

Dear investors,

In 2021, we have been able to slowly recover from Covid 19 despite the new waves that hit our industry. We have continued to carefully monitor our expenses. The past few months we didn't lose our DNA about helping the global LGBTQ+ community as we have been financially and operationally involved in helping LGBTQ+ refugees in Afghanistan and Ukraine. Thank you for supporting us in our mission to making the world a more better place for our community.

We need your help!

misterb&b is looking to increase its number of hosts (entire apartments, private rooms). If you are interested to list your place and connect with the global LGBTQ+ community, please feel free to do so by clicking on this link https://www.misterbandb.com/how-to-host. You can also spread the word about it to your friends.

Sincerely,

François De Landes De Saint Palais d'Aussac

COO

Marc Dedonder

Chief content officer

Matthieu Jost

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Our Mission

The driving mission behind misterb&b is to ensure all LGBTQ travelers and hosts can connect in real life and feel welcome everywhere. We started with short-term rentals and added LGBTQ friendly hotels thanks to the super successful 2019 Wefunder round. We want to be the go-to travel company for the LGBTQ community, where you read a city guide by a gay local, book a place to stay, and book all your tourist experiences, knowing that you're getting the safest travel experience out there.

See our full profile

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How did we do this year?

Report Card





2021 At a Glance









\$464,797



INCOME BALANCE

NARRATIVE

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 forwardlooking statements contained in the following discussion and analysis.

Overview

misterb&b empowers the LGBTQ community to travel more safely, feel welcome &get local insider tips wherever they go. We're the largest online community of LGBTQ travelers with 1 million accommodation providing a welcoming and safe environment in 200 countries (private rooms, appartements, LGBTQ friendly hotels). With more than 15M + raised institutionally, we want to offer once again our loyal community and supporters the opportunity to own a part of the company.

The driving mission behind misterb&b is to ensure all LGBTQ travelers and hosts can connect in real life and feel welcome everywhere. We started with short-term rentals and added LGBTQ friendly hotels thanks to the super successful 2019 Wefunder round. We want to be the go-to travel company for the LGBTO community, where you read a city guide by a gay local, book a place to stay, and book all your tourist experiences, knowing that you're getting the safest travel $% \left\{ 1,2,\ldots,n\right\}$ experience out there.

Milestones

SFO84, Inc was incorporated in the State of Delaware in March 2014.

Since then, we have:

- 1 million LGBTO friendly accommodations in 200 countries
- 20% month over month growth thanks to the 2019 Wefunder round
- 1st LGBTQ app selected 2X by Apple as "App of the day" (2018 & 2019)
- $15M\ transaction$ volume in 2019. In 2020, we expected \$30M with our new hotel offering, pre-COVID
- Joel Simkhai (Grindr founder, sold for \$300M USD) early investor.
- Profitability planned in 2020 before Covid-19. Positive EBITDA in July 2020
- Rated 4.3/5 on Google Store & 4.7/5 on Apple Store

Historical Results of Operations

Revenues & Gross Margin. For the period ended December 31, 2021, the Company

the Company had revenues of \$1,113,653. Our gross margin was \$4,62% in fiscal year 2021, compared to \$6,95% in 2020.

- Assets. As of December 31, 2021, the Company had total assets of \$3,660,641, including \$2,299,237 in cash. As of December 31, 2020, the Company had \$3,351,482 in total assets, including \$1,501,578 in cash.
- Net Loss. The Company has had net losses of \$207,620 and net losses of \$968,182 for the fiscal years ended December 31, 2021 and December 31, 2020, respectively.
- Liabilities. The Company's liabilities totaled \$3,624,227 for the fiscal year ended December 31, 2021 and \$3,143,723 for the fiscal year ended December 31, 2020.

Liquidity & Capital Resources

To-date, the company has been financed with \$674,475 in debt, \$11,640,477 in equity, \$906,229 in convertibles, and \$1,139,500 in SAFEs.

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. We plan to raise capital in 24 months. 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

SFO84, Inc cash in hand is \$2,408.899, as of April 2022. Over the last three months, revenues have averaged \$214,000/month, cost of goods sold has averaged \$26,000/month, and operational expenses have averaged \$190,000/month, for an average burn rate of \$2,000 per month. Our intent is to be profitable in 12 months.

Despite the Omnicron Covid waves that hit misterb&b in January and the War in Ukraine that slowed our bookings early March, we are definitely (and finally)

We definitively expect the company to continue to generate profits in the upcoming months.

We should definitively be profitable in 2022 depending on how Q4 will look like (covid19).

The company is well funded right now. We have cash in the bank through loans, profits and a Series A+ that occurred early 2022

Net Margin: -14% Gross Margin: 85% Return on Assets: -6% Earnings per Share: -\$8,650.83

Revenue per Employee: \$49,510 Cash to Assets: 63% Revenue to Receivables: 434% Debt Ratio: 99%

MBB_Consolidated_Financials_2021.pdf

2464 Investors

Thank You For Believing In Us

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Arrick I Pherma

Frei Balz'o Clele

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Joel Einschal
Frederic die Bourquet
Jins Rosser
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Michael Sausser
Carlos Hill
Vincent Soutt
Grey Lekey
Wick Yang
Florin Badit a
Catherine L. Buchanan
Lecut Snyder
Rich Constension
Richard German

Francesco Magagnini J.
Juan Darolf Arroyave Hen. B.
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Gerard Bion
Christon Andres Bonillo S.,
Gine Lauze
Michael Johnson
Aaron Rijogine
Ennque V Godinez
Ken William
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Marc Hoban
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Aaran Schristov
Taylor Koraczki
Josh Leddon Steele
Michael Moniz
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William Hudson
Sam Goldsmith
Cory Clines
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Renda Lopes Berbo
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Bernard JOYEUX
Lisa Russell
Srinivas Muktha
G Paul Kowal
Carl Jurijens
Elolin Ellis
Kiat Lim
James Sanford
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Shaun Brown
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Kendra Chapman
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Mark W. Thompson
Ryan Wu
David Ullmer
Paulo Vannol
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Hall Billard
John Paul
Frederic CAZALES
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Ronald Mulder
Andres Campillo
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Hanif Jayanmard Khamen...
Nerinder Ajaja Biharie.
Nathan Webber
Dan Hupkowicz
Nicolas Staelens
Loie Martin
Darien Hudson
Gierar Bartrand

Shannan Johns Adolfo Yee

Adolfo Yee Ignacio Avila Jir Brad Huffman Joswe Lara Timethy Chiu Rudy Gizzi Paul Kenfield Andrew Gillon Bardoux Rogar Alexander Delahoz Kauffmann ETIENNE John Ordway

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John Naranjo
Keante Hendricks
Timothy Stephen Ro:
Alexandra Duckett
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Richards Burlar

Friedrich Verprin

Brandon Berg

Flyan Hanson

Ken Gusderne

Ted Smiley

Friedry J Truillio

Gentruide Denk

Friedry J Truillio

Akati Gupta & Alan Gent

Akati Gupta & Alan Gent

Friedry J Truillio

Friedry J

Lance magazini
Coerujica Karathanasia
Georgica Karathanasia
Richard kinchman
Howard Owen
Sebastian Mazores
Jorge Ursas Persasa
Jose A
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Sebastian
Reger Little
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Simon DIDER
Philip R Smith
Richard A Jones
Luc Lemmens
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Mark Wood Andre Linh RAOUL Eleanor Vale Hargie Wislene Charles-Sims Florentin BiZIEUX Eric Pfitzenmaler Alan Izat Charles M. Seigel Praveen Rajendran

Thank You! From the misterb&b Team









Anissa Truchet
CMO
15+years experience in online
marketing from Editor, Agency
and Advertiser sides, Ecommerce expert

in



Jean Bourcereau Board Member Managing Partner at Ventech



Anthony Bazhuhin
CTO
Ruby on Rails Team Lead,
Experienced Technical Lead /
Project Manager





Anton Waitz
Board Member
General Partner at Project A
Ventures.



Arnaud Houvet
Head of Operations
Experienced Accounting and
Financial Administration
Manager, Oversees accounting,
administrative, HR

Details

The Board of Directors

DIRECTOR	OCCUPATION	JOINED
Anton Waitz	VC @ Project A	2017
Marc Dedonder	CCO @ misterb&b	2014
Francois De Landes De Saint Palais d'Aussac	COO @ misterb&b	2014
Jean Bourcereau	VC @ Ventech	2017
Matthieu Jost	CEO @ misterb&b	2014

Officers

OFFICER	TITLE	JOINED
Marc Dedonder	CCO	2014
Francois De Landes De Saint Palais d'Aussac	C00	2014
Matthieu Jost	CEO	2014

Voting Power [©]

No one has over 20% voting power.

Past Equity Fundraises

03/2015 \$113,888	Section 4(a)(2)
04/2015 \$1,073,337	Section 4(a)(2)
08/2015 \$2,027,099	Section 4(a)(2)
01/2017 \$1.139.500 Safe	Section 4(a)(2)

07/2019	\$1,047,068	4(a)(6)
08/2019	\$250,200	506(c)
10/2019	\$106,841	Regulation D, Rule 506(c)
10/2019	\$60,000	Regulation D, Rule 506(c)
11/2019	\$55,000	Regulation D, Rule 506(c)
12/2019	\$284,388	Regulation D, Rule 506(c)
12/2019	\$200,000	Regulation D, Rule 506(c)
04/2020	\$10,000	Regulation D, Rule 506(c)
04/2020	\$100,000	Regulation D, Rule 506(c)
05/2020	\$40,000	Regulation D, Rule 506(c)
05/2020	\$480,000	Other
08/2020	\$150,000	Other
03/2021	\$44,475	Other

03/2021 \$44,475 Other 05/2021 \$420,322 4(a)(6)

Convertible Notes Outstanding

ISSUED	AMOUNT	INTEREST	DISCOUNT	VALUATION CAP	MATURITY
04/09/2019	\$50,000	3.0%	10.0%	\$40,000,000	04/09/2022
10/02/2019	\$106,841	3.0%	10.0%	\$40,000,000	10/02/2022
10/27/2019	\$60,000 [©]	3.0%	10.0%	\$40,000,000	10/28/2022
11/13/2019	\$55,000	3.0%	10.0%	\$40,000,000	11/13/2022
12/02/2019	\$284,388@	3.0%	10.0%	\$40,000,000	12/02/2022
12/03/2019	\$200,000	3.0%	10.0%	\$40,000,000	12/03/2022
04/20/2020	\$10,000@	3.0%	20.0%	\$40,000,000	04/19/2023
04/25/2020	\$100,000	3.0%	20.0%	\$40,000,000	04/24/2023
05/04/2020	\$40,000	3.0%	20.0%	\$40,000,000	05/03/2023

LENDER	ISSUED	AMOUNT	OUSTANDING	INTEREST	MATURITY	CURRENT?
BNP @	05/28/2020	\$480,000	\$480,000 @	0.25%	03/10/2025	Yes
SBA @	08/27/2020	\$150,000	\$150,000 @	3.75%		Yes
ppp @	03/03/2021	\$44,475	\$44,475	1.0%		Yes

Related Party Transactions

SFO84, Inc and it's wholly owned subsidiary Pinklab 360 have a related party loan due to them in the amount of \$27,319. The loan was issued in 2015 to Appartiib, a shareholder in the Company. The loan has no specific maturity date, interest rate, or repayment terms, but is expected to be repaid as the Company becomes profitable.

Capital Structure

CLASS OF SECURITY	SECURITIES (OR AMOUNT) AUTHORIZED	SECURITIES (OR AMOUNT) OUTSTANDING	VOTING
Class A Common Stock	7,500,000	6,962,950	Yes
Class B Common Stock	30,000,000	2,038,386	Yes
Preferred Stock	17,166,191	16,223,582	Yes

SECURITIES RESERVED FOR

irrants: 0

Options: 2,370,814

Risks

Like all the travel industry, the company has been hit by the Covid19 pandemic with 95%

We may need to acquire or develop new products, evolve existing ones, address any defects or errors, and adapt to changes in technology in order to continue growing our business.

The return of Covid19, lockdowns or a new epidemic can also be potential risks to the business

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.

From time to time, the Companies may be involved in claims and legal actions arising in the ordinary course of business. The Companies are not presently involved in any legal proceedings which management expects individually or in the aggregate to have a material adverse effect on its combined financial condition or results of operations or cash flows.

To remain competitive, we must continue to enhance and improve the functionality and features of our websites and technology infrastructure. As a result, we will need to continue to improve and expand our hosting and network infrastructure and related software capabilities. These improvements may require greater levels of spending than we have experienced in the past. Without such improvements, our operations might suffer from unanticipated system disruptions, slow application performance or unreliable service levels, any of which could negatively affect our reputation and ability to attract and retain customers and contributors. Furthermore, in order to continue to attract and retain new customers, we are likely to incur expenses in connection with continuously updating and improving our user interface and experience. We may face significant delays in introducing new services, products and enhancements. If competitors introduce new products and services using new technologies or if new industry standards and practices emerge, our existing websites and our proprietary technology and systems may become obsolete or less competitive, and our business may be harmed. In addition, the expansion and improvement of our systems and infrastructure may require us to commit substantial financial, operational and technical resources, with no assurance that our business will improve.

nature registation, regulations and programs cannot be predicate. Write we analogue that we and our products will be in compliance with all applicable governmental regulations, there still may be risks that such laws and regulations may change with respect to present or future operations. Such additional costs would increase the cost of investments and operations and decrease the demand for services. We and our products will be ultimately responsible for compliance with such regulations and for obtaining and maintaining all required permits and licenses. Such compliance may be time consuming and costly, and such expenses may materially affect our future ability to break even or

To increase revenues we must expand our userbase. To accomplish this, we must increase our visibility in the marketplace. Potential customer must be aware we exist and be able to find us. We need to demonstrate how our website can be useful to them. That could require us to devote more resources to marketing efforts, including advertising and other expenses, to build public awareness of our brand. Even with an enhanced marketing effort, there is no guarantee that we will be able to increase the number of new visitors to our website and in turn, convert them into customers or users. Any number of conditions could affect the success of our marketing effort, which could have a negative impact on user experience with our website and adversely affect our results of operations and future groups of the properties.

The company may face difficulties attracting customers which could undermine its operations and severely impact its ability to operate.

Description of Securities for Prior Reg CF Raise

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.

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 and the Board of Directors of the Company to manage the Company so as to maximize value for shareholders. 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 authorizes a sale of all or a part of the Company, or a disposition of a substantial portion of the Company; 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.

<u>Transactions</u> with <u>related parties</u>. 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 and Board of Directors 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 a mis-length, but will be in all cases consistent with the duties of the management of the Company to

its shareholders. 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.

Minority Ownership

An Investor in the Company will likely hold a minority position in the Company, and thus be limited as to its ability to control or influence the governance and operations of the

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

remove an officer or member of the Board Of Directors 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 decilining 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.

Exercise of Rights Held by Principal Shareholders

As holders of a majority-in-interest of voting rights in the Company, the shareholders 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 quarantee that the Company will develop in a way that is optimal for or advantageous to the Investor. For example, the shareholders may change the terms of the articles of incorporation for the company, change the terms of securities issued by the Company, change the terms of securities issued by the Company, change the management of the Company, and even force out minority holders of securities. The shareholders may make changes that affect the tax treatment of the Company in ways that are unifavorable to you but favorable to them. They may also vote to engage in new offerings and/or to register certain of the Company is what he negatively affects the value of the securities the Company is approximation than the Investor, leaving the Investor at a disadvantage with respect to any decisions regarding the securities he or she owns. The shareholders have the right to redeem their securities at any time. Shareholders could decide to force the Company to redeem their securities at aim that his not flovarable to the Investor at is damaging to the Company, investors' exit may affect the value of the Company may be diluted. This means that the ord-rata portion of the Company may be diluted. This means that the ord-rata portion of the Company may be diluted. This means that the ord-rata portion of the Company may be diluted. This means that the ord-rata portion of the Company may be diluted. This means that the ord-rata portion of the Company may be diluted. This means that the ord-rata portion of the Company represented by the Investor's increutins will

rights cause the Company to issue additional stock, an investor's interest will typically also be diluted.

Restrictions on Transfer

The securities offered via Regulation Crowdfunding 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.

- to the issuer;
- to an accredited investor $^{\Theta}$;
- as part of an offering registered with the U.S. Securities and Exchange Commission; or
- 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 phies rimilar circumstance.

Valuation Methodology for Prior Reg CF Raise

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.

The initial amount invested in a Convertible Note is determined by the investor, and we do not guarantee that the Convertible Note will be converted into any particular number of shares.

As discussed in Question 13, when we engage in an offering of equity involving Stock, Investors may receive a number of shares of Preferred Stock calculated as either the conversion price equal to the lesser of (i) 90% of the price paid per share for Equity

to the initial closing of the Qualified Financing (assuming full conversion or exercise of all convertible and exercisable securities then outstanding, but excluding the shares of equity securities of the Company issuable upon the conversion of the Notes or any other debt).

Because there will likely be no public market for our securities prior to an initial public offering or similar liquidity event, the price of the Stock that Investors will receive and/or the total value of the Company's capitalization, will be determined by our board of directors. Among the factors we may consider in determining the price of Stock are prevailing market conditions, our financial information, market valuations of other companies that we believe to be comparable to us, estimates of our business potential, the present state of our development and other factors deemed relevant. In the future, we will perform valuations of our units that take into account, as applicable, factors such as the following:

- unrelated third party valuations;
- the price at which we sell other securities in light of the relative rights, preferences and
- our results of operations, financial position and capital resources;
- current business conditions and projections;
- the marketability or lack thereof of the securities;
- the hiring of key personnel and the experience of our management;
- the introduction of new products;
- the risk inherent in the development and expansion of our products;
- our stage of development and material risks related to our business;
- the likelihood of achieving a liquidity event, such as an initial public offering or a sale of
- market conditions and the nature and history of our business;
- industry trends and competitive environment;

and interest rates; and

- the general economic outlook.

We will analyze factors such as those described above using a combination of financial and market-based methodologies to determine our business enterprise value. For example, we may use methodologies that assume that businesses operating in the same industry will share similar characteristics and that the Company's value will correlate to those characteristics, and/or methodologies that compare transactions in similar securities issued by us that were conducted in the market.

Company

SFO84, Inc

- Delaware Corporation Organized March 2014 30 employees

584 Castro Street San Francisco CA 94114

https://www.misterbandb.com

Business Description

Refer to the misterb&b profile.

EDGAR Filing

The Securities and Exchange Commission hosts the <u>official version of this annual report</u> on their EDGAR web site. It looks like it was built in 1989.

Compliance with Prior Annual Reports

misterb&b has previously not complied with the reporting requirements under Rule 202 of Regulation Crowdfunding.

delayed filing

All prior investor updates

You can refer to the company's <u>updates page</u> to view all updates to date. Updates are for investors only and will require you to log in to the Wefunder account used to make the investment.