



**TERM SHEET FOR LIMITED PUBLIC OFFERING OF COMMON STOCK OF BOGUS BREWING INC.,
DOING BUSINESS AS “BOISE BREWING”**

The following is a summary of the principal terms with respect to the proposed Common Stock financing of Bogus Brewing Inc., an Idaho corporation, doing business as “Boise Brewing” (the “**Company**”). Such summary of terms does not constitute a legally binding obligation. Any other legally binding obligation will only be made pursuant to the Subscription Agreement to be executed by the parties.

Securities:	416,000 shares of Common Stock of the Company
Investors:	Purchasers of stock in the Company must meet certain qualifications, including being a resident of the state of Idaho, being 21 years of age or older, having no prior felony convictions, not having a financial interest in another entity licensed to sell alcohol in Idaho, having not violated any laws regarding the sale or production of alcohol. Entity purchasers must represent that their owners meet these requirements.
Price per Share:	\$2.50 per share
Minimum Investment per Investor:	\$1,000 / 400 shares
Maximum Investment per Investor:	Non-Accredited Investors: Lesser of \$2,500 or 10 percent of the investor’s net worth, as set forth in the Subscription Agreement Accredited Investors (as defined in Regulation D of the Securities Act of 1933, as amended): Ten percent of the investor’s net worth
Maximum Aggregate Investment:	\$1,040,000 / 416,000 shares
Minimum Aggregate Offering:	\$35,000 aggregate investment amount is required before the Company may receive proceeds of the offering for deposit in its general operating accounts for use in its operations.
Time of Offering:	The offering of the Company’s Common Stock will close on or about December 31, 2024, unless extended by the Company.



Use of Funds:	Restaurant improvements and extra cash reserves for winter and spring of 2024.
Current Capitalization:	The Company currently has 1,471,592 shares of its Common Stock issued and outstanding. An additional 1,528,408 shares have been authorized but not yet issued. The total shares for sale in this offering, if the maximum aggregate offering is reached, will represent 22% of Boise Brewing's outstanding Common Stock. Collin Rudeen currently owns 509,000 Common Stock shares. Additional shareholders currently hold 962,592 Common Stock shares.
Voting Rights:	Holders of the Company's Common Stock may vote on matters presented to the shareholders, except as required by law, the company's Bylaws or its Articles of Incorporation. Shareholders are encouraged to nominate candidates for the Company's Board of Directors. The Company provides certain commercial benefits to its shareholders at the Company's discretion.
Documentation:	Purchasers of the Company's Common Stock will be required to complete a Subscription Agreement, as provided by the Company, and possibly a Confidential Investor Questionnaire, along with other documentation as requested by the Company for the purpose of completing the transaction.
Financial Information:	Investors will receive standard information and inspection rights, including a regular balance sheet and income statement.
Transfer of Shares:	Transfer of shares of the Company's Common Stock is restricted by the Company's right of first refusal as set forth in its bylaws, and by Federal and state securities laws.
Management, Board of Directors:	Collin Rudeen is the President of the Company. The Company's board of directors is set at five members. Mr. Rudeen is a director, along with Teresa Vance, Duane Morris, Jim Hays and Allen Mardian. Management



	decisions made by the board of directors are determined by a majority vote of its members. Lance Chavez is the Company's Head Brewer, Kelly Lyndes the Sales Manager, Josh Wilder the Executive Chef and Triton Rimkus the Restaurant Manager.
Dividends:	Dividends will be paid to holders of the Company's Common Stock if declared by Company's board of directors.
Taxes:	The Company pays taxes at the corporate entity level on its taxable profits. Shareholders will be taxed on distributions and capital gains on their shares. Purchasers should consult their tax advisors about the federal, state, local and other tax consequences and filing requirements of purchasing and holding shares of the Company's Common Stock.
Purchase Instructions:	Investors wishing to purchase stock must complete the Company's Subscription Agreement and deliver a check in the amount of their subscription made payable to "Boise Brewing" to 521 W Broad Street, Boise, Idaho 83702 (or in person to Collin Rudeen).

More information is available to interested parties. Contact Collin Rudeen: (208) 991-3747 or collin@boisebrewing.com. Summary information is also available at: www.boisebrewing.com/ownership.