

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

Financial Statements (unaudited) and Independent Accountant's Review Report

Years ended December 31, 2023 & 2022

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Certified Public Accountants, Cyber Security, and Governance, Risk & Compliance Professionals

INDEPENDENT ACCOUNTANT'S REVIEW REPORT

To: Goodegg Wealth Fund II, Management

We have reviewed the accompanying financial statements of the Company which comprise the statement of financial position as of December 31, 2023 & 2022 and the related statements of operations, statement of changes in shareholder equity, and statement of cash flows for the years then ended, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of Company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

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.

Accountant's Responsibility:

Our responsibility is to conduct the review engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

Accountant's Conclusion:

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter on a Co-Issuer

Goodegg Wealth Fund III, LLC and Goodegg Growth Fund III, LLC will conduct a regulation crowdfunding campaign together as co-issuers. Refer to the Notes herein for further discussion on Goodegg Wealth Fund II, LLC and to the separate financial statements for Goodegg Growth Fund III, LLC for additional information.

A handwritten signature in black ink, appearing to read 'Rashellee Herrera'.

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

On behalf of RNB Capital LLC

Sunrise, FL

March 27, 2024

GOODEGG WEALTH FUND II, LLC STATEMENT OF FINANCIAL POSITION

See Accompanying Notes to these Unaudited Financial Statements

	As of December 31,	
	2023	2022
ASSETS		
<i>Current Assets:</i>		
Cash & cash equivalents	1,030,141	-
Other Current Assets	-	-
Total Current Assets	1,030,141	-
<i>Non-Current Assets:</i>		
Investment in Invictus Encore Orlando, LLC	19,754,615	-
Total Non-Current Assets	19,754,615	-
TOTAL ASSETS	20,784,755	-
LIABILITIES AND EQUITY		
<i>Current Liabilities:</i>		
	-	-
Total Current Liabilities	-	-
<i>Non-Current Liabilities:</i>		
	-	-
	-	-
Total Non-Current Liabilities	-	-
TOTAL LIABILITIES	-	-
EQUITY		
Member Capital	21,010,536	-
Accumulated Deficit	(225,781)	-
TOTAL EQUITY	20,784,755	-
TOTAL LIABILITIES AND EQUITY	20,784,755	-

GOODEGG WEALTH FUND II, LLC STATEMENT OF OPERATIONS

See Accompanying Notes to these Unaudited Financial Statements

	Year Ended December 31,	
	2023	2022
Revenues		
	-	-
Cost of Revenues	-	-
Gross Profit	-	-
Operating Expenses		
General and Administrative Expenses	14,400	-
Fund Management Fee	278,000	-
Professional Fees	211,485	-
Total Operating Expenses	503,885	-
Total Loss from Operations	(503,885)	-
Other Income (Expense)		
Other Income	278,104	-
Total Other Income/Expense	278,104	-
Earnings Before Income Taxes, Depreciation, and Amortization	(225,781)	-
	-	-
Net Income (Loss)	(225,781)	-

GOODEGG WEALTH FUND II, LLC STATEMENT OF CASH FLOWS

See Accompanying Notes to these Unaudited Financial Statements

	Year Ended December 31,	
	2023	2022
OPERATING ACTIVITIES		
Net Income (Loss)	(225,781)	-
Adjustments to reconcile Net Income to Net Cash provided by operations:		
Other Current Assets	-	-
<i>Total Adjustments to reconcile Net Income to Net Cash provided by operations:</i>	-	-
<i>Net Cash provided by (used in) Operating Activities</i>	(225,781)	-
INVESTING ACTIVITIES		
Investment in Invictus Encore Orlando, LLC	(19,754,615)	-
<i>Net Cash provided by (used in) Investing Activities</i>	(19,754,615)	-
FINANCING ACTIVITIES		
Member Capital	21,010,536	-
<i>Net Cash provided by (used in) Financing Activities</i>	21,010,536	-
Cash at the beginning of period	-	-
Net Cash increase (decrease) for period	1,030,141	-
Cash at end of period	1,030,141	-

GOODEGG WEALTH FUND II, LLC STATEMENT OF MEMBER EQUITY

See Accompanying Notes to these Unaudited Financial Statements

	Member Capital \$ Amount	Retained earnings (Deficit)	Total Member's Equity
Beginning balance at 1/1/22	-	-	-
Contribution	-	-	-
Distribution	-	-	-
Net income (loss)	-	-	-
Ending balance at 12/31/22	-	-	-
Contribution	21,010,536	-	21,010,536
Distribution	-	-	-
Net income (loss)	-	(225,781)	(225,781)
Ending balance at 12/31/23	21,010,536	(225,781)	20,784,755

Goodegg Wealth Fund II, LLC
Notes to the Unaudited Financial Statements
December 31st, 2023
\$USD

NOTE 1 – DESCRIPTION OF ORGANIZATION AND BUSINESS OPERATIONS

Goodegg Wealth Fund II, LLC (“the Company”) was formed in Wyoming on December 13, 2022. but is domiciled in California. The Company is 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 multifamily apartment communities located primarily in Arizona, Texas, North Carolina, South Carolina, and Florida. The Company, however, reserves the right to invest in properties located anywhere in the United States.

The Company will undergo a Regulation Crowdfunding Campaign in 2024 as a co-issuer with Goodegg Growth Fund III, LLC.

Concentrations of Credit Risks

The Company’s financial instruments that are exposed to concentrations of credit risk primarily consist of its cash and cash equivalents. The Company places its cash and cash equivalents with financial institutions of high credit worthiness. The Company’s management plans to assess the financial strength and credit worthiness of any parties to which it extends funds, and as such, it believes that any associated credit risk exposures are limited.

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. The Company has no interest in variable interest entities and no predecessor entities.

Fair Value of Financial Instruments

ASC 820 “*Fair Value Measurements and Disclosures*” establishes a three-tier fair value hierarchy, which prioritizes the inputs in measuring fair value. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

These tiers include:

Level 1: Valuations based on quoted prices for identical assets and liabilities in active market

Level 2: Valuations based on observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.

Level 3: Valuations based on observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.

There were no material items that were measured at fair value as of December 31, 2021 and December 31, 2022.

Cash and Cash Equivalents

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had \$1,030,141 and \$0 in cash as of December 31, 2023 and December 31, 2022, respectively.

Investment in Invictus Encore

Investments in Invictus Encore is the first multifamily acquisition within the Goodegg Wealth Fund II, LLC. This investment is carried at fair value.

General and Administrative

General and administrative expenses consist of organizational costs and bank fees.

Fund Management Fees

Fund Management Fees represents accrued interest expense owed to accredited investors. Once accredited investors have funded their commitments to the fund through a subscription agreement and private placement memorandum (PPM), they begin accruing a 2% annual interest rate. This interest accrual starts 45 days after the initial funding of their commitment. The interest continues to accrue until the fund deploys the capital and invests the funds. At that point, the accrued interest is paid out to the investors as part of the fund's distribution schedule outlined in the PPM.

Professional Fees

Professional fees consist of legal and accounting services.

Other Income

Other income consists of interest earned on investor dollars deployed into high yield security. The Company has the ability to deploy the investor capital, which is held as committed but undeployed funds, into high-yield Treasury securities or money market accounts. This allows the fund to generate the 2% annual interest accrual that is paid to investors during the period between their initial funding and the ultimate deployment of their capital into real estate investments.

Income Taxes

The Company is a pass-through entity therefore any income tax expense or benefit is the responsibility of the company's owners. As such, no provision for income tax is recognized on the Statement of Operations.

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. No transactions require disclosure.

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 has no debt or other 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 December 31, 2023 to assess the need for potential recognition or disclosure in this report. Such events were evaluated through March 27, 2024, the date these financial statements were available to be issued. No events require recognition or disclosure.