



INITIAL PRIVATE STOCK OFFERING NOTICE

Duffy's Brewing Company is seeking to raise startup capital through an initial stock sale. The company will seek to sell up to 700,000 shares of class A and B common stock in a private initial offering at a price of \$3.00 per share. This constitutes up to 70% of the company and will value it at \$3,000,000. The primary drive for this sale is to fund 1) the acquisition of a local microbrewery which will serve as the primary production facility, and 2) to build out the first of several local Duffy's Brewing Company "Irish Sports Brewery" locations. Additional proceeds from the initial stock sale will remain on the company's balance sheet, and any unsold stock from the initial offering will be retained by the company.

The offering reservation window will be open from 8 AM Central Time Monday May 24th, 2021 through 5 PM Central Time Friday June 4th, 2021. These shares are being sold on a first come first serve basis and can be reserved by notifying the company of the intent to purchase and the number of shares requested by emailing duffysbrewingco@gmail.com. An email confirmation of the share reservation should be provided within 24 hours. We can also be contacted through our Facebook page in case of an email hang-up. Once enough shares have been reserved to indicate a high probability of funding success for the brewery acquisition the company will make the formal contingent offer to purchase it in an asset sale. If funding comes up clearly short to make this acquisition or if the brewery enters into another sales agreement this offering notice will be amended and all share reservations will be considered void but may be renewed and changed under the amended offering notice. The same scenario will occur if Duffy's Brewing Company discovers any information during an initial period of due diligence that

management deems sufficient to rescind the offer. Upon satisfactory acceptance of the brewery sale terms new investors will be provided an investment form with payment instructions for the shares they have reserved. Once instructions are sent out, completed forms and funds will need to be collected within two weeks to ensure adequate capital is available at the sale closing for the brewery.

Important Information and Restrictions:

1. This private share offering will be made under the Securities and Exchange Commission (SEC) Regulation D 504 registration exemption which has several ramifications.
 - a. Under this rule the issuer (Duffy's Brewing Company) or anyone acting on its behalf (e.g. potential investors sharing this information) cannot solicit funding from an investor with whom they did not have a substantive relationship prior to the release of this offering notice.
 - b. By qualifying for this exemption, a formal investment prospectus is not required. The contents of this document contain the pertinent information that would be found in an investment prospectus in the form a corporate profile and FAQ section.
 - c. Purchasers cannot be underwriters (i.e. you cannot purchase sales for anyone other than yourself).
 - d. Purchasers of shares under this exemption cannot sell them until the shares have been registered with the SEC which the company intends to do before opening the first stock transfer window (more on this in the FAQ section).
2. In order to keep the number of shareholders below the threshold that would require annual SEC filings, we are setting a minimum purchase allotment of 1000 shares.
3. As a privately held alcoholic beverage manufacturer in the state of Florida, any investor owning at least ½ of 1% of stock in the company (or 5,000 shares) is considered to be an influential shareholder and must be listed in the licensing documents. They will be required to fill out and sign a personal information section on the license and must provide LiveScan fingerprints to the state of Florida (this can be done at an approved LiveScan location in Florida or by requesting a "hard card" from one for those out of state). Please note that there is a small fee for this service. If the shareholder has a criminal background which the state deems unacceptable to ownership in an alcohol manufacturer, they may force divestiture of the shareholder. We realize this can be a bit of an inconvenience, so we have set a ½ % stake as the threshold to receive class A stock with increased voting rights to ensure that anyone at this level truly is an influential investor.
4. As an alcoholic beverage manufacturer, all investors must be at least 21 years of age.
5. Risk and Knowledge: By purchasing shares the investor acknowledges that they are reasonably sophisticated enough in their understanding of equity investments, that their investment in stock shares can lose value, and that the maximum risk is the total loss of their investment in the case of insolvency.
6. Acknowledgment of these terms: The share purchase form will require the purchaser to acknowledge these sales terms.

The remainder of this document provides a corporate profile for Duffy's Brewing Company and a series of frequently asked questions that should provide potential investors with everything they need to know to make an informed investment decision.

DUFFY'S BREWING COMPANY CORPORATE PROFILE

Duffy's Brewing Company is a C corporation founded in Florida on October 15th, 2020 by Austen and Melinda Duffy. As a new startup the company is more of a business model and concept at this point and does not yet have any revenue streams. The company's intended primary business dealings are in the craft brewing industry.

BUSINESS MODEL

Our business model is focused towards brewing and selling large volumes of craft beer at retail prices without middle-man markups. A standard ½ keg of beer produced in a decent sized microbrewery costs approximately \$30 to produce and is sold for 2 to 3 times that amount to a distributor who marks it up before selling to a retailer who marks it up again. Its retail value at a bar at a modest \$5 per pint is over \$600, 20 times the production cost.

STRATEGY

Duffy's strategy to implement this model lies in the development of a network of small neighborhood pub style nano-breweries and taprooms supported by one or more central production facilities. These small locations should be operationally efficient with a limited number of staff and are intended to draw beer drinkers at higher numbers per seat than traditional bars and restaurants.

We intend to operate a mixture of nano-breweries with taprooms as well just remote taprooms. Under Florida law you may have up to 8 brewery locations operating under a single manufacturers license, and each of those locations can have a single attached taproom. However, the licensed location does not necessarily need to manufacture anything and so can exist solely as a taproom which can simply accept beer shipments from the central production brewery. The nano-brewery locations can brew small unique batches which are only sold at those locations and still receive shipments of the bigger brands from the central production facility.

CONCEPT

We are seeking to bring the craft brewery experience to your favorite local sports bar by brewing and serving traditional Irish and British style pub ales along with other popular micro offerings in the same place you watch your games. We call this concept the "Irish Sports Brewery" and believe it will be an effective way to sell relatively large volumes of beer. If you like good beer and the atmosphere that comes with an Irish sports pub, you are going to want to spend a lot of time at Duffy's.

FIRST LOCATION

The company already owns the property for its proposed first location in the Avalon Beach area of Milton, FL and is currently in the process of soliciting construction bids. We believe the Avalon Beach area will undergo rapid growth in the near future due to the new Santa Rosa County courthouse being built a little further north on Avalon Blvd and as evidenced by skyrocketing commercial real estate values there. An identical adjacent property to the one purchased by the brewery recently sold at auction for nearly 3 times the amount the company paid for its lot 6 months ago. This location is intended as a nano-brewery with 2 BBL brewhouse, 60 seat taproom and a small kitchen. The figures below show the property location and some design sketches that have been provided in our construction solicitation.

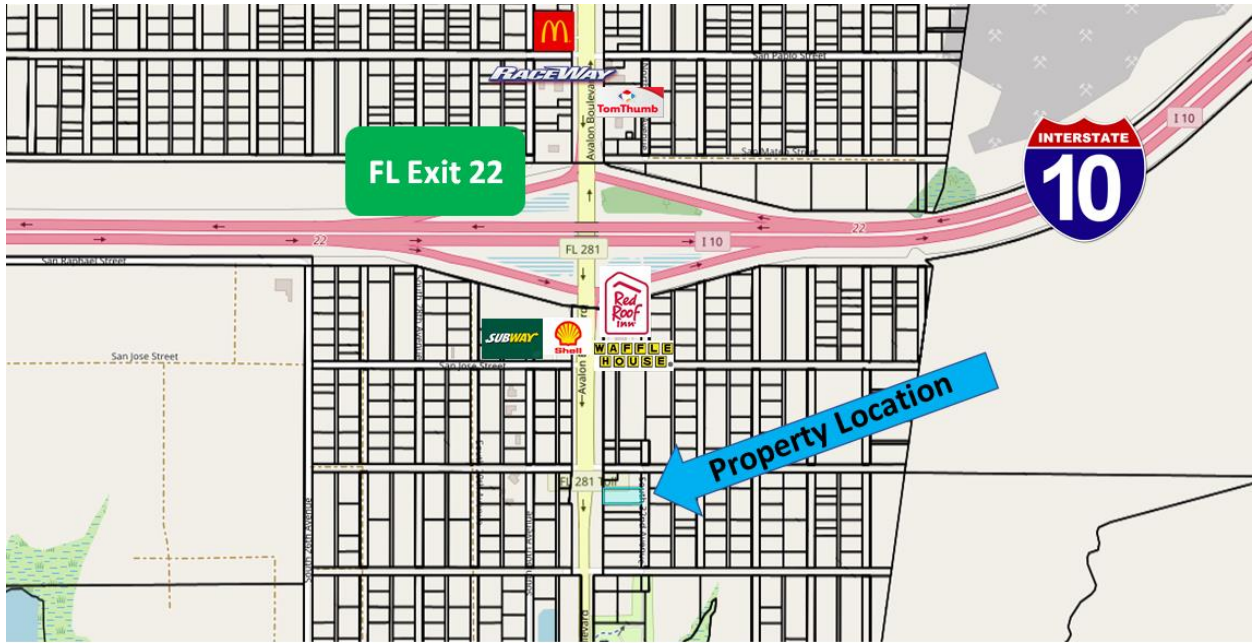


Figure 1: Avalon Beach Property Location



Figure 2: Avalon Beach Nano-Brewery building design sketch with transparent front roll up doors.

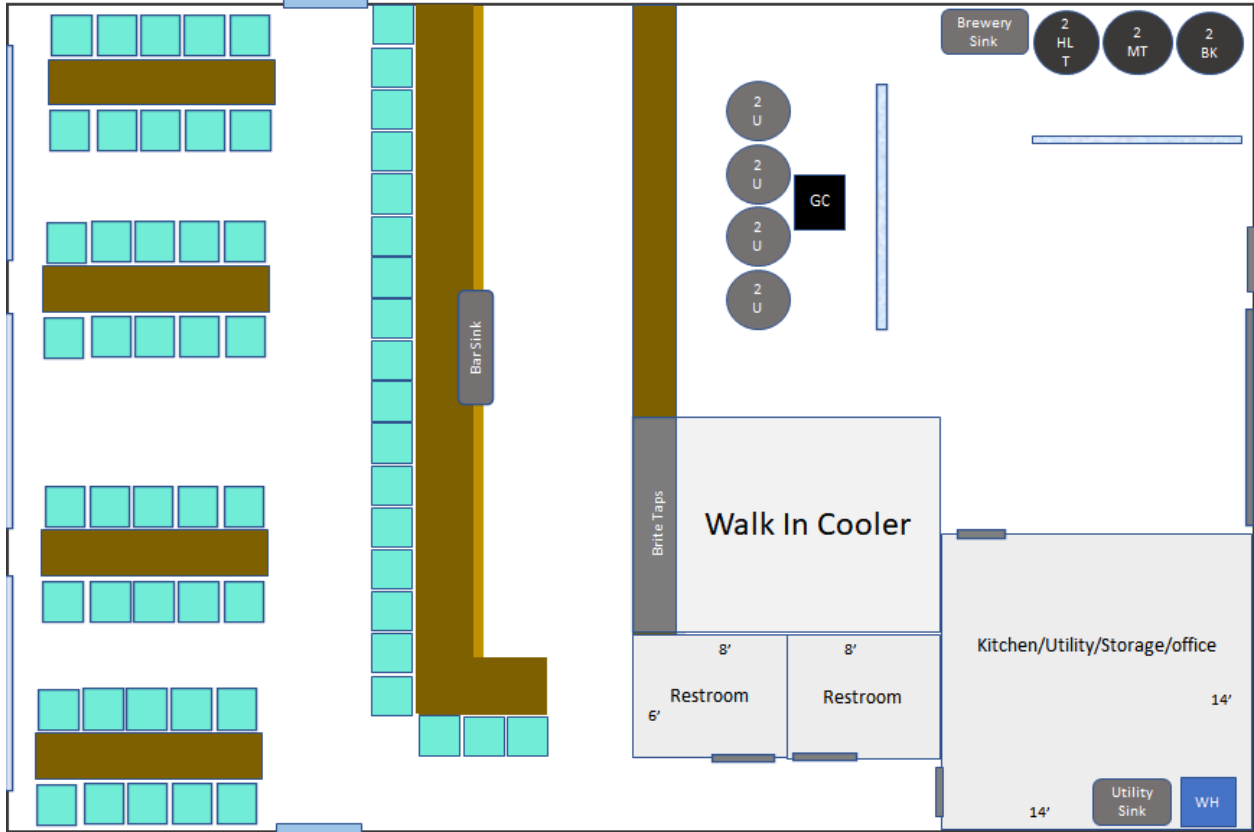


Figure 3: Avalon Beach Nano-Brewery building layout sketch.

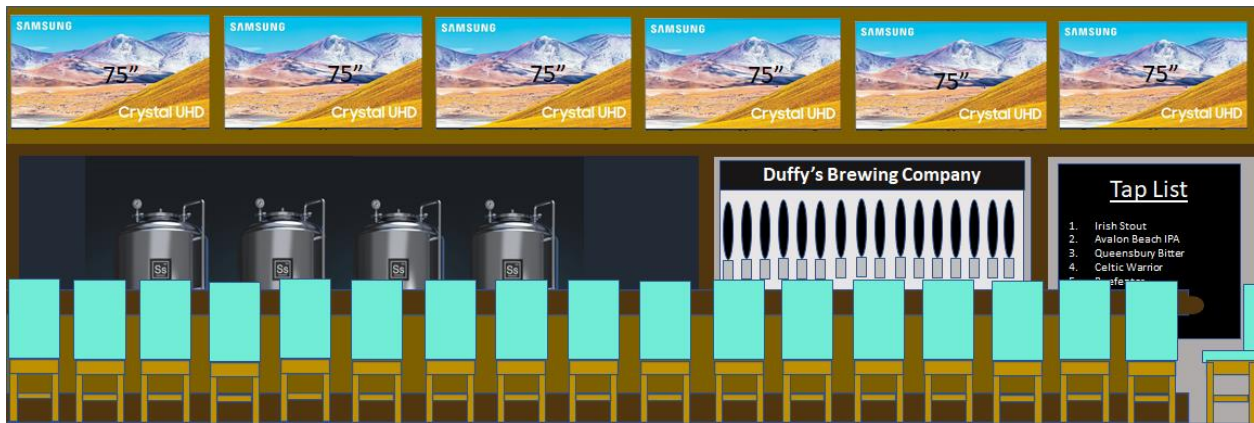


Figure 4: Avalon Beach Taproom bar side view.

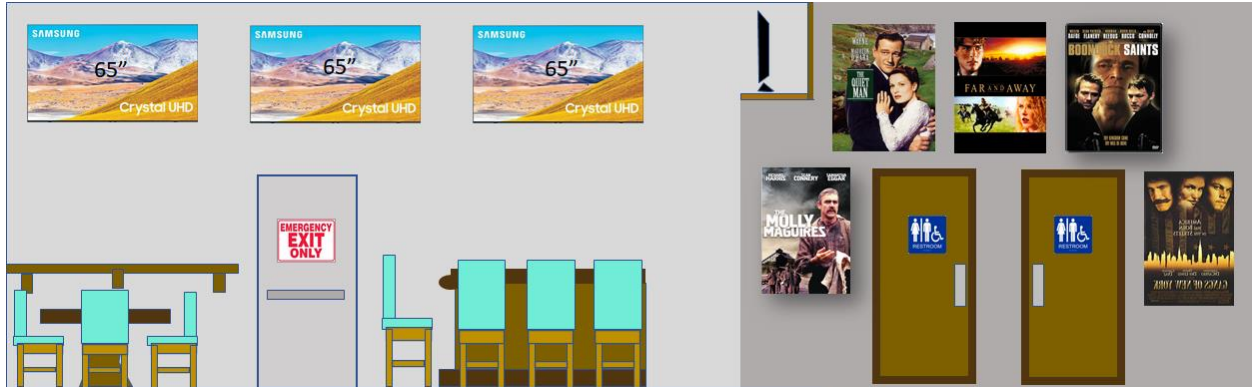


Figure 5: Avalon Beach Taproom northern wall view from main entrance.

MANAGEMENT

Duffy's Brewing Company is led by President and CEO Austen Duffy who founded the company and will work part time overseeing all aspects of its operations. Dr. Duffy holds a Ph.D. in Applied and Computational Mathematics from Florida State University and has more than a decade of experience homebrewing. He has high level management experience with several tech firms including a prior CTO role where he helped guide his organization through a successful acquisition by a multi-billion-dollar software company. He also spent time as a civil servant with the U.S. Air Force where he managed government contracts and served on technical steering committees.

OTHER MANAGEMENT RESOURCES

Through startup we anticipate having several investor-managers with different areas of expertise who will serve in part time roles as their schedules allow. As the company grows, it will be better suited to fill some of these duties with paid full-time management positions.

BOARD OF DIRECTORS

We intend to form a well-rounded board of directors after the initial stock offering but to date the only two confirmed board members are the founders Austen and Melinda Duffy.

ASSETS

The company currently has roughly \$100,000 in assets consisting primarily of the Avalon Beach property and some commercial grade brewing equipment. For transparency, the Avalon Beach property title is currently held in the founder's names but will be transferred to the company before construction begins on the location.

PENSACOLA MICROBREWERY ACQUISITION

The microbrewery we intend to purchase is located in Pensacola, FL and occupies a nearly 10,000 sq ft leased space. It has a 20 BBL brewhouse along with several 60 and 90 BBL fermenters and brite tanks giving it a large maximum production capacity. The brewery includes an attached taproom and has space to grow with the potential for a distillery. Duffy's will assume its assets and brands in the sale and we expect most staff to transition over.

FREQUENTLY ASKED QUESTIONS

INVESTMENT FAQ

WHAT AM I INVESTING IN?

- First and foremost, you are investing in the local craft brewing industry. The primary stock sale proceeds will go towards the purchase of an established and well reputed brewery, with the other proceeds reserved to start building out the first Duffy's Brewing Company location.
- You are investing in growth. Duffy's business model follows the trend of fractionalization of the brewing space and seeks to build out a network of nano-scale breweries and taprooms in the Emerald Coast area of Florida in the coming years. These small "neighborhood pub" style breweries will take advantage of the high margins that come with selling craft beer at retail prices free of middle-man markups and will leverage the production scale available from the purchase of the microbrewery.
- You are investing in local commercial real estate. Duffy's believes in owning its properties when feasible. A portion of the proceeds of the initial offering will go towards building out a property already owned by the company in the Avalon Beach area of Milton, FL. This will be the first of several "Irish Sports Brewery" locations that will dot the local landscape.

WHERE WILL THE INITIAL INVESTMENT PROCEEDS GO?

- The company intends to first purchase a local microbrewery in an asset sale and make it the primary location and production facility.
- The company then intends to start construction on the Avalon Beach location brewery along with capital equipment outfitting.
- Remaining funds will stay on the balance sheet as reserve cash flow. Moving forward, the company will use investment capital for revenue growth opportunities and will likely seek to purchase commercial land for another area taproom location. Moving forward, shareholders will have a say through their voting rights on these decisions and the future direction of the company.

HOW MANY SHARES ARE THERE OUTSTANDING AND WHAT ARE THE VOTING RIGHTS?

- There are 1,000,000 total shares, so every 10,000 shares constitute 1% ownership of the company.
- 70% of the company is being offered to investors.
- 15% of the company is being retained by the company itself. This stock is intended as a compensation pool.
- The other 15% of the stock is Class A stock held by founders of the company with a 4:1 voting right.
- New influential investors ($\geq 0.5\%$ or 5000 shares) will receive Class A common stock with the voting right of 4:1, investors below this threshold will receive Class B common stock with a voting right of 1:1.

HOW DID YOU DETERMINE THE INITIAL STOCK VALUATION?

- Our valuation is based on the expected value of the company when the Avalon Beach location is in full operation (remember that stock prices reflect the future earnings of a company, and that startups are funded to build something that will generate revenues in the future). To arrive at this value, we are using a simple formula of $2X \text{ Revenues} + \text{Real Estate Value}$. We believe that the revenue range for the two locations will fall between roughly \$1,000,000 -1,500,000 and that the Avalon Beach property will be

worth roughly \$750,000 when completed. This would give a range of \$2,750,000-\$3,250,000, averaging out to \$3,000,000.

HOW WILL I SEE A RETURN ON MY INVESTMENT?

- To start, we believe we are getting an incredible value in the local microbrewery acquisition and that in the coming years we will be able to significantly increase revenues.
- As we expand to more locations and as real estate investments appreciate, shares will grow in value. As an early investor you stand to see significant growth in per share value as new locations open.
- Once we have stable earnings and growth under control, we anticipate paying a dividend but ultimately those details will fall to the board whose recommendations will be voted on by shareholders.

HOW CAN I SELL MY SHARES AFTER PURCHASE?

- We intend to establish an annual stock transfer window managed by the company. Under this we will provide updated stock valuations and send out investor solicitations for anyone wishing to buy/sell shares.
- If a shareholder has a direct buyer for their shares, they may request the transfer outside of this window, but it must be approved and recorded on the company's direct registration system.

DUFFY'S BREWING COMPANY FAQ

CAN YOU EXPLAIN THIS "IRISH SPORTS BREWERY" CONCEPT?

- We are seeking to bring the craft brewery experience to your favorite local sports bar by brewing and serving traditional Irish and British style pub ales along with other popular micro offerings in the same place you watch your games. If you like good beer and the atmosphere that comes with an Irish sports pub, you are going to want to spend a lot of time at Duffy's.

WHERE DO YOU PLAN TO BUILD THE NEXT DUFFY'S LOCATIONS?

- We intend to expand locally in Santa Rosa County first with our next targets being Navarre, Gulf Breeze and Pace. We will also consider another Pensacola location and neighboring areas in Okaloosa and Walton Counties.

HOW DOES THE COMPANY PLAN ON FINANCING FUTURE LOCATIONS, WILL THERE BE A STOCK DILUTION?

- Once the company is firmly established with two steady revenue streams and collateral real estate it will be better suited to financing future growth. We do not plan on any stock dilutions moving forward and would only pursue such an avenue if it was in the best interest of the current shareholders (e.g. an acquisition opportunity that would add a greater value than the underlying dilution).

HOW FAST DO YOU PLAN ON EXPANDING?

- Early on, we think a good strategy is trying to build out one new location every year allowing for steady and stable growth without overextending ourselves. As the business matures, we may accelerate the expansion process to open multiple new locations annually.

WILL DUFFY'S BREWING COMPANY LOCATIONS SERVE FOOD?

- Yes, our plan is to outfit each location with small efficient kitchens capable of serving a limited but appealing bar menu with a low number of staff. Popular items like Buffalo Wings and Philadelphia Cheesesteaks will be staples, but there will be enough variation to provide something for everyone.

HOW IS YOUR REVENUE PROJECTION CALCULATED FOR THE AVALON BEACH LOCATION IN THE CURRENT STOCK VALUATION?

- Our revenue projections are based on the safe (5) and the average (7) number of barrels of beer sold per taproom seat annually at a high (\$7/pint) and low (\$5/pint) average retail price, and then adding 50% of that value for food and merchandise sales to each extreme to provide a rough range. E.g., Low range = $1.5 (60 \text{ Seats} \times 5 \text{ BBLs/Seat} \times 248 \text{ Pints/BBL} \times \$5/\text{Pint}) = \$558,000$; High range = $1.5 (60 \text{ Seats} \times 7 \text{ BBLs/Seat} \times 248 \text{ Pints/BBL} \times \$7/\text{Pint}) = \$1,093,680$.