

Goodegg Growth Fund II, LLC
(the "Company")
a Wyoming Limited Liability Company

Financial Statements with Independent Auditor's Report

As of inception - September 30, 2023

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INDEPENDENT AUDITOR'S REPORT

To: Management of Goodegg Growth Fund II

Opinion:

We have audited the accompanying financial statements of the Company which comprise the statement of financial position as of inception to September 30, 2023 and the related statements of operations, statement of changes in shareholder equity, and statement of cash flows for the period then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of inception to September 30, 2023 and the results of its operations and its cash flows for the period then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion:

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the "Auditor's Responsibilities" section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter Regarding Going Concern:

As discussed in Note 8, specific circumstances point to significant uncertainty regarding the Company's ability to sustain its operations in the foreseeable future. The provided financial statements have not been adjusted for potential requirements in case the Company cannot continue its operations. Management has assessed these circumstances and intends to generate income and secure funding as necessary to fulfill its financial requirement.

Emphasis of Other Matter Concerning a Prior Reg CF Offering and Co-Issuer:

Goodegg Investments, LLC was formed on April 30, 2018 in California.

Goodegg Investments, LLC formed Goodegg Growth Fund I, LLC on June 17, 2022 and Goodegg Wealth Fund II, LLC on December 13, 2022. Both entities were formed in Wyoming. Goodegg Growth Fund I, LLC was formed to raise funds under Regulation CF and to pool such funds and use them to invest in Goodegg Wealth Fund II, LLC. The campaign was successfully completed in June 2023, where it raised \$1.235M.

Goodegg Investments, LLC subsequently formed Goodegg Hotel Fund I on March 10, 2023 and Goodegg Growth Fund II, LLC on July 28, 2023, both in Wyoming. Goodegg Hotel Fund I, LLC was organized primarily to raise funds through a 506(c) private equity offering under the Securities Act and Regulation D and to pool such funds and use them to invest in, manage, and operate a portfolio of hotels located in the United States.

Goodegg Growth Fund II, LLC was formed to raise funds under Regulation CF and to pool such funds and use them to invest in Goodegg Hotel Fund I, LLC. Goodegg Hotel Fund I, LLC and Goodegg Growth Fund II, LLC successfully completed a regulation crowdfunding campaign together as co-issuers and raised an additional \$1.235M in September, 2023.

The two companies will now amend their offering statement to conduct a raise for \$5M.

Management’s Responsibility for the Financial Statements:

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for the twelve months subsequent to the date this audit report is issued.

Auditor’s Responsibility:

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control–related matters that we identified during the audit.



Rashellee Herrera | CPA,CISA,CIA,CFE,CCA | #AC59042

On behalf of RNB Capital LLC

Sunrise, FL

October 7, 2023

GOODEGG GROWTH FUND II, LLC STATEMENT OF FINANCIAL POSITION

See Accompanying Notes to these Financial Statements

	As of September 30,
	2023
ASSETS	
Cash and Cash Equivalents	-
Total Current Assets	-
TOTAL ASSETS	-
LIABILITIES AND EQUITY	
Liabilities	-
Due to Goodegg Investments LLC	7,220
TOTAL LIABILITIES	7,220
EQUITY	
Capital Contributions	-
Accumulated Deficit	(7,220)
Total Equity	(7,220)
TOTAL LIABILITIES AND EQUITY	-

GOODEGG GROWTH FUND II, LLC STATEMENT OF OPERATIONS

See Accompanying Notes to these Financial Statements

	Year Ended September 30,
	2023
Revenue	-
Cost of Revenue	-
Gross Profit	-
Operating Expenses	
General and Administrative	7,220
Total Operating Expenses	7,220
Operating Income (loss)	(7,220)
Other Income	
Net Income (loss)	(7,220)

GOODEGG GROWTH FUND II, LLC STATEMENT OF CASH FLOWS

See Accompanying Notes to these Financial Statements

	Year Ended September 30,
	2023
OPERATING ACTIVITIES	
Net Income (Loss)	(7,220)
Adjustments to reconcile Net Income to Net Cash provided by operations:	
Accounts Payable and Accrued Expenses	7,220
<i>Total Adjustments to reconcile Net Income to Net Cash provided by operations:</i>	7,220
<i>Net Cash provided by (used in) Operating Activities</i>	-
INVESTING ACTIVITIES	
Net Cash provided by (used by) Investing Activities	-
FINANCING ACTIVITIES	
Net Cash provided by (used in) Financing Activities	-
Cash at the beginning of period	-
Net Cash increase (decrease) for period	-
Cash at end of period	-

GOODEGG GROWTH FUND II, LLC STATEMENT OF CHANGES IN MEMBER EQUITY

See Accompanying Notes to these Financial Statements

	Member Capital			
	\$ Amount	Accumulated Adjustments	Accumulated Deficit	Total Member Equity
Beginning Balance- Inception	-	-	-	-
Capital Contributions	-	-	-	-
Capital Distributions				
Net Income (Loss)		-	(7,220)	(7,220)
Prior Period Adjustment				-
Ending Balance 9/30/23	-	-	(7,220)	(7,220)

Goodegg Growth Fund II, LLC
Notes to the Financial Statements
As of Inception through September 30, 2023
\$USD

NOTE 1 – ORGANIZATION AND NATURE OF ACTIVITIES

Good Egg Growth Fund II, LLC (“the Company”) was formed in Wyoming on July 28, 2023, but is domiciled in California. The Company was formed primarily to raise funds through an equity crowdfunding offering under the Securities Act and Regulation CF and to pool such funds and use them to invest in Goodegg Hotel Fund I, LLC, a Wyoming limited liability, formed to invest in, manage, and operate a portfolio of hotel properties.

The Company will conduct an equity crowdfunding campaign under regulation CF in 2023 to raise operating capital.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company’s financial statements are prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). The Company’s fiscal year ends on December 31.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include all cash balances, and highly liquid investments with maturities of three months or less when purchased.

Significant Risks and Uncertainties

The Company faces a number of customary risks, including reliance on key personnel, the quality of future investments, the cost of third-party services, the need for additional financing, and limited operating history.

General and Administrative

General and administrative expenses consist of formation expenses, including attorney and accountant fees.

Recent Accounting Pronouncements

The FASB issues ASUs to amend the authoritative literature in ASC. There have been a number of ASUs to date that amend the original text of ASC. Management believes that those issued to date either (i) provide supplemental guidance, (ii) are technical corrections, (iii) are not applicable to us or (iv) are not expected to have a significant impact on our financial statements.

NOTE 3 – RELATED PARTY TRANSACTIONS

The Company follows ASC 850, “Related Party Disclosures,” for the identification of related parties and disclosure of related party transactions.

The Company’s parent company, Goodegg Investments, LLC, paid for its general and administrative expenses.

NOTE 4 – COMMITMENTS, CONTINGENCIES, COMPLIANCE WITH LAWS AND REGULATIONS

The Company is not currently involved with or knows of any pending or threatening litigation against it or any of its officers. Further, the Company is currently complying with all relevant laws and regulations. The Company does not have any long-term commitments or guarantees.

NOTE 5 – LIABILITIES AND DEBT

The Company does not have any debts or long term obligations.

NOTE 6 – EQUITY

The Company is structured as a limited liability company, meaning that the financial responsibility of the Company's members regarding its financial commitments is restricted to the capital each member has invested in the Company.

NOTE 7 – SUBSEQUENT EVENTS

The Company has evaluated events subsequent to September 30, 2023 to assess the need for potential recognition or disclosure in this report. Such events were evaluated through October 7, 2023, the date these financial statements were available to be issued. No events require recognition or disclosure.

NOTE 8 – GOING CONCERN

The accompanying balance sheet has been prepared on a going concern basis, which means that the entity expects to continue its operations and meet its obligations in the normal course of business. The entity has not commenced principal operations and may generate losses. Uncertainties and challenges that the company faces include:

1. Realization of assets and satisfaction of liabilities: The company anticipates that it will be able to generate revenue and use it to satisfy its current and future obligations
2. Losses and working capital: The company expects to experience losses before it can generate positive working capital. It is uncertain how long this period will last
3. Financing: Over the next twelve months, the company plans to finance its operations through a crowdfunding campaign and revenue-producing activities
4. Dependence on revenues and financing: The company's ability to continue as a going concern in the next twelve months depends on its ability to generate revenues and/or obtain sufficient financing to meet its obligations and achieve profitable operating results
5. Management's plans: The company's management has evaluated the situation and intends to generate revenues and raise capital as needed to meet its capital requirements. However, there is no guarantee of success in these efforts

Considering these factors, there is substantial doubt about the company's ability to continue as a going concern for a reasonable period of time. It is important to note that the financial statements do not include any adjustments related to the recoverability and classification of recorded assets or the amounts and classification of liabilities.