Renaissance D2C Ventures Inc. and Subsidiaries

Consolidated Financial Statements

March 31, 2026

Renaissance D2C Ventures Inc. and Subsidiaries
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TAAS CONSULTING SERVICES

Independent Auditor's Report

To the Stockholders of
Renaissance D2C Ventures Inc. and Subsidiaries

We have audited the accompanying consolidated financial statements of Renaissance D2C Ventures Inc. and Subsidiaries, which comprise the balance sheet as of March 31, 2026, and the related consolidated statements of income and cash flows for the year then ended, and the related notes to the consolidated financial statements.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Renaissance D2C Ventures Inc. and Subsidiaries as of March 31, 2026, and the results of its operations and its cash flows for the year 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. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Renaissance D2C Ventures Inc. and Subsidiaries 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.

Responsibilities of Management for the Consolidated Financial Statements

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

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Renaissance D2C Ventures Inc. and Subsidiaries ability to continue as a going concern within one year after the date that the consolidated financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 generally accepted auditing standards 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 consolidated financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated 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 consolidated 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 Renaissance D2C Ventures Inc. and Subsidiaries 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 consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Renaissance D2C Ventures Inc. and Subsidiaries 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.

TAAS Consulting Services

TAAS Consulting Services
Parsippany, New Jersey
May 14, 2026

Renaissance D2C Ventures Inc. and Subsidiaries
Balance Sheet
March 31, 2026

Assets		
Current assets		
Cash	$	403,732
Accounts receivable, net		86,601
Accounts receivable, related parties		177,468
Inventory		4,866,923
Prepaid expenses and other current assets		64,984
Total current assets		5,599,708
Property and equipment, net		1,876,117
Non-current assets		
Other assets		665,796
Intangibles, net		9,960,198
Operating lease right-of-use asset		663,768
Total non-current assets		11,289,762
Total assets	$	18,765,587
Liabilities and stockholder equity		
Liabilities		
Current liabilities		
Loans payable	$	2,372,900
Accounts payable, related parties		1,761,633
Accounts payable and accrued expenses		3,468,740
Loan payable, bank - current		30,240
Operating lease liability, current		142,018
Total curent liabilities		7,775,531
Non-current liabilities		
Loan payable, bank		462,094
Deferred tax liability		76,000
Operating lease liability, net of current		551,827
Total non-curent liabilities		1,089,921
Stockholder Equity		
Common stock, no par value, 104 shares authorized, issued and outstanding		6,292,695
Non-controlling interest		3,741,272
Accumulated deficit		(133,832)
Total stockholder equity		9,900,135
Total liabilities and stockholder equity	$	18,765,587

The accompanying notes are an integral part of these consolidated financial statements.

Renaissance D2C Ventures Inc. and Subsidiaries
Statement of Income
Year Ended March 31, 2026

Net sales	$ 29,377,248
Costs of sales	9,547,900
Gross profit	19,829,348
Operating expenses	
Advertising and promotion	9,604,658
Salaries and payroll taxes	2,640,566
Technology and software	2,148,306
Payment processing fees	969,463
Depreciation and amortization	658,799
Professional fees	619,769
Shipping and delivery	461,360
Rent and utilities	406,275
Office and miscellaneous	185,696
Insurance	130,544
Showroom and security	102,914
Photography and rendering	107,678
Bad debt	5,608
Travel and entertainment	92,649
Property taxes	16,979
Payroll processing	8,686
Franchise tax	18,217
Telephone and internet	14,777
Total operating expenses	18,192,944
Income from operations	1,636,404
Other (income) expense	
Other income	(386,487)
Interest expense, net	144,573
Total other (income) expense	(241,914)
Net income before provision for income taxes	1,878,318
Provision for income taxes	(464,195)
Net income before non-controlling interest	1,414,123
Less: Net income attributable to non-controlling interest	314,597
Net income attributable to Parent company	$ 1,099,526

The accompanying notes are an integral part of these consolidated financial statements.

Renaissance D2C Ventures Inc. and Subsidiaries
Statement of Cash Flows
Year Ended March 31, 2026

Cash flows from operating activities		
Net income	$	1,414,123
Adjustments to reconcile net income to net cash used in operating activities		
Depreciation and amortization		658,793
Provision for credit losses		5,608
Employee stock option plan adjustment		(359,346)
Deferred tax liability		76,000
Operating lease right-of-use amortization		92,832
Changes in operating assets and liabilities		
Accounts receivable		(126,632)
Inventory		(964,585)
Prepaid expenses and other current assets		409,283
Other assets		(665,796)
Operating lease liability		(62,755)
Accounts payable and accrued expenses		(1,440,739)
Net cash used in operating activities		(963,214)
Cash flows from investing activities		(431,632)
Cash flows from financing activities		
Borrowings on loan payable		1,300,803
Net cash provided by financing activities		1,300,803
Net change in cash		(94,043)
Cash, beginning of the year		497,775
Cash, end of the year	$	403,732
Supplemental disclosure of cash flow information		
Interest	$	144,573
Income taxes	$	288,473
Non-cash investing and financing transaction		
Right-of-use asset and lease liability from operating lease	$	756,600

The accompanying notes are an integral part of these consolidated financial statements.

Note 1 Nature of Operations

Renaissance D2C Ventures Inc. and Subsidiaries (the "Company") is an importer, retail and wholesaler of laboratory-grown diamonds and jewelry studded with laboratory-grown diamonds whose customers are located primarily throughout the United States of America. The subsidiaries consist of Jean Dousett LLC ("JD") and Renaissance FMI Inc. ("RFMI") design and create fine jewelry, particularly engagement rings and red-carpet pieces.

Note 2 Significant Accounting Policies

Basis of Presentation
The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Non-controlling interests include the portion of consolidated net income (loss) in which the Company does not have direct equity ownership.

Basis of Consolidation
The accompanying consolidated financial statements represent the operations of Jean Dousett and RFMI. All material intercompany transactions and balances have been eliminated in consolidation.

Cash
The Company maintains cash balances in U.S. banks which are insured by the Federal Deposit Insurance Corporation of the United States of America subject to certain limitations. At times, such amounts may exceed federally insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash.

Use of Estimates
The preparation of the consolidated financial statements in conformity with GAAP 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 consolidated financial statements and the reported amounts of revenue and expenses during the reported period. Actual results could differ from those estimates.

Accounts Receivable
Accounts receivable are stated at original amount less an allowance for credit losses. An allowance for credit losses is determined based on the assessment of the Company's customers' historical collection experience, current credit worthiness, and future economic conditions.

Estimated costs associated with trade discounts, advertising allowances, markdowns, and allowance for returns which constitute variable consideration are reflected as a reduction of sales and classified as current liabilities. The Company makes allowances against known chargebacks, as well as for an estimate of potential future deductions by customers. These allowances result from negotiations with the Company's customers, historic deduction trends, the evaluation of current market conditions and future economic conditions.

Note 2 Significant Accounting Policies

The Company follows Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, that provides more decision useful information about the expected credit losses on financial instruments and changes the loss impairment methodology. This standard replaced the incurred loss methodology with an expected loss methodology that is referred to as the current expected credit loss ("CECL") methodology. CECL requires an estimate of credit losses for the remaining estimated life of the financial asset using historical experience, current conditions, and reasonable and supportable forecasts and generally applies to financial assets measured at amortized cost, including loan receivables and held-to-maturity debt securities, and some off-balance sheet credit exposures such as unfunded commitments to extend credit. Financial assets measured at amortized cost will be presented as the net amount expected to be collected by using an allowance for credit losses. At March 31, 2026, management has determined that no allowance for credit losses was required.

Inventory
Inventories, which consist primarily of finished goods, are stated at the lower of cost or net realizable value. Cost is determined in accordance with the FIFO (First-In, First-Out) method.

Intangible Assets
Intangible assets consist of various assets which have finite useful lives and are carried at cost less accumulated amortization. Amortization is provided using the straight-line method over the estimated useful lives of the intangible assets ranging from 3 to 15 years.

Property and Equipment, Net
Property and equipment are recorded at cost. Depreciation is recorded on a straight-line basis over the estimated useful lives of the assets, typically three to seven years for machinery and equipment, five to seven years for furniture and fixtures, five to seven years for model and display, and the shorter of the lease term or useful life for leasehold improvements. Expenditures for renewals and betterments that extend the useful lives of the property and equipment are capitalized. Repairs and maintenance expenditures, which do not extend the useful lives of the related assets, are expensed as incurred.

Long-Lived Assets
The Company reviews the carrying values of its long-lived assets including finite-lived intangible assets, when events or changes in circumstances would indicate that it is more likely than not their carrying values may exceed their realizable values, and records impairment charges when considered necessary.

Goodwill
Goodwill represents the excess of acquisition cost over the fair value of net assets acquired using the acquisition method of accounting as prescribed under the FASB Accounting Standards Codification ("ASC") 805, Business Combinations. In accordance with ASC 350, Intangibles – Goodwill and Other, the Company evaluates goodwill for possible impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable.

The Company follows FASB ASU No. 2021-03, Accounting Alternative for Evaluating Triggering Events. The amendments allow an entity to elect not to monitor for goodwill impairment triggering events during the reporting period and, instead, to evaluate the facts and circumstances as of the end of the reporting period to determine whether it is more likely than not that goodwill is impaired.

During the year ended March 31, 2026, due to current results and economic conditions, the Company did not perform an impairment test as there was no triggering event.

Note 2 Significant Accounting Policies

Revenue Recognition

The Company follows FASB ASC 606, Revenue from Contracts with Customers that recognizes revenue when it satisfies a performance obligation by transferring a promised good or service to a customer, which is when control is passed, either over time or at a point in time.

Control of an asset means having the ability to direct the use of, and obtain substantially all of the remaining benefits from, the asset.

The Company recognizes revenue over time if one of the following criteria are met:

- The customer simultaneously receives and consumes the benefit provided by the Company as the Company performs;
- The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- The Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for the performance completed to date. For a performance obligation satisfied over time, the Company would select an appropriate measure of progress to determine how much revenue should be recognized as the performance obligation is satisfied.

Factors which may indicate that control is passed at a point in time include, but are not limited to:

- The Company has a present right to payment for the asset;
- The Customer has legal title to the asset;
- The Company has transferred physical possession of the asset;
- The Customer has significant risks and rewards related to the ownership of the asset;
- The Customer has accepted the asset.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received. The timing of revenue recognition within the distribution business occurs based on shipment of promised goods to the customer. The timing of revenue recognition at the direct-to-consumer channel generally occurs at the point of sale within the Retail store location. The Company has elected to treat all shipping and handling activities as fulfillment costs and recognize the costs as marketing, selling and distribution expenses at the time revenue is recognized.

Advertising and Promotion Expenses

Advertising and promotion costs, which are included as a component of selling, general and administrative expenses on the consolidated statement of income, are expensed as incurred. Advertising and promotion expense was $9,604,658 for the year ended March 31, 2026, and is included as a component of operating expenses on the consolidated statement of income.

Income Taxes

The Company records taxes at statutory rates applicable to taxable income. Items which have statutorily different recognition for tax and accounting purposes are permanent differences which affect the total tax accrual. Deferred taxes are recorded to reflect timing differences in recognition of certain items for tax and accounting purposes and are recorded as a separate item of the tax provision.

Note 2 Significant Accounting Policies

Current income taxes are based on the current taxable income for federal, state and local income tax reporting purposes. Management continually evaluates expiring statutes of limitation, audits, proposed settlements, changes in tax laws and new authoritative rulings.

The Company has no material uncertain tax positions for any of the reporting periods presented. In the event that the Company incurred interest and/or penalties related to uncertain tax positions, interest would be included as a component of interest expense and penalties would be included as a component of operating expenses on the consolidated statement of income.

Leases
The Company follows FASB ASU No. 2016-02, Leases (Topic 842), and subsequent amendments thereto, which require the Company to recognize most leases on the consolidated balance sheet.

The Company elected the available practical expedients to account for existing operating leases under the new guidance, without reassessing (a) whether the contracts contain leases under the new standard, (b) whether classification of operating leases would be different in accordance with the new guidance, or (c) whether the unamortized initial direct costs before transition adjustments would have met the definition of initial direct costs in the new guidance at lease commencement.

The Company made an accounting policy election to exclude leases with an initial term of 12 months or less from the balance sheet date. The Company will recognize the lease payments on a straight-line basis over the lease term.

Note 3 Property and Equipment

Property and equipment as of March 31, 2026, consist of the following:

Furniture and fixtures	$ 270,897
Equipment	1,608,506
Leasehold improvements	1,841,852
Total	3,721,255
Less: accumulated depreciation and amortization	(1,845,138)
Property and equipment, net	$ 1,876,117

Depreciation and amortization expense related to property and equipment, net was $284,793 for the year ended March 31, 2026.

Note 4 Intangible Assets

Intangible assets consist of the following at March 31, 2026:

Goodwill	$ 9,831,700
Patent	13,615
Website development	2,766,666
Total	12,611,981
Less: accumulated depreciation and amortization	(2,651,783)
Intangible assets, net	$ 9,960,198

Amortization expense related to intangible assets for the year ended March 31, 2026, was $373,999.

Estimated amortization expense for the next fiscal year is $162,585.

Note 5 Line of Credit

As of March 31, 2026, the Company had outstanding line of credit balance to a bank of $0. The line of credit bears interest at 9.50% and matures July 2029.

Note 6 Loan Payable, Bank

At March 31, 2026, the Company had outstanding loan payable to a bank of $492,334. This loan bears interest at 3.75% and matures June 2050.

Loan payable outstanding at March 31, 2026, is scheduled to mature as follows:

Year Ending March 31,	
2027	$ 30,240
2028	30,240
2029	30,240
2030	30,240
2031	371,374
Total lease payments	492,334
Less: current portion	(30,240)
Lease liabilities – net of current portion	$ 462,094

Note 7 Operating Lease

The Company is obligated under an operating lease for office space. For the year ended March 31, 2026, lease cost amounted to $111,077 and is included as a component of operating expenses on the consolidated statement of income. The lease cost is comprised of $92,832 for amortization of the operating right-of-use asset, $18,245 of interest accretion on the lease liability.

Future minimum lease payments under operating lease are as follows:

Year Ending March 31,		
2027	$	165,240
2028		170,196
2029		175,304
2030		180,560
2031		60,776
Total lease payments		752,076
Less: interest imputed		(58,231)
		693,845
Less: current portion		(142,018)
Lease liabilities – net of current portion	$	551,827

Note 8 Related Party Transactions

At March 31, 2026, the Company had accounts receivable of $177,468 to various affiliates which is disclosed as accounts receivable, related parties.

The Company entered into various loan agreements with a related party for $3,650,000. The loans bear interest at 5% and are repayable at maturity. The loans have various maturity dates, with the final maturity in August 2027. At March 31, 2026, the loans payable balance was $2,372,900. Interest expense amounted to $152,855 for the year ended March 31, 2026. As of March 31, 2026, interest payable on these loans payable amounted to $129,925, which is included as part of accounts payable and accrued expenses on the consolidated balance sheet.

At March 31, 2026, the Company had accounts payable of $1,761,633 to various affiliates which is disclosed as accounts payable, related parties.

For the year ended March 31, 2026, the Company had sales to various affiliates of $778,978 which make up approximately 3% of total Company sales.

For the year ended March 31, 2026, the Company had reimbursements of expenses of $2,693,208 from various affiliates of the Company.

For the year ended March 31, 2026, the Company had net purchases from various affiliates of $4,439,037 which make up approximately 42% of total Company purchases.

Note 9 Income Taxes

Income taxes are provided for the tax effects of transactions reported in the consolidated financial statements and consist of taxes currently due plus deferred taxes related primarily to differences between the bases of assets and liabilities for financial and income tax reporting. The deferred taxes represent the future tax return consequences of those differences, which will either be deductible or taxable when the assets and liabilities are recovered or settled.

The components of income taxes for the year ended March 31, 2026, is as follows:

Current	
Federal	$ 210,122
State	178,073
	388,195
Deferred	
Federal	76,000
Total provision for income taxes	$ 464,195

The Company's provision for income tax shown on the statement of income differs from applying the federal statutory tax rates to income before income taxes primarily due to permanent differences and the federal benefit of state income tax deductions.

Deferred tax asset (liability) consists of the following as of March 31, 2026:

Deferred tax asset	
Operating lease	$ 6,000
Deferred tax liability	
Depreciation	(82,000)
Deferred tax liability, net	$ (76,000)

Note 10 Commitments and Contingencies

Lease

The Company has a lease for office space which expired and is on month-to-month basis. In addition, the minimum rental payments, the lease requires payment of various expenses incidental to the use of the property. Rent expense amounted to $406,275 for the year ended March 31, 2026.

Note 11 Subsequent Events

The Company has evaluated subsequent events for potential recognition or disclosure through May 14, 2026, the date the consolidated financial statements were available to be issued.