699 in debt and \$471,000 in equity.

We plan to use the proceeds as set forth in this Form C under "Use of Funds". We don't have any other sources of capital in the immediate future.

We will likely require additional financing in excess of the proceeds from the Offering in order to perform operations over the lifetime of the Company. Except as otherwise described in this Form C, we do not have additional sources of capital other than the proceeds from the offering. Because of the complexities

and uncertainties in establishing a new business strategy, it is not possible to adequately project whether the proceeds of this offering will be sufficient to enable us to implement our strategy. This complexity and uncertainty will be increased if less than the maximum amount of securities offered in this offering is sold. The Company intends to raise additional capital in the future from investors. Although capital may be available for early-stage companies, there is no guarantee that the Company will receive any investments from investors.

#### Runway & Short/Mid Term Expenses

Lonerider Spirits, LLC cash in hand is \$230,035.56, as of June 2021. Over the three prior months, revenues averaged \$12,900 per month, cost of goods sold has averaged \$3,000 per month, and operational expenses have averaged \$18,900 per month, for an average burn rate of \$9,000 per month. Our intent is to be profitable in 6 months.

Since the date of our financials, we have not made any new permanent hires. There have been no other material changes to our finances or operations.

We should break even when the locations open in the 1Q of 2022. We plan on needing a total of \$250k in capital to do so. Six months from now, we hope revenues will be approximately \$91k and expenses will be \$45k. These projections cannot be guaranteed.

We have no other capital on which to rely besides outside angel investors.

*INSTRUCTIONS TO QUESTION 28: The discussion must cover each year for which financial statements are provided. For issuers with no prior operating history, the discussion should focus on financial milestones and operational, liquidity and other challenges. For issuers with an operating history, the discussion should focus on whether historical results and cash flows are representative of what investors should expect in the future. Take into account the proceeds of the offering and any other known or pending sources of capital. Discuss how the proceeds from the offering will affect liquidity, whether receiving these funds and any other additional funds is necessary to the viability of the business, and how quickly the issuer anticipates using its available cash. Describe the other available sources of capital to the business, such as lines of credit or required contributions by shareholders. References to the issuer in this Question 28 and these instructions refer to the issuer and its predecessors, if any.*

## FINANCIAL INFORMATION

29. Include financial statements covering the two most recently completed fiscal years or the period(s) since inception, if shorter:

Refer to [Appendix C, Financial Statements](#)

I, Chris Mielke, certify that:

- (1) the financial statements of Lonerider Spirits, LLC included in this Form are true and complete in all material respects ; and
- (2) the tax return information of Lonerider Spirits, LLC included in this Form reflects accurately the information reported on the tax return for Lonerider Spirits, LLC filed for the most recently completed fiscal year.

*Chris Mielke*  
President

## STAKEHOLDER ELIGIBILITY

30. With respect to the issuer, any predecessor of the issuer, any affiliated issuer, any director, officer, general partner or managing member of the issuer, any beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, any promoter connected with the issuer in any capacity at the time of such sale, any person that has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with such sale of securities, or any general partner, director, officer or managing member of any such solicitor, prior to May 16, 2016:

(1) Has any such person been convicted, within 10 years (or five years, in the case of issuers, their predecessors and affiliated issuers) before the filing of this offering statement, of any felony or misdemeanor:

- i. in connection with the purchase or sale of any security?  Yes  No
- ii. involving the making of any false filing with the Commission?  Yes  No
- iii. arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities?  Yes  No

(2) Is any such person subject to any order, judgment or decree of any court of competent jurisdiction, entered within five years before the filing of the information required by Section 4A(b) of the Securities Act that, at the time of filing of this offering statement, restrains or enjoins such person from engaging or continuing to engage in any conduct or practice:

- i. in connection with the purchase or sale of any security?  Yes  No
- ii. involving the making of any false filing with the Commission?  Yes  No
- iii. arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities?  Yes  No

(3) Is any such person subject to a final order of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that:

- i. at the time of the filing of this offering statement bars the person from:
  - A. association with an entity regulated by such commission, authority, agency or

officer?  Yes  No

B. engaging in the business of securities, insurance or banking?  Yes  No

C. engaging in savings association or credit union activities?  Yes  No

- ii. constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative or deceptive conduct and for which the order was entered within the 10-year period ending on the date of the filing of this offering statement?  
 Yes  No

(4) Is any such person subject to an order of the Commission entered pursuant to Section 15(b) or 15B(c) of the Exchange Act or Section 203(e) or (f) of the Investment Advisers Act of 1940 that, at the time of the filing of this offering statement:

- i. suspends or revokes such person's registration as a broker, dealer, municipal securities dealer, investment adviser or funding portal?  Yes  No
- ii. places limitations on the activities, functions or operations of such person?  
 Yes  No
- iii. bars such person from being associated with any entity or from participating in the offering of any penny stock?  Yes  No

(5) Is any such person subject to any order of the Commission entered within five years before the filing of this offering statement that, at the time of the filing of this offering statement, orders the person to cease and desist from committing or causing a violation or future violation of:

- i. any scienter-based anti-fraud provision of the federal securities laws, including without limitation Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act, Section 15(c)(1) of the Exchange Act and Section 206(1) of the Investment Advisers Act of 1940 or any other rule or regulation thereunder?  Yes  No
- ii. Section 5 of the Securities Act?  Yes  No

(6) Is any such person suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade?

Yes  No

(7) Has any such person filed (as a registrant or issuer), or was any such person or was any such person named as an underwriter in, any registration statement or Regulation A offering statement filed with the Commission that, within five years before the filing of this offering statement, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is any such person, at the time of such filing, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued?

Yes  No

(8) Is any such person subject to a United States Postal Service false representation order entered within five years before the filing of the information required by Section 4A(b) of the Securities Act, or is any such person, at the time of filing of this offering statement, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?

Yes  No

**If you would have answered "Yes" to any of these questions had the conviction, order, judgment, decree, suspension, expulsion or bar occurred or been issued after May 16, 2016, then you are NOT eligible to rely on this exemption under Section 4(a)(6) of the Securities Act.**

*INSTRUCTIONS TO QUESTION 30: Final order means a written directive or declaratory statement issued by a federal or state agency, described in Rule 503(a)(2) of Regulation Crowdfunding, under applicable statutory authority that provides for notice and an opportunity for hearing, which constitutes a final disposition or action by that federal or state agency.*

*No matters are required to be disclosed with respect to events relating to any affiliated issuer that occurred before the affiliation, arose if the affiliated entity is not (i) in control of the issuer or (ii) under common control with the issuer by a third party that was in control of the affiliated entity at the time of such events.*

## OTHER MATERIAL INFORMATION

31. In addition to the information expressly required to be included in this Form, include:

- (1) any other material information presented to investors; and
- (2) such further material information, if any, as may be necessary to make the required statements, in the light of the circumstances under which they are made, not misleading.

**The Lead Investor.** As described above, each Investor that has entered into the Investor Agreement will grant a power of attorney to make voting decisions on behalf of that Investor to the Lead Investor (the "Proxy"). The Proxy is irrevocable unless and until a Successor Lead Investor takes the place of the Lead Investor, in which case, the Investor has a five (5) calendar day period to revoke the Proxy. Pursuant to the Proxy, the Lead Investor or his or her successor will make voting decisions and take any other actions in connection with the voting on Investors' behalf.

The Lead Investor is an experienced investor that is chosen to act in the role of Lead Investor on behalf of Investors that have a Proxy in effect. The Lead Investor will be chosen by the Company and approved by Wefunder Inc. and the identity of the initial Lead Investor will be disclosed to Investors before Investors make a final investment decision to purchase the securities related to the Company.

The Lead Investor can quit at any time or can be removed by Wefunder Inc. for cause or pursuant to a vote of investors as detailed in the Lead Investor Agreement. In the event the Lead Investor quits or is removed, the Company will choose a Successor Lead Investor who must be approved by Wefunder Inc. The identity of the Successor Lead Investor will be disclosed to Investors, and those that have a Proxy in effect can choose to either leave such Proxy in place or revoke such Proxy during a 5-day period beginning with notice of the replacement of the Lead Investor.

The Lead Investor will not receive any compensation for his or her services to the Company. The Lead Investor may receive compensation in the future. Wefunder

SPV. The Lead Investor may receive compensation in the future. Wefunder Advisors LLC forms a fund ("Fund") for accredited investors for the purpose of investing in a non-Regulation Crowdfunding offering of the Company. In such a circumstance, the Lead Investor may act as a portfolio manager for that Fund (and as a supervised person of Wefunder Advisors) and may be compensated through that role.

Although the Lead Investor may act in multiple roles with respect to the Company's offerings and may potentially be compensated for some of its services, the Lead Investor's goal is to maximize the value of the Company and therefore maximize the value of securities issued by or related to the Company. As a result, the Lead Investor's interests should always be aligned with those of Investors. It is, however, possible that in some limited circumstances the Lead Investor's interests could diverge from the interests of Investors, as discussed in section 8 above.

Investors that wish to purchase securities related to the Company through Wefunder Portal must agree to give the Proxy described above to the Lead Investor, provided that if the Lead Investor is replaced, the Investor will have a 5-day period during which he or she may revoke the Proxy. If the Proxy is not revoked during this 5-day period, it will remain in effect.

**Tax Filings.** In order to complete necessary tax filings, the SPV is required to include information about each investor who holds an interest in the SPV, including each investor's taxpayer identification number ("TIN") (e.g., social security number or employer identification number). To the extent they have not already done so, each investor will be required to provide their TIN within the earlier of (i) two (2) years of making their investment or (ii) twenty (20) days prior to the date of any distribution from the SPV. If an investor does not provide their TIN within this time, the SPV reserves the right to withhold from any proceeds otherwise payable to the investor an amount necessary for the SPV to satisfy its tax withholding obligations as well as the SPV's reasonable estimation of any penalties that may be charged by the IRS or other relevant authority as a result of the investor's failure to provide their TIN. Investors should carefully review the terms of the SPV Subscription Agreement for additional information about tax filings.

*INSTRUCTIONS TO QUESTION 30: If information is presented to investors in a format, media or other means not able to be reflected in text or portable document format, the issuer should include:*  
(a) a description of the material content of such information;  
(b) a description of the format in which such disclosure is presented; and  
(c) in the case of disclosure in video, audio or other dynamic media or format, a transcript or description of such disclosure.

## ONGOING REPORTING

32. The issuer will file a report electronically with the Securities & Exchange Commission annually and post the report on its website, no later than:

**120 days after the end of each fiscal year covered by the report.**

33. Once posted, the annual report may be found on the issuer's website at:

<http://loneriderspirits.com/invest>

The issuer must continue to comply with the ongoing reporting requirements until:

1. the issuer is required to file reports under Exchange Act Sections 13(a) or 15(d);
2. the issuer has filed at least one annual report and has fewer than 300 holders of record;
3. the issuer has filed at least three annual reports and has total assets that do not exceed \$10 million;
4. the issuer or another party purchases or repurchases all of the securities issued pursuant to Section 4(a)(6), including any payment in full of debt securities or any complete redemption of redeemable securities; or the issuer liquidates or dissolves in accordance with state law.

## APPENDICES

[Appendix A: Business Description & Plan](#)

[Appendix B: Investor Contracts](#)

[SPV Subscription Agreement - Early Bird](#)  
[Early Bird Lonerider Spirits Subscription Agreement](#)  
[SPV Subscription Agreement](#)  
[Lonerider Spirits Subscription Agreement](#)

[Appendix C: Financial Statements](#)

[Financials 1](#)

[Appendix D: Director & Officer Work History](#)

[Chris Mielke](#)  
[Sumit Vohra](#)

[Appendix E: Supporting Documents](#)

[Lonerider\\_Spirits\\_Amended\\_and\\_Restated\\_Operating\\_Agreement\\_for\\_Crowdfunding\\_2021.pdf](#)

# Signatures

*Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.*

The following documents will be filed with the SEC:

[Cover Page XML](#)

[Offering Statement \(this page\)](#)

[Appendix A: Business Description & Plan](#)

[Appendix B: Investor Contracts](#)

[SPV Subscription Agreement - Early Bird](#)

[Early Bird Lonerider Spirits Subscription Agreement](#)

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[Appendix C: Financial Statements](#)

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*Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.*

Lonerider Spirits, LLC

By

*Chris Mielke*

\_\_\_\_\_  
President and VP of Operations

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), this Form C and Transfer Agent Agreement has been signed by the following persons in the capacities and on the dates indicated.

*Sumit Vohra*

\_\_\_\_\_  
Chairman  
7/16/2021

*Christopher Mielke*

\_\_\_\_\_  
President and VP of Operations  
7/15/2021

*The Form C must be signed by the issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least a majority of the board of directors or persons performing similar functions.*

I authorize Wefunder Portal to submit a Form C to the SEC based on the information I provided through this online form and my company's Wefunder profile.

As an authorized representative of the company, I appoint Wefunder Portal as the company's true and lawful representative and attorney-in-fact, in the company's name, place and stead to make, execute, sign,



acknowledge, swear to and file a Form C on the company's behalf. This power of attorney is coupled with an interest and is irrevocable. The company hereby waives any and all defenses that may be available to contest, negate or disaffirm the actions of Wefunder Portal taken in good faith under or in reliance upon this power of attorney.