Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

VODKA BRANDS CORP

1 Desiderio Way, McKees Rocks, PA 15136
412-897-5076
www.VodkaBrandsCorp.com
VodkaBrandsCorp@yahoo.com
SIC Code: 2080

Annual Report
For the Period Ending: December 31, 2023

Outstanding Shares

As of April 10, 2024, the date of this report, the number of shares outstanding of our Common Stock was 13,038,869

As of December 31, 2023, the number of shares outstanding of our Common Stock was 13,038,869

As of September 30, 2023, the number of shares outstanding of our Common Stock was 13,038,869

As of December 31, 2022, the number of shares outstanding of our Common Stock was 12,988,869

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐ No: ×

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ×

Change in Control

Indicate by check mark whether a Change in Control[14] of the company has occurred during this reporting period:

Yes: ☐ No: ×

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[14] "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

Vodka Brands Corp

Current State and Date of Incorporation or Registration: **Pennsylvania April 17, 2014**
Standing in this jurisdiction: (e.g. active, default, inactive): **Active**

Prior Incorporation Information for the issuer and any predecessors during the past five years: **N/A**

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

The Company has never been the subject of a trading suspension order by the Securities and Exchange Commission.

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

Since its inception in 2014, the Company has not engaged in a stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization.

The Company may form an advisory committee to advise on possible merger or acquisition possibilities.

Address of the issuer's principal executive office:

The Company's principal executive offices are located at 1 Desiderio Way, McKees Rocks, PA 15136.

Address of the issuer's principal place of business:

X *Check if principal executive office and principal place of business are the same address*

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ×

2) Security Information

Transfer Agent

Name: VStock Transfer LLC
Phone: 212-828-8436
Email: info@vstocktransfer.com
Address: 18 Lafayette Place Woodmere, NY 11598

Is the Transfer Agent registered under the Exchange Act? Yes: × No: ☐

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	**VDKB**
Exact title and class of securities outstanding:	**Common Stock**
CUSIP:	**92858P104**
Par or stated value:	**None**
Total shares authorized:	100,000,000 as of date: 12/31/2023
Total shares outstanding:	13,038,869 as of date: 12/31/2023
Number of shares in the Public Float[2]:	553,257 as of date: 12/31/2023
Total number of shareholders of record:	98 as of date: 12/31/2023

All additional class(es) of publicly traded securities (if any): **None**

Other classes of authorized or outstanding equity securities that do not have a trading symbol: **None**

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. **For common equity, describe any dividend, voting and preemption rights.**

Each share of our common stock entitles the holder to one (1) vote, either in person or by proxy, at meetings of shareholders.

2. **For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

We currently have no share of preferred stock issued or outstanding.

3. **Describe any other material rights of common or preferred stockholders.**

None.

4. **Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

None.

[2] "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

3) Issuance History

*The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.*

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: X (If yes, you must complete the table below)

Shares Outstanding Opening Balance: Date 12/31/2021 Common: 12,988,869 Preferred: 0			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g., new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.**	**Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**
1/12/2023	new issuance	50,000	Common	$0.70	______	Prolifllix LLC (Silvio Lilli)	Services	Restricted	Reg D
Shares Outstanding on Date of This Report: Ending Balance: Date 4/10/2024 Common: 13,038,869 Preferred: 0									

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

******Control persons for any entities in the table above must be disclosed in the table or in a footnote here.***

Use the space below to provide any additional details, including footnotes to the table above:

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B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: X Yes: ☐ (If yes, you must complete the table below)

Date of Note Issuance	**Outstanding Balance ($)**	**Principal Amount at Issuance ($)**	**Interest Accrued ($)**	**Maturity Date**	**Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)**	**Name of Noteholder.** ***** You must disclose the control person(s) for any entities listed.**	**Reason for Issuance (e.g. Loan, Services, etc.)**
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

******Control persons for any entities in the table above must be disclosed in the table or in a footnote here.***

Use the space below to provide any additional details, including footnotes to the table above:

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4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Vodka Brands Corp was founded in 2014 by Mark Lucero. The Company owns and distributes the super-premium award-winning Blue Diamond Vodka brand and several other brands under development. The Company's brands include premium brands of vodka sold under the Company's brand names. Blue Diamond Vodka, White Diamond Vodka, and Diamond Girl Vodka. Vodka Brands strives to produce exceptional quality vodka with recognizable brand names and expand distribution nationally and internationally.

Brands under development include:

- White Crystal
- Blue Crystal and
- Us-registered trademarks include Blue Diamond, White Diamond, and Diamond Girl.

Blue Diamond is also a registered Trademark in the European Union.

B. List any subsidiaries, parent company, or affiliated companies.

None

C. Describe the issuers' principal products or services.

Vodka Brands Corp products are registered and sold in North Carolina, Pennsylvania, New York, Ohio, West Virginia, and Michigan. Brand registrations have been approved in Florida and Texas.

The manufacturing, importation, distribution and sale of alcohol-based beverages are subject to regulation by the Federal government through the Alcohol and Tobacco Tax and Trade Bureau and State and local regulatory agencies. Brand suppliers, distributors and retailers must be properly licensed in order to sell alcohol-based beverages. In most states, the alcohol-based beverage industry operates within what is commonly referred to as a three-tier system of distribution. Tier one consists of brand suppliers and manufacturers that produce alcohol-based beverages and/or importers of alcohol-based beverages, bringing products into the United States through US Customs control. Tier two consists of distributors, other sub-distributors and the Control States, which in turn market the products through brokers. Tier three consists of licensees, both on and off-premise customers such as retailers which sell the products to consumers. Under the three-tier system, brand suppliers and manufacturers sell to distributors and/or Control States, distributors and or Control States sell to licensees or state stores, and licensees or state stores sell to consumers. Typically, brand suppliers cannot sell to licensees or consumers and distributors cannot sell directly to consumers. We are a Tier one supplier and importer. We hold permits that allow us to ship products to Florida, North Carolina, Pennsylvania, New York, Ohio, West Virginia, Texas, and Michigan. We face scrutiny in a number of important areas, including initial licensing or permitting and ongoing sales and marketing activities with or on behalf of customers. We believe that we are in compliance with applicable regulations in all material respects.

As of December 31, 2023, the majority of our revenue is from Pennsylvania and North Carolina. The other States where we have distribution are New York, Ohio, West Virginia, and Florida. States where we have recently registered our brands include Texas and Michigan. We deal with "control" states and "non-control" states. In control states, we sell directly to the State liquor control authority. In most cases, we sell through a distributor. We typically have no contractual agreement for minimum sales or time requirements with these distributors. However, agreements can vary depending on the distributor.

We have sought and in the future plan to seek merger or acquisition candidates and conduct a restructuring transaction, in which case we may discontinue our current operations. Any such transaction may result in dilution of your ownership interests, a reverse stock split, or a reduction in your ownership interests.

Product Production

Our product components are sourced from various Northern and Eastern European countries, including Finland, France, Poland, and Italy. Alcohol is sourced from Finland and finished and bottled in Estonia. All formulation is under our direction and produced to our specifications. We also have domestic sources of production if necessary, in the future.

Raw Material

Raw materials used to make our vodka products are available from a variety of suppliers. In the event our European distiller is unable to obtain the raw materials necessary to make our vodka products, we believe that alternative sources of raw materials would be available. We have not experienced any material adverse effect on our business as a result of shortages of raw materials. An unexpected interruption or a shortage in the supply of raw materials could adversely affect our business derived from these products.

Research and Development

All of our research to date has been done by Mark T. Lucero, our Founder, Chief Executive Officer, President and Director. We have not spent funds on research and development since inception.

Competition

We believe that we compete on the basis of quality, price, brand recognition, and distribution strength. We compete with other alcoholic beverages for consumer purchases, as well as for shelf space in retail stores and restaurant presence. We compete with numerous local, national, multinational producers and distributors of beverage alcohol products, selling products in Pennsylvania and West Virginia, many of which have greater resources than us. There is no assurance we will not be able to compete effectively.

Seasonality

Our business is not affected by seasonal factors.

Intellectual Property

We hold four trade names registered with the United States Patent & Trademark Office (USPTO): Blue Diamond (USPTO 78523193), Diamond Girl (USPTO 85587393), White Crystal (USPTO 2,993,050), and Blue Crystal (USPTO 3,490,176).

Risk Factors

In addition to the information discussed elsewhere in this Annual Report, the following are important risks which could adversely affect our future results. If any of the risks we describe below materialize, or if any unforeseen risk develops, our operating results may suffer, our financial condition may deteriorate, the trading price of our common stock may decline and our investors could lose all or part of their investment.

Risks Related to Our Financial Condition

There is substantial doubt about our ability to continue as a going concern as a result of our limited operating history and financial resources, and if we are unable to generate significant revenue or secure financing, we may be required to cease or curtail our operations.

We incurred a loss of $23,488 and a net gain of $52,373 for the twelve months ended December 31, 2022, and December 31, 2023, respectively. As a result, our independent registered public accounting firm has included an explanatory paragraph in its audit opinion that we may be unable to continue as a going concern. Our limited operating history and financial resources raise substantial doubt about our ability to continue as a going concern and our financial statements contain a going concern qualification. Our financial statements do not include adjustments that might result from the outcome of this uncertainty, and if we are unable to generate significant revenue or secure financing, we may be required to cease or curtail our operations.

We are an early-stage company with little or no historical performance for you to base an investment decision upon, and we may never become profitable.

We are a recently formed company founded in July of 2014 with limited revenue. Accordingly, we have limited historical performance upon which you may evaluate our prospects for achieving our business objectives and becoming profitable in light of the risks, difficulties and uncertainties frequently encountered by early-stage companies such as us. Accordingly, before investing in our common stock, you should consider the challenges, expenses and difficulties that we will face as an early-stage company and whether we will ever become profitable.

We are dependent on the sale of our securities to fund our operations.

To date, we had minimal revenues from our operations which are insufficient to fund our operations. We are dependent on the sale of our securities to fund our operations and will remain so until we generate sufficient revenues to pay for our operating costs. Our officers and directors have made no written commitments with respect to providing a source of liquidity in the form of cash advances, loans and/or financial guarantees.

If we are unable to generate sufficient revenues for our operating expenses, we will need financing, which we may be unable to obtain; should we fail to obtain sufficient financing, our revenues will be negatively impacted.

For the twelve months ended December 31, 2022, and 2023, our revenues were $52,858 and $33,770. Because we have limited revenues and lack historical financial data, including revenue data, our future revenues are unpredictable. Our operating expenses are presently approximately $3,000 per month or $36,000 annually. We will require $3,000 per month or $36,000 over the next twelve months to meet our existing operational costs, which consist of advertising, salaries, and other general administrative expenses.

Our revenues are not sufficient to pay our operating costs. Until we generate material operating revenues, we require additional debt or equity funding to continue our operations. We intend to raise additional funds from an offering of our stock in the future; however, this offering may never occur, or if it occurs, we may be unable to raise the required funding. We do not have any plans or specific agreements for new sources of funding, and we have no agreements for financing in place.

Risks Related to Our Business

We may be subject to product liability claims, which could negatively impact our financial condition.

By selling vodka beverages, we will face an inherent business risk of exposure to product liability claims in the event that the use of our vodka products results in personal injury or death. We maintain product liability insurance coverage in the amount of $1,000,000 per incident to protect us from such claims. A successful product liability claim or series of claims brought against us, in excess of our insurance coverage, would negatively impact our business.

Third parties can purchase similar products to what we sell, which may negatively affect our revenues.

We purchase our finished vodka product from a European distiller on a non-exclusive basis. Although our brands are made to our exact specifications, our European distiller produces vodka and other alcoholic beverage products for other third parties who sell the products under their own brand names.

Regulatory decisions and changes in the legal, regulatory and tax environment where our vodka is produced and where we operate could limit our business activities or increase our operating costs and reduce our margins.

Our business is subject to extensive regulation regarding production, distribution, marketing, advertising and labeling of beverage alcohol products in the U.S. and in Europe, where our vodka is produced. We are required to comply with these regulations and maintain various permits and licenses. We are also required to conduct business only with holders of licenses to import, warehouse, transport, distribute, and sell spirits. We cannot assure you that these and other governmental regulations applicable to our industry will not change or become more stringent. Moreover, because these laws and regulations are subject to interpretation, we may not be able to predict when and to what extent liability may arise.

Additionally, due to increasing public concern over alcohol-related societal problems, including driving while intoxicated, underage drinking, alcoholism and health consequences from the abuse of alcohol, various levels of government may seek to impose additional restrictions or limits on advertising or other marketing activities promoting beverage alcohol products. Failure to comply with any of the current or future regulations and requirements relating to our industry and products could result in monetary penalties, suspension or even revocation of our licenses and permits. Costs of compliance with changes in regulations could be significant and could harm our business, as we may find it necessary to raise our prices in order to maintain profit margins, which could lower the demand for our products and reduce our sales and profit potential.

In addition, the distribution of beverage alcohol products is subject to extensive taxation both in the United States and internationally (and, in the United States, at both the federal and state government levels), and beverage alcohol products themselves are the subject of national import and excise duties in most countries around the world. An increase in taxation or in import or excise duties could also significantly harm our sales revenue and margins, both through the reduction of overall consumption and by encouraging consumers to switch to lower-taxed categories of beverage alcohol.

The sales of our products would be materially reduced if we cannot maintain a listing in states.

We sell our Blue Diamond Vodka in Pennsylvania, New York, West Virginia, Florida, Ohio, and North Carolina. In Pennsylvania and West Virginia, the state liquor commission acts in place of distributors and decides which products are to be purchased and offered for sale in its state. As such, the state is our customer. Products selected for listing must generally reach certain volumes and/or profit levels to maintain their listings. Products are selected for purchase and sale through listing procedures which are generally made available to new products only at periodically scheduled listing interviews. If in the future we are unable to maintain our current licenses in Pennsylvania, New York, West Virginia, Florida, Ohio, and North Carolina, sales of our products would be materially reduced, which could cause you to lose your entire investment.

Contamination of our products, confusingly similar products or trademark infringement could harm the image and integrity of or decrease customer support for our brands and decrease our sales.

The success of our brand depends upon the positive image that consumers have of the Blue Diamond Vodka name. Contamination, whether arising accidentally or through deliberate third-party action or other events that harm the integrity or consumer support for our brands, could affect the demand for our products. Contaminants in raw materials purchased from third parties and used in the production of our products or defects in the distillation process could lead to low beverage quality as well as illness among, or injury to, consumers of our products and could result in reduced sales of the affected brand or all of our brands. Also, to the extent that third parties sell products that are either counterfeit versions of our brands or brands that look like our brands, consumers of our brands could confuse our products with products that they consider inferior. This could cause them to refrain from purchasing our brands in the future and, in turn, could impair our brand equity and adversely affect our sales and operations.

Disruptions at our warehouse or production facility in Estonia could adversely affect our business.

Our Vodka products are produced at a single location in Estonia and are shipped and stored at a single location in New Jersey. A catastrophic event causing physical damage, disruption, or failure at the facility that produces or stores our vodka could adversely affect our business. A consequence of disruption could be our inability to meet consumer demand for the affected products for a period of time. In addition, insurance proceeds may be insufficient to cover the replacement value of inventory and other assets if they were to be lost. Disaster recovery plans may not prevent business disruption, and reconstruction of any damaged facilities could require a significant amount of time.

We face substantial competition in the alcoholic beverage industry, and we may not be able to compete effectively.

Consolidation among spirits producers, distributors, wholesalers, or retailers could create a more challenging competitive landscape for our products. Consolidation at any level could hinder the distribution and sale of our products as a result of reduced attention and resources allocated to our brands, both during and after transition periods, because our brands might represent a smaller portion of the new business portfolio. Expansion into new product categories by other suppliers, or innovation by new entrants into the market, could increase competition in our product categories. Changes to our route-to-consumer models or partners in important markets could result in temporary or longer-term sales disruption, higher implementation-related or fixed costs, and could negatively affect other business relationships we might have with that partner. Distribution network disruption or fluctuations in our product inventory levels with distributors, wholesalers, or retailers could negatively affect our results for a particular period.

Our competitors may respond to industry and economic conditions more rapidly or effectively than we do. Our competitors offer products that compete directly with ours for shelf space, promotional displays, and consumer purchases. Pricing (including price promotions, discounting, couponing, and free goods), marketing, new product introductions, entry into our distribution networks, and other competitive behavior by our competitors could adversely affect our sales margins and profitability.

Our business operations may be adversely affected by social, political and economic conditions affecting market risks and the demand for and pricing of our vodka products. These risks include:

- Unfavorable economic conditions and related low consumer confidence, high unemployment, weak credit or capital markets, sovereign debt defaults, sequestrations, austerity measures, higher interest rates, political

instability, higher inflation, deflation, lower returns on pension assets, or lower discount rates for pension obligations;
- Changes in laws, regulations, or policies – especially those that affect the production, importation, marketing, sale, or consumption of our beverage alcohol products;
- Tax rate changes (including excise, sales, tariffs, duties, corporate, individual income, dividends, capital gains), or changes in related reserves, changes in tax rules or accounting standards, and the unpredictability and suddenness with which they can occur;
- Dependence upon the continued growth of brand names;
- Changes in consumer preferences, consumption, or purchase patterns – particularly away from vodka, and our ability to anticipate and react to them; bar, restaurant, travel, or other on-premise declines;
- Unfavorable consumer reaction to our products, package changes, product reformulations, or other product innovation;
- Decline in the social acceptability of beverage alcohol products in our markets;
- Production facility or supply chain disruption;
- Imprecision in supply/demand forecasting;
- Higher costs, lower quality, or unavailability of energy, input materials, labor, or finished goods;
- Route-to-consumer changes that affect the timing of our sales, temporarily disrupt the marketing or sale of our products, or result in higher implementation-related or fixed costs;
- Inventory fluctuations in our products by distributors, wholesalers, or retailers;
- Competitors' consolidation or other competitive activities, such as pricing actions (including price reductions, promotions, discounting, couponing, or free goods), marketing, category expansion, product introductions, or entry or expansion in our geographic markets;
- Insufficient protection of our intellectual property rights; product recalls or other product liability claims; product counterfeiting, tampering, or product quality issues;
- Significant legal disputes and proceedings; government investigations (particularly of industry or company business, trade or marketing practices);
- Failure or breach of key information technology systems;
- Negative publicity related to our company, brands, marketing, personnel, operations, business performance or prospects; and
- Business disruption, decline, or costs related to organizational changes, reductions in workforce, or other cost-cutting measures, or our failure to attract or retain key executive or employee talent.

Risks Related to Our Management

Should we lose the services of Mark T. Lucero, our Founder, Chief Executive Officer, President and Director, our financial condition would be negatively impacted.

Our future depends on the continued contributions of Mark T. Lucero, our Founder, Chief Executive Officer, President and Director, who would be difficult to replace. Mr. Lucero's services are critical to the management of our business and operations. We do not maintain key man life insurance on Mr. Lucero. Should we lose his services, we may be unable to replace his services with equally competent and experienced personnel, and our operational goals and strategies may be adversely affected, which will negatively affect our potential revenues.

Mark T. Lucero, our Founder, Chief Executive Officer, President and Director, has actual and potential conflicts of interest which may not be resolved in our favor.

Mark T. Lucero, our Founder, Chief Executive Officer, President and Director, has actual and potential conflicts of interest that may negatively impact our operations and revenues. Mr. Lucero's other business interests are in conflict with our interests and those of our minority stockholders. We may present Mr. Lucero with business opportunities, which are mutually desired. We could compete with Mr. Lucero's other business interests for customers, pricing, investment capital, technical resources, management time, key personnel and other opportunities. We have not entered into employment agreements with Mr. Lucero prohibiting him from engaging in activities that compete with our business. You should carefully consider these conflicts of interest before deciding whether to invest in shares of our common stock. We have not yet adopted a policy for resolving such conflicts of interest. Any of these conflicts could negatively impact our revenues.

Mr. Lucero is a shareholder of Pug Dog Distillery, which produces rum and owns the trademark "Pug Dog." We may do cross-marketing with Pug Dog Distillery LTD using the same distributors. There is no anticipated conflict of interest since the products of each company are separate product categories. Any joint marketing efforts between the companies may be synergistic.

Our officers and directors devote limited time to our business, which may negatively impact our plan of operations, the implementation of our business plan, and our potential profitability.

Mark T. Lucero, our Founder, Chief Executive Officer, President and Director, dedicates approximately 160 hours per month to the Company. John J. Hadgkiss, our Secretary and Director, is not required to devote significant hours to company operations. Additionally, Mr. Lucero owns another company, Beverage Brands, Inc., that holds a Federal import permit. Beverage Brands, Inc. allows Vodka Brands Corp to utilize this permit without charge.

Our officers and directors have no experience managing a public company which is required to establish and maintain disclosure controls and procedures, including internal control over financial reporting.

Our management has no experience in managing a public company which is required to establish and maintain disclosure controls and procedures, along with internal control over financial reporting. As a result, we may not be able to operate successfully as a public company, even if our operations are successful. We plan to comply with all of the various rules and regulations, which are required for a public company that is a reporting company with the Securities and Exchange Commission. However, if we cannot operate successfully as a public company, your investment may be materially adversely affected.

Because we do not have an audit or compensation committee, shareholders will be required to rely on the members of our board of directors, who are not independent, to perform these functions.

We do not have an audit or compensation committee or board of directors as a whole that is composed of independent directors. Because our directors are also our officers and controlling shareholders, they are not independent. There is a potential conflict between their or our interests and our shareholders' interests since our directors are also our officers who will participate in discussions concerning management compensation and audit issues that may affect management decisions. Until we have an audit committee or independent directors, there may be less oversight of management decisions and activities and little ability for minority shareholders to challenge or reverse those activities and decisions, even if they are not in the best interests of minority shareholders.

Risks Related to Our Common Stock

Our officers and directors have voting control over all matters submitted to a vote of our common stockholders, which will prevent our minority shareholders from having the ability to control any of our corporate actions.

As of the date of the filing of this Information and Disclosure Statement, we had 13,038,869 shares of common stock outstanding, each entitled to one vote per common share. Our Founder, Chief Executive Officer, President and Director, Mark T. Lucero, controls 10,041,210 common shares, which entitles him to control approximately 77.01% of the votes on all matters submitted to a vote of our common stockholders. As a result, Mr. Lucero has the ability to determine the outcome of all matters submitted to our stockholders for approval, including the election of directors. Our management's control of our voting securities may make it impossible to complete some corporate transactions without its support and may prevent a change in our control. In addition, this ownership could discourage the acquisition of our common stock by potential investors and could have an anti-takeover effect, possibly depressing the trading price of our common stock.

We will be subject to penny stock regulations and restrictions, and you may have difficulty selling shares of our common stock.

The SEC has adopted regulations that generally define so-called "penny stocks" to be equity securities with a market price of less than $5.00 per share or an exercise price of less than $5.00 per share, subject to certain exemptions. We anticipate that our common stock will be a "penny stock," and we will become subject to Rule 15g-9 under the Exchange Act, or the "Penny Stock Rule." This rule imposes additional sales practice requirements on broker-dealers that sell such securities to persons other than established customers. For transactions covered by Rule 15g-9, a broker-dealer must make a special suitability determination for the purchaser and have received the purchaser's written consent to the transaction prior to sale. As a result, this rule may affect the ability of broker-dealers to sell our common shares and may affect the ability of purchasers to sell any of our common shares in the secondary market.

For any transaction (other than an exempt transaction) involving a penny stock, the rules require delivery, prior to such transaction, of a disclosure schedule prepared by the SEC relating to the penny stock market. Disclosure is also required to be made regarding sales commissions payable to both the broker-dealer and the registered representative and current quotations for the securities. Finally, monthly statements are required to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stock.

We do not anticipate that our common stock will qualify for exemption from the Penny Stock Rule. In any event, even if our common stock is exempt from the Penny Stock Rule, we would remain subject to Section 15(b)(6) of the Exchange Act, which gives the SEC the authority to restrict any person from participating in a distribution of penny stock, if the SEC finds that such a restriction would be in the public interest.

Sales of our common stock under Rule 144 could reduce the price of our stock.

In general, unless registered with the SEC, persons holding restricted securities, including affiliates, must hold their shares for a period of at least twelve months, may not sell more than one percent of the total issued and outstanding shares in any 90-day period, and must resell the shares in an unsolicited brokerage transaction at the market price. If substantial amounts of our common stock become available for resale under Rule 144, prevailing market prices for our common stock will be reduced.

We may, in the future, issue additional securities, which would reduce investors' percent of ownership and may dilute our share value.

Our Articles of Incorporation authorize us to issue 100,000,000 shares of common stock. As of the date of this Information and Disclosure Statement, we have 13,038,869 shares of common stock outstanding. Accordingly, we may issue up to an additional 86,961,131 shares of common stock. The future issuance of common stock may result in substantial dilution in the percentage of our common stock held by our then-existing shareholders. We may value any common stock issued in the future on an arbitrary basis, including for services or acquisitions or other corporate actions that may have the effect of diluting the value of the shares held by our stockholders and might have an adverse effect on any trading market for our common stock. Our board of directors may designate the rights, terms and preferences of our authorized but unissued preferred shares at its discretion, including conversion and voting preferences without notice to our shareholders.

Because we do not expect to pay dividends for the foreseeable future, investors seeking cash dividends should not purchase our common stock.

We have never declared or paid any cash dividends on our common stock. We currently intend to retain future earnings, if any, to finance our business. As a result, we do not anticipate paying any cash dividends in the foreseeable future. Our payment of any future dividends will be at the sole discretion of our Board of Directors after considering whether we have generated sufficient revenues, our financial condition, operating results, cash needs, growth plans and other factors. Accordingly, investors that are seeking cash dividends should not purchase our common stock.

As an issuer of "penny stock," the protection provided by the federal securities laws relating to forward-looking statements does not apply to us.

Although the federal securities law provides a safe harbor for forward-looking statements made by a public company that files reports under the federal securities laws, this safe harbor is not available to issuers of penny stocks. As a result, if we are a penny stock, we will not have the benefit of this safe harbor protection in the event of any claim that the material provided by us contained a material misstatement of fact or was misleading in any material respect because of our failure to include any statements necessary to make the statements not misleading.

5) Issuer's Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

We lease approximately 400 square feet of office space at 554 33rd St., Pittsburgh, PA 15201, from RCH Pittsburgh LLC, a company controlled by Richard C Hvizdak. We paid annual rent of 10,000 shares of our common stock for this location. This location is adequate and suitable for our current needs.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.
If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Mark T Lucero	Chief Executive Officer and Chairman	1 Desiderio Way, McKees Rocks, PA 15136	10,041,210	Common	77.01%	———
John J Hadgkiss	Corporate Secretary and Director	315 Trafalgar Sq Cranberry Twp, PA 16066	200,000	Common	1.53%	———

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

   NONE

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

NONE

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

   NONE

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a “yes” answer to part 3 above; or

   NONE

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person’s involvement in any type of business or securities activities.

   NONE

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

   NONE

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

   NONE

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.
Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name:	Brenda Hamilton
Firm:	Hamilton & Associates Law Group, P.A.
Address 1:	200 E Palmetto Park Road, Suite 103
Address 2:	Boca Raton, FL 33432
Phone:	561-416-8956
Email:	info@securiiteslawyer101.com

Accountant or Auditor

Name: Will Winter
Firm: Winter Accounting & Advertising LLC
Address 1: 601 Allegheny River Blvd
Address 2: Verona, PA 15147
Phone: 412-794-8224
Email: _____

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn _____
Facebook: _____
[Other] _____

Other Service Providers
Provide the name of any other service provider(s) **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: **Mark T. Lucero**
Title: **Chief Executive Officer**
Relationship to Issuer: **Chief Executive Officer and Chairman**

B. The following financial statements were prepared in accordance with:

☐ IFRS
☓ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name:	**Will Winter**
Title:	**CPA**
Relationship to Issuer:	**Accountant**

Describe the qualifications of the person or persons who prepared the financial statements:[35]

Mr. Winter is a CPA licensed in the state of Pennsylvania.

Provide the following qualifying financial statements:

- o Audit letter, if audited;
- o Balance Sheet;
- o Statement of Income;
- o Statement of Cash Flows;
- o Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- o Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

[35] The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Mark T Lucero, the Chief Executive Officer of Vodka Brands Corp, certify that:

1. I have reviewed this Annual Disclosure Statement for Vodka Brands Corp;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

[Date] 4/10/2024

/s/ Mark T Lucero [Chief Executive Officer]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Vodka Brands Corp

Index to Condensed Financial Statements

December 31, 2023

Vodka Brands Corp
Condensed Balance Sheet
December 31, 2023

	December 31, 2023	December 31, 2022
Assets		
Current Assets		
Cash	203	13
Accounts Receivable, net	69,907	41,467
Accounts Receivable, net - Related Party	23,835	23,835
Inventory	61,452	151,598
Total Current Assets	155,397	216,911
Property, Plant, Equipment		
Office Equipment	931	931
Less: Accumulated Depreciation	(931)	(931)
Total Property, Plant, Equipment	-	-
Other Assets		
Trademarks	32,194	32,194
Accumulated Amortization	(24,790)	(22,634)
Total Other Assets	7,404	9,560
Total Assets	162,800	226,472
Liabilities & Shareholders' Equity		
Current Liabilities		
Accounts Payable	5,024	61,134
Accounts Payable - Related Party	16,562	16,562
Interest Payable - Related Party	15,750	15,000
Advances Payable - Related Party	200,559	260,166
Notes Payable - Related Party	101,388	101,388
Notes Payable	7,000	7,000
Accrued Expenses	125	125
Total Current Liabilities	346,408	461,374
Stockholders' Equity		
Common Stock, no par value, 100,000 shares authorized; 12,988,869 issued and 12,907,969 shares outstanding as of December 31, 2023 and 12,741,183 shares outstanding as of December 31, 2022	781,055	781,055
Subscription Receivable	(11,000)	(11,000)
Treasury Stock, at cost 80,900 shares at December 31, 2023 and 80,900 at December 31, 2022	(27,900)	(27,900)
Acumulated Deficit	(925,763)	(977,057)
Total Stockholders' Equity	(183,608)	(234,902)
Total Liabilities & Stockholders' Equity	162,800	226,472

Vodka Brands Corp
Condensed Statement of Operations
December 31, 2023

	December 31, 2023	December 31, 2022
Sales	2,000	36,600
Cost of Sales	1,857	27,471
Gross Profit	143	9,129
Operating Expenses		
Selling Expenses	-	951
General and Administrative Expenses	1,093	7,386
Total Operating Expenses	1,093	8,337
Other Income		
Cancellation of Debt	-	-
Net Income (Loss)	(950)	793
Basic and Diluted Loss Per Common Share	(0.00007)	0.00006

Vodka Brands Corp
Condensed Statement of Operations
December 31, 2023

	December 31, 2023	December 31, 2022
Sales	33,770	52,858
Cost of Sales	22,192	38,217
Gross Profit	11,578	14,641
Operating Expenses		
Selling Expenses	1,347	7,327
General and Administrative Expenses	7,858	30,803
Total Operating Expenses	9,205	38,129
Other Income		
Cancellation of Debt	50,000	-
Net Income (Loss)	52,373	(23,488)
Basic and Diluted Loss Per Common Share	0.00403	(0.00182)

Vodka Brands Corp
Condensed Statement of Changes in Stockholders' Equity
December 31, 2023

	Common Stock (No Par Value)		Treasury Stock (No Par Value)				Total
	Shares	Amount	Shares	Amount	Subscriptions Receivables	Accumulated Deficit	Stockholders' Equity (Deficit)
Balance at September 30, 2023	12,988,869	781,055	(80,900)	(27,900)	(11,000)	(922,891)	(180,736)
Prior Period Adjustment						(1,922)	(1,922)
Net Income (Loss)						(950)	(950)
Balance at December 31, 2023	12,988,869	781,055	(80,900)	(27,900)	(11,000)	(925,763)	(183,608)

	Common Stock (No Par Value)		Treasury Stock (No Par Value)				Total
	Shares	Amount	Shares	Amount	Subscriptions Receivable	Accumulated Deficit	Stockholders' Equity (Deficit)
Balance at September 30, 2022	12,988,869	781,055	(80,900)	(27,900)	(11,000)	(975,015)	(232,860)
Net Income (Loss)	-	-	-	-	-	(10,265)	(10,265)
Balance at December 31, 2022	12,988,869	781,055	(80,900)	(27,900)	(11,000)	(985,280)	(243,125)

Vodka Brands Corp

Condensed Statement of Cash Flows

December 31, 2023

	December 31, 2023	December 31, 2022
Cash Flows From Operating Activities		
Net Income (Loss)	52,373	(23,488)
Adjustments to Reconcile Net Loss to net cash used for operations:		
Depreciation/Amortization	1,078	4,312
(Increase) Decrease in:		
Accounts Receivable	(28,440)	(32,286)
Advance to broker		3,000
Inventory	90,146	9,552
Increase (Decrease) in:		
Accounts Payable	(56,110)	29,341
Interest Payable	750	3,000
Net Cash Used in Operating Activities	59,797	(6,568)
Cash Flows From Financing Activities		
Increase (Decrease) Loan Payable - Related Party	(59,607)	5,310
Total Property, Plant, Equipment	(59,607)	5,310
Net Increase (Decrease) in Cash	190	(1,259)
Cash - Beginning of Year	13	1,272
Cash - End of Year	203	13

Note 1 – Condensed Financial Statements

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP) as promulgated by the Financial Accounting Standards Board (FASB)'s Accounting Standards Codification (ASC). In the opinion of management, all adjustments (consisting only of normal recurring adjustments) necessary for the fair presentation of the financial information for the interim periods reported have been made.

Note 2 – Organization and Business

Vodka Brands Corp (the Company) was incorporated on April 17, 2014 (Inception) as a Pennsylvania corporation with a year-end of December 31. The Company is primarily engaged in the import and distribution of alcoholic beverages. From Inception through March of 2015, the Company imported its alcoholic beverages through a related party. The Company obtained its own importing license in April 2015. The Company distributes in the United States. Its products are primarily sold to wholesale distributors as well as to state alcohol control agencies.

Note 3 – Going Concern

These accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. For the three months ended December 31, 2023, the Company had a net loss of $950. As of December 31, 2023 the Company has an accumulated deficit of $925,763. The Company expects to incur additional operating losses in the immediate future. Given the operating loss and expected future operating losses, the Company's ability to realize its assets and discharge its liabilities depends on its ability to generate cash from capital financing and generate future profitable operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The Company is planning on obtaining additional financing through the issuance of equity or debt. To the extent that the funds generated from any private placements, public offerings and/or bank financing are insufficient, the Company will have to raise additional working capital through other channels.

Note 4 – Summary of Significant Accounting Policies

Basis of Presentation

These financial statements are presented in U.S. dollars and are prepared in accordance with U.S. GAAP.

Use of Estimates

The preparation of financial statements in conformity with U.S. 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 financial statements and the reported amounts of revenues and expenses during the reporting period. The Company's significant accounting policies are those that are both most important to the Company's financial condition and results of operations and require the most difficult, subjective, or complex judgments on the part of management in their application, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. Because of the uncertainty of factors surrounding the estimates or judgments used in the preparation of the financial statements, actual results may materially vary from these estimates. Significant estimates included the allowance for doubtful accounts and valuation of trademarks.

Revenue Recognition

Revenue from Contracts with Customers

Sales Revenue

Historically, 100% of the Company's revenue is derived from the sale of its inventory of alcoholic beverages. The Company recognizes revenue when the customer takes ownership of the applicable goods and assumes risk of loss, collection of the relevant receivable is probable, persuasive evidence of a sale exists, and the sales price is fixed or determinable and can be allocated to the performance obligation. Title passes when delivery has occurred. For the Company, the performance obligation consists of delivering the applicable goods to the customer, and the full amount of the transaction price is allocated to this performance obligation. Accordingly, revenue is recognized at a point in time once the performance obligation has been satisfied. Provisions for discounts and rebates to customers are provided for in the same period the related sales are recorded. The Company accounts for rebates as a reduction of revenue and accrues for the estimated amounts to be paid.

Shipping and Handling

Shipping and handling costs relating to the delivery of the applicable goods are recorded in costs of sales.

Concentrations of Credit Risk

Financial instruments that subject the Company to concentrations of credit risk consist primarily of cash, accounts receivable, accounts payable, and accrued expenses and approximate their fair value due to the short maturities of those instruments.

Cash

The Company maintains its cash in non-interest-bearing accounts at various banking institutions that are insured by the Federal Deposit Insurance Company up to $250,000. The Company's deposits may, from time to time, exceed the $250,000 limit; however, management believes that there is no unusual risk present, as the company places its cash with financial institutions which management considers being of high quality.

Accounts Receivable

The allowance for doubtful accounts is the Company's best estimate of the amount of probable credit losses in the Company's existing accounts receivable. The Company determines the allowance based on management's experience. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is remote. The allowance for doubtful accounts was $0 as of December 31, 2023 and 2022. The Company does not have any off-balance-sheet credit exposure related to its customers. Collections on accounts receivable previously written-off are included in income as received.

Inventory

Inventories are stated at the lower of cost, as determined on a weighted average basis, or market. Costs of inventories include purchase and related costs incurred in bringing the products to their present location and condition. Market value is determined by reference to selling prices after the balance sheet date or to management's estimates based on prevailing market conditions. Management writes down the inventories to market value if it is below cost. Management regularly evaluates the composition of the Company's inventories to identify slow-moving and obsolete inventories to determine if a valuation allowance is required. The allowance for slow-moving and obsolete inventories was $0 as of December 31, 2023 and 2022. However, there was shrinkage in inventory of $19,048 as of December 31, 2023.

Property, plant, and equipment

Property, plant, and equipment are stated at cost less depreciation. Cost represents the purchase price of the asset and other costs incurred to bring the asset into its existing use. Maintenance, repairs, and betterments, including replacement of minor items, are charged to expense; major additions to physical properties are capitalized.

Depreciation of property, plant and equipment is calculated based on cost, less their estimated residual value, if any, using the straight- line method over their estimated useful lives.

Trademarks

Trademarks represent the trade names contributed by the founder through his wholly owned company Trademark Holding, LLC. The three trademarks are Blue Diamond, Diamond Girl, and White Diamond. Trademarks were initially measured at the carryover basis of the founder. Amortization of the trademarks is calculated based upon cost using a straight- line method over their estimated useful lives from registration and are stated at a historical cost.

Impairment of Long- Lived Assets

In accordance with Financial Accounting Standards Board (FASB) ASC 360, Long- Lived Assets, such as property, plant and equipment and intangibles are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. The Company determined that there was no impairment as of December 31, 2023 and 2022.

Advertising and Promotional Costs

The Company expenses advertising and promotional costs as incurred or the first time the advertising or promotion takes place, whichever is earlier, in accordance with FASB ASC 720, Other Expenses.

Research and Development Costs

The Company charges research and development costs to expense when incurred in accordance with FASB ASC 730, Research and development. Research and development costs for the three months ended December 31, 2023 and 2022 was $0.

Income Taxes

The Company accounts for income taxes in accordance with FASB ASC 740, Income Taxes, (ASC 740) which requires that deferred tax assets and liabilities be recognized for future tax consequences attributable to differences between financial statement carrying amounts of existing assets and liabilities and their respective tax bases. In addition, ASC 740 requires recognition of future tax benefits, such as carry forwards, to the extent that realization of such benefits is more likely than not that a valuation allowance be provided when it is more likely than not that some portion of the deferred tax asset will not be realized.

The Company has an accumulated deficit and a loss from operations. Realization of the net deferred tax asset is dependent upon taxable income, if any, the amount and timing of which are uncertain. Accordingly, the net deferred asset has been offset by a full valuation allowance.

The Company accounts for income taxes in interim periods in accordance with FASB ASC 740-270, Income Taxes-Interim Reporting. The Company has determined an estimated annual effective tax rate which will be revised, if necessary, as of the end of each successive interim period during the Company's fiscal year to its best current estimate. The estimated annual effective tax rate is applied to the year-to-date ordinary income (or loss) at the end of the interim period.

Basic and Diluted Loss per Share

The Company reports loss per share in accordance with FASB ASC 260, Earnings per share. The Company's basic earnings per share are computed using the weighted average number of shares outstanding for the periods presented.

Diluted earnings per share are computed based on the assumption that any dilutive options or warrants were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, the Company's outstanding stock options are assumed to be exercised, and funds thus obtained were assumed to be used to purchase common stock at the average market price during the period. There were no dilutive instruments outstanding during the three months ended December 31, 2023 and 2022.

Comprehensive Income

Net profit is the Company's only component of comprehensive income or loss for the three months ended December 31, 2023 and 2022.

Stock-Based Compensation

The Company accounts for stock-based compensation using the fair value provisions of ASC 718, Compensation – Stock Compensation that requires the recognition of compensation expense, using a fair- value based method, for costs related to all stock-based payments including stock options and restricted stock. This topic requires companies to estimate the fair value of the stock-based awards on the date of grant for options are issued to employees and directors. The Company uses a Black-Scholes valuation model as the most appropriate valuation method for pricing these options. Awards for consultants are accounted for under ASC 505-50, Equity Based Payments to Non-Employees. Any Compensation expense related to consultants is marked-to-market over the applicable vesting period as they vest. There are customary limitations on the sale or transferred of the stock. There was no stock based compensation paid during the three-month periods ending December 31, 2023 and 2022.

	Three Months Ended December 31,	
	2023	2022
Shares issued for compensation	-	-
Fair value per share	$ 0.30	$ 0.30
Stock-based compensation expense	$ -	$ -

Related Parties

Parties are considered to be related to the Company if the parties, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. The Company discloses all related party transactions.

All transactions shall be recorded at fair value of the goods or services exchanged. Property purchased from a related party is recorded at the cost to the related party and any payment to or on behalf of the related party in excess of the cost is reflected as a distribution to related party.

Recent Accounting Pronouncements

From time to time the Financial Accounting Standards Board (FASB) issues statements that will become effective in future years.

The Company believes that there were no pending accounting standards recently issued that had or are expected to have a material impact on our financial position or results of operations.

Reclassification

Certain reclassifications have been made to prior year amounts to conform with the current year presentation.

Note 5 – Common Stock

The Articles of Incorporation authorized Vodka Brands Corp to issue 100,000,000 shares of common stock with no par value.

Each share of our common stock entitles the holder to one (1) vote, either in person or by proxy, at meetings of shareholders. The shareholders are not permitted to vote their shares cumulatively. Accordingly, the holders of more than fifty percent (50%) of the total voting rights on matters presented to our common stockholders can elect all of our directors and, in such event, the holders of the remaining minority shares will not be able to elect any such directors. The vote of the holders of a majority of the holders entitled to vote matters submitted to our common stockholders including of our preferred stock described below is sufficient to authorize, affirm, ratify, or consent to such act or action, except as otherwise provided by law.

There were no new shares issued during the three months from October 1, 2023 through December 31, 2023.

For the three months from October 1, 2023 through December 31, 2023, no shares of the Company's stock were issued for consulting and professional services.

For the three months from October 1, 2023 through December 31, 2023, no shares of the Company's common stock were issued as stock-based compensation.

Note 6 – Income Tax

The Company has operating losses that may be applied against future taxable income. The potential tax benefits arising from this loss carry forwards, which expire beginning in the year 2034, are offset by a valuation allowance due to the uncertainty of profitable operations in the future. The U.S. federal statutory tax rate is 21.0%. The Company's effective tax rate for the three months ended December 31, 2023 and 2022 was 0%.

The Company's tax years open to examination will begin with the 2019 federal and state income tax returns. The Company's policy is to record estimated interest and penalty related to the underpayment of income taxes or unrecognized tax benefit as a component of its income tax provision. The Company has not recognized any interest or penalties for the underpayment of income taxes or unrecognized tax benefits. The change in the valuation allowance is a result of loss carry forwards which will begin to expire in 2034.

Note 7 – Related Party Transactions

BBI paid third parties for storage and administrative services on behalf of the Company. These amounts were charges to cost of sales in the years paid. The total amount paid was $0 for the three months ended December 31, 2023 and 2022.

The Company owes $16,562 and $16,562 to this related party and these amounts are included in accounts payable – related party at December 31, 2023 and 2022, respectively.

In March 2017, the Company entered into a term note agreement to BBI for purchase of White Diamond vodka inventory, at cost. The term of the note was payable at maturity on December 29, 2020 with annual interest rate payments due 3.00% per annum. However, the note has not been called and the maturity date has been extended by the noteholder. As of December 31, 2023 and 2022, $71,388 is reflected in note payable to related party in the accompanying balance sheets, respectively.

In March 2017, the Company entered into a term note agreement to BBI for the purchase of the White Diamond vodka trademark. The term of the note was payable at maturity, on December 29, 2020 with annual interest rate payments due 3.00% per annum. However, the note has not been called and the maturity date has been extended by the noteholder. As of December 31, 2023 and 2022, $30,000 is reflected in note payable to related party in the accompanying balance sheets, respectively.

During 2016, the Company entered into an interest free, unsecured advance from its CEO. As of December 31, 2023 and 2022, $200,559 and $260,166 is reflected in advance payable – related party in the accompanying balance sheets, respectively.

See additional transactions with related parties in Note 9.

Note 8 – Concentrations

The Company's revenues include three major customers, the Pennsylvania Liquor Control Board, the North Carolina Alcoholic Beverage Control Commission, and the Ohio Division of Liquor Control, which account for 85% and 100% of revenues for the three months ended December 31, 2023 and 2022, respectively.

The Company imports and distributes alcoholic beverages from one supplier which accounted for 100% of the Company's purchases for the three months ended December 31, 2023 and 2022. All purchases require prepayment terms.

Note 9 – Commitments and Contingencies

Control by principal stockholder and CEO

The CEO owns beneficially and, in the aggregate, the majority of the common shares of the Company. Accordingly, the CEO has the ability to control the approval of most corporate actions, including approving significant expenses, increasing the authorized capital stock and the dissolution, merger or sale of the Company's assets.

Reliance on other parties and related parties

The Company currently is primarily engaged in the business of importing and distributing alcoholic beverages in the United States. However, from April 17, 2014 (Inception) through March 2015, the Company did not have a permit to import and distribute alcoholic beverages in the US, nor did it have a permit to distribute alcoholic beverages within the United US.

The Company contracted with BBI, to import alcoholic beverage from Europe to the U.S. under BBI's federal importing permit. Once imported, the inventory is stored in a bonded warehouse operated by a third party licensed by the federal government.

When the Company sold alcoholic beverage to its customer, the Pennsylvania Liquor Control Board, it used a third party who has an alcoholic beverage sale permit in the U.S., to enter into purchase orders with the customer. The third party would not transact with the Company until the federal importing permit was obtained. Therefore, BBI acted as a conduit between the Company and the third party. There were no fees or expenses paid to or retained by BBI with regards to this arrangement.

In April 2015, the Company obtained its own federal importing permit.

When the Company sells alcoholic beverages to certain of its customers, specifically the Mississippi Department of Revenue and the West Virginia Alcohol Beverage Control Administration, the alcoholic beverages are sent to a bailment warehouse, operated by the Mississippi Department of Revenue or and the West Virginia Alcohol Beverage Control Admission.

When the alcoholic beverage leaves the bonded warehouse, the Company retains a third party as a customer broker to process the paperwork with United States Customs and advance the federal tax payment for the alcoholic beverages sold. Payment of the tax is due as the product leaves the bonded warehouse.

Note 10 – Property, Plant and Equipment

The net book value related to this property, plant and equipment was the following:

	December 31, 2023	December 31, 2022
Cost	$ 931	$ 931
Accumulated depreciation	(931)	(931)
Property, plant and equipment	$ -	$ -

Depreciation of these assets for the three months ended December 31, 2023 and 2022 was $0 and $0, respectively.

The estimated useful lives of the assets are as follows:

Office equipment and furniture	3-5 years

Note 11 – Trademarks

The net book value related to these trademarks was the following:

	December 31, 2023	December 31, 2022
Cost	$ 32,194	$ 32,194
Accumulated amortization	(24,790)	(22,634)
Trademarks, net	$ 7,404	$ 9,560

Amortization expense related to these trademarks for the three months ended December 31, 2023 was $1,078.

The Company acquired the trademark to White Diamond vodka for $30,000 on December 29, 2017.

The future cash flows of the Company are significantly affected by the Company's ability to renew the trademarks with the United States Patent and Trademark Office.

The estimated useful lives of the assets are as follows:

Trademarks	10 years

Note 12 – Revenue Recognition

Sources and Timing of Sales Revenue

	Three Months Ended December 31, 2023	Three Months Ended December 31, 2022
Sales revenue		
Pennsylvania Liquor Control Board	$ 2,000	$ 36,600
North Carolina Alcoholic Beverage Control Commission	-	
Ohio Division of Liquor Control	-	-
Miscellaneous		
Total	$ 2,000	$ 36,600

All revenue from contracts with customers is recognized at a point in time, when the performance obligation has been satisfied (i.e., the applicable goods have been transferred to the customer). The full transaction price is allocated to the corresponding performance obligation for each customer.

Contract Balances

The timing of revenue recognition, billings, and cash collections results in billed accounts receivable on the Balance Sheet. Generally, billing occurs alongside revenue recognition. Accordingly, the Company does not recognize any unearned revenues (contract liabilities) on the Balance Sheet.

The beginning and ending contract balances were as follows:

	December 31, 2023	December 31, 2022
Accounts receivable	$ 69,907	$ 41,467

Note 13 – Operating Expense

Selling expenses consisted of the following:

	Three Months Ended December 31,	
	2023	2022
Miscellaneous	$ -	$ 951
Advertising	-	-
Total	$	$ 951

General and administrative expenses consisted of the following:

	Three Months Ended December 31,	
	2023	2022
Depreciation and amortization	$ 1,078	$ 1,098
Compensation	-	-
Professional fees	-	
Consulting fees	-	-
Other general and admin	15	6,288
Total	$ 1,093	$ 7,386

Note 14 – Inventories

Inventories consist of the following:

	December 31, 2023	December 31, 2022
Finished goods	$ 39,717	$ 123,395
Excise taxes	21,735	28,202
Total	$ 61,452	$ 151,598
Allowances	-	-
Total	$ 61,452	$ 151,598

Capitalized excise taxes represent taxes paid for the removal of finished goods from the bonded warehouse and transported to the West Virginia Alcohol Beverage Control Administration and the Mississippi Department of Revenue's bailment warehouses. These costs are recognized as cost of sales once the inventory is sold to the ultimate customer by the West Virginia Alcohol Beverage Control Administration and the Mississippi Department of Revenue.

Note 15 – Subsequent Events

Subsequent events have been evaluated through March 17, 2024, which is the date the financial statements were available to be issued. Management did not identify any events requiring recording or disclosure in the financial statements for the three-month period October 1, 2023 through December 31, 2023.