UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2025

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to ___________

Commission File Number: **001-41494**

YOSHIHARU GLOBAL CO.
(Exact name of Registrant as specified in its charter)

Delaware	5812	87-3941448
(State or other jurisdiction of incorporation or organization)	**(Primary Standard Industrial Classification Code Number)**	**(I.R.S. Employer Identification Number)**

596 Apollo St.
Brea, CA 92821
(714) 694-2403
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

N/A
(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, $0.0001 par value per share	YOSH	The Nasdaq Stock Market LLC (Nasdaq Capital Market)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

The registrant had 14,124,980 shares of class A common stock outstanding, and 100,000 shares of class B common stock outstanding as of August 17, 2025.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that are based on our management's beliefs and assumptions and on information currently available to management, and which statements involve substantial risk and uncertainties. All statements contained in this Quarterly Report on Form 10-Q other than statements of historical fact, including statements regarding our future operating results and financial position, our business strategy and plans, market growth and trends, and objectives for future operations such as our ability to achieve in excess of 100% annual unit growth rate over the next three to five years, our hope to generate future comparable restaurant sales growth, our plan to drive high profitability, and our intention to heighten brand awareness are forward-looking statements. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans or intentions.

These risks and uncertainties include, among other things, the risk that we may not be able to successfully implement our growth strategy if we are unable to identify appropriate sites for restaurant locations, expand in existing and new markets, obtain favorable lease terms, attract guests to our restaurants or hire and retain personnel; the risk that we may not be able to maintain or improve our comparable restaurant sales growth; that the restaurant industry is a highly competitive industry with many competitors; that our limited number of restaurants, the significant expense associated with opening new restaurants, and the unit volumes of our new restaurants makes us susceptible to significant fluctuations in our results of operations; that we have incurred operating losses and may not be profitable in the future; the risk that our plans to maintain and increase liquidity may not be successful; that we depend on our senior management team and other key employees, and the loss of one or more key personnel or an inability to attract, hire, integrate and retain highly skilled personnel could have an adverse effect on our business, financial condition or results of operations; that our operating results and growth strategies will be closely tied to the success of our future franchise partners and we will have limited control with respect to their operations; the risk that we may face negative publicity or damage to our reputation, which could arise from concerns regarding food safety and foodborne illness or other matters; that minimum wage increases and mandated employee benefits could cause a significant increase in our labor costs; that events or circumstances could cause the termination or limitation of our rights to certain intellectual property critical to our business that is licensed from Yoshiharu Holdings Co., or that we could face infringements on our intellectual property rights and be unable to protect our brand name, trademarks and other intellectual property rights; that challenging economic conditions may affect our business by adversely impacting numerous items that include, but are not limited to: consumer confidence and discretionary spending, the future cost and availability of credit and the operations of our third-party vendors and other service providers; the risk that we, or our point of sale and restaurant management platform partners, may fail to secure guests' confidential, personally identifiable, debit card or credit card information or other private data relating to our employees or us; and the impact of the COVID-19 pandemic, or a similar public health threat, on global capital and financial markets, general economic conditions in the United States, and our business and operations.

You should not rely upon forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Quarterly Report on Form 10-Q primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, results of operations, and prospects. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties, and other factors described elsewhere in this Quarterly Report on Form 10-Q and in the section titled "Risk Factors" in the Company's recently filed registration statement on Form S-1 (File No. 333-262330). We undertake no obligation to update any forward-looking statements after the date of this Quarterly Report on Form 10-Q or to conform such statements to actual results or revised expectations, except as required by law.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

Yoshiharu Global Co.

Unaudited Consolidated Balance Sheets

As of		**(Unaudited)** *June 30, 2025*		**(Unaudited)** *December 31, 2024*
ASSETS				
Current Assets:				
Cash	$	1,326,539	$	1,241,036
Accounts receivable		101,566		84,110
Inventories		231,461		139,422
Loan receivable from related party		1,400,000		-
Total current assets		3,059,566		1,464,568
Non-Current Assets:				
Property and equipment, net		4,951,703		5,130,229
Operating lease right-of-use asset, net		6,749,115		7,465,611
Intangible asset		477,947		491,223
Goodwill		1,985,645		1,985,645
Investment		1,100,000		-
Other assets		743,434		1,035,990
Total non-current assets		16,007,844		16,108,698
Total assets	**$**	**19,067,410**	**$**	**17,573,266**
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current Liabilities:				
Accounts payable and accrued expenses		967,741	$	843,322
Line of Credit		1,000,000		1,000,000
Current portion of operating lease liabilities		1,084,255		975,210
Current portion of bank notes payables		1,041,490		1,366,350
Current portion of loan payable, EIDL		5,513		10,924
Loans payable to financial institutions		-		34,282
Due to related party		216,743		732,710
Other payables		1,041,557		1,078,291
Total current liabilities		5,357,299		6,041,089
Operating lease liabilities, less current portion		6,472,247		7,324,677
Bank notes payables, less current portion		1,545,840		1,747,611
Loan payable, EIDL, less current portion		404,407		404,490
Notes payable to related party		600,000		600,000
Convertible notes to related party		-		1,200,000
Total liabilities		14,379,793		17,317,867
Commitments and contingencies				
Stockholders' Equity				
Class A Common Stock - $0.0001 par value; 49,000,000 authorized shares; 2,500,245 and 1,300,197 shares issued and outstanding at June 30, 2025, and December 31, 2024, respectively		250		130
Class B Common Stock - $0.0001 par value; 1,000,000 authorized shares; 100,000 shares issued and outstanding at June 30, 2025, and at December 31, 2024		10		10
Additional paid-in-capital		20,089,781		12,261,901
Warrant subscription receivable		(750,000)		-
Accumulated deficit		(14,652,424)		(12,006,642)
Total stockholders' equity		4,687,617		255,399
Total liabilities and stockholders' equity	**$**	**19,067,410**	**$**	**17,573,266**

See accompanying notes to unaudited consolidated financial statements.

Yoshiharu Global Co.

Unaudited Consolidated Statements of Operations

	(Unaudited) *For the Six months ended June 30*		(Unaudited) *For the three months ended June 30*	
	2025	***2024***	***2025***	***2024***
Revenue:				
Food and beverage	7,200,729	$ 6,137,005	3,688,940	$ 3,325,396
Total revenue	7,200,729	6,137,005	3,688,940	$ 3,325,396
Restaurant operating expenses:				
Food, beverages and supplies	2,269,553	1,508,572	1,323,749	840,680
Labor	3,329,120	2,780,661	1,771,349	1,494,127
Rent and utilities	1,133,500	769,296	576,501	450,728
Delivery and service fees	306,724	280,916	177,057	137,555
Depreciation	478,605	350,327	251,558	179,645
Total restaurant operating expenses	7,517,502	5,689,772	4,100,214	3,102,735
Net restaurant operating income (loss)	(316,773)	447,233	(411,274)	222,661
Operating expenses:				
General and administrative	2,531,310	2,012,054	1,266,153	1,091,653
Related party compensation	42,154	95,879	-	53,725
Advertising and marketing	85,933	58,564	25,146	24,660
Total operating expenses	2,659,397	2,166,497	1,291,299	1,170,038
Loss from operations	(2,976,170)	(1,719,264)	(1,702,573)	(947,377)
Other income (expense):				
Other income	800,106	12,207	593,123	12,207
Interest	(435,868)	(252,126)	(94,521)	(147,808)
Total other income	364,238	(239,919)	498,602	(135,601)
Loss before income taxes	(2,611,932)	(1,959,183)	(1,203,971)	(1,082,978)
Income tax provision	16,925	21,838	-	-
Net loss	**(2,628,857)**	**(1,981,021)**	**(1,203,971)**	**(1,082,978)**
Loss per share:				
Basic and diluted	(2)	$ (1.48)	(1)	(0.82)
Weighted average number of common shares outstanding:				
Basic and diluted	1,489,599	1,342,105	1,489,599	1,342,105

See accompanying notes to unaudited consolidated financial statements.

Yoshiharu Global Co.

Unaudited Consolidated Statements of Stockholders' Equity (Deficit)

	Class A Shares		Class B Shares		Additional Paid-In Capital	Warrant subscription Receivable	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount				
Balance at December 31, 2024	**1,300,197**	**$ 130**	**100,000**	**$ 10**	**$ 12,261,901**	**-**	**$ (12,006,642)**	**$ 255,399**
Issuance of Class A Common Stock	317,548	32	-	-	713,968	-	-	714,000
Issuance of warrants	-	-	-	-	5,350,000	(750,000)	-	4,600,000
Net loss	-	-	-	-	-	-	(1,407,961)	(1,407,961)
Balance at March 31, 2025 (unaudited)	1,617,745	162	100,000	10	18,325,869	(750,000)	(13,431,528)	4,144,513
Issuance of Class A Common Stock	882,500	88	-	-	1,763,912	-	-	1,764,000
Net Loss	-	-	-	-	-	-	(1,220,896)	(1,220,896)
Balance at June 30, 2025 (unaudited)	**2,500,245**	**$ 250**	**100,000**	**$ 10**	**$ 20,089,781**	**(750,000)**	**$ (14,652,424)**	**$ 4,687,617**

	Class A Shares		Class B Shares		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount			
Balance at December 31, 2023	**1,230,246**	**$ 123**	**100,000**	**$ 10**	**$ 11,994,119**	**$ (9,340,773)**	**$ 2,653,479**
Issuance of Class A Common Stock	12,476	1	-	-	64,148	-	64,149
Not loss	-						
Balance at March 31, 2024 (unaudited)	**1,242,722**	**124**	**100,000**	**10**	**12,058,267**		**(876,205)**
Net loss	-	-	-	-	-	(1,082,978)	(1,082,978)
Balance at June 30, 2024 (unaudited)	**1,242,722**	**$ 124**	**100,000**	**$ 10**	**$ 12,058,267**	**$ (11,321,794)**	**$ 736,607**

See accompanying notes to unaudited consolidated financial statements.

Yoshiharu Global Co.

Unaudited Consolidated Statements of Cash Flows

	(Unaudited) For the Six months ended June 30	
	2025	*2024*
Cash flows from operating activities:		
Net loss	$ (2,628,857)	$ (1,981,021)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	478,605	363,603
Amortization	13,276	
Gain on disposal of fixed asset	(50,000)	-
Changes in assets and liabilities:		
Accounts Receivable	(17,456)	(108,348)
Inventories	(92,039)	(25,730)
Other assets	292,556	1,018,133
Accounts payable and accrued expenses	80,605	221,197
Due to related party	198,033	1,133,624
Other payables	(36,734)	-
Net cash used in operating activities	(1,762,011)	621,458
Cash flows from investing activities:		
Purchases of property and equipment	(250,079)	(398,641)
Loan provided under loan receivable from related party	(1,400,000)	-
Amounts provided on investments	(1,100,000)	-
Acquisition of LV entities	-	(1,800,000)
Net cash used in investing activities	(2,750,079)	(2,198,641)
Cash flows from financing activities:		
Proceeds from borrowings	-	900,000
Proceeds from borrowings from acquisition of LV entities	-	1,014,830
Repayments on bank notes payables	(526,631)	(371,857)
Repayments on EIDL loan payable	(5,494)	-
Repayments of convertible note	(1,200,000)	-
Repayment of loan payable to financial institutions	(34,282)	(298,091)
Proceeds from sale of common shares and warrants	6,364,000	64,149
Net cash provided by financing activities	4,597,593	1,309,031
Net (decrease) increase in cash	85,503	(268,152)
Cash – beginning of period	1,241,036	1,462,326
Cash – end of period	**1,326,539**	**$ 1,194,174**
Supplemental disclosures of non-cash financing activities:		
Note Payable to related party	$ -	$ 600,000
Convertible notes to related party	$ -	$ 1,200,000
Conversion of due to related party to common stock	$ 714,000	$ -
Supplemental disclosures of cash flow information		
Cash paid during the periods for:		
Interest	$ 94,521	$ 230,777
Income taxes	$ 16,925	$ 21,838

See accompanying notes to unaudited consolidated financial statements.

YOSHIHARU GLOBAL CO.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

1. NATURE OF OPERATIONS

Yoshiharu Global Co. (“Yoshiharu”) was incorporated in the State of Delaware on December 9, 2021. Yoshiharu has the following wholly owned subsidiaries:

Name	Date of Formation	Description of Business
Global JJ Group, Inc. (“JJ”)	January 8, 2015	Ramen stores located in Orange, California and Buena Park, California.
Global AA Group, Inc. (“AA”)	July 21, 2016	Ramen store located in Whittier, California.
Global BB Group, Inc. (“BB”)	May 19, 2017	Ramen store located in Chino Hills, California.
Global CC Group, Inc. (“CC”)	September 23, 2019	Ramen stores located in Eastvale, California and Corona, California.
Global DD Group, Inc. (“DD”)	December 19, 2019	Ramen store located in la Mirada, California.
Yoshiharu Irvine (“YI”)	December 4, 2020	Ramen store located in Irvine, California.
Yoshiharu Cerritos (“YC”)	January 21, 2021	Ramen store located in Cerritos, California.
Yoshiharu Clemente (“YCT”)	May 2, 2022	Ramen store to be opened in San Clemente, California.
Yoshiharu Laguna (“YL”)	May 2, 2022	Ramen store to be opened in Laguna, California.
Yoshiharu Ontario (“YO”)	May 2, 2022	Ramen store to be opened in Ontario, California.
Yoshiharu Menifee (“YM”)	May 2, 2022	Ramen store to be opened in Menifee, California.
Yoshiharu Las Vegas (“YLV”)	Sep 21, 2023	Ramen store and Izakaya stores in Las Vegas, Nevada
Yoshiharu Garden Grove (“YG”)	July 27, 2022	Ramen store to be opened in Garden Grove, California.

The Company owns several restaurants specializing in Japanese ramen and other Japanese cuisines. The Company offers a variety of Japanese ramens, rice bowls, and appetizers. Unless otherwise stated or the context otherwise requires, the terms “Yoshiharu” “we,” “us,” “our” and the “Company” refer collectively to Yoshiharu and, where appropriate, its subsidiaries.

Prior to September 30, 2021, the Yoshiharu business (the “Business”) consisted of the first seven separate entities listed above (collectively, the “Entities”), each wholly owned by James Chae (“Mr. Chae”), and each holding one (1) store, except for JJ, which held two stores and the Business’s intellectual property (the “IP”). Effective October 2021, JJ transferred the IP to Mr. Chae. Effective October 2021, Mr. Chae contributed 100% of the equity interests in each of the Entities to Yoshiharu Holdings Co., a California corporation (“Holdings”), for purposes of consolidating the Business operations into a single entity. Mr. Chae was issued an aggregate 3,205,000 shares in Holdings, which reflected the aggregate number of shares originally issued to Mr. Chae by the Entities, in exchange for 100% of each Entity (on a 1 for 1 share exchange basis). In addition, effective October 2021, Mr. Chae transferred the IP to Holdings in exchange for the issuance of 6,245,900 shares in Holdings in order to bring his total shareholdings in Holdings up to an aggregate 9,450,900 shares.

On December 9, 2021, Yoshiharu completed a share exchange agreement whereby Mr. Chae, the sole stockholder of Holdings, received 9,450,900 shares of Yoshiharu, representing 100% of issued shares at that time, and Yoshiharu received all of the shares of Holdings. This recapitalization was accounted for in accordance with the “Transactions Between Entities Under Common Control” subsections of Accounting Standards Codification (“ASC”) 805-50, Business Combinations, which requires that the receiving entity recognize the net assets received at their historical carrying amounts. A common-control transaction has no effect on the parent’s consolidated financial statements. No value was ascribed to the shares issued for the transfer of the IP since the only relevance of the aggregate number of shares issued to Mr. Chae in Holdings was to effect the 1 for 1 share exchange with Yoshiharu upon its incorporation in Delaware. ASC 805-50 also prescribes that, if the recognition of the net assets results in a “change in the reporting entity,” the receiving entity presents the transfer in its separate financial statements retrospectively. Accordingly, the assets and liabilities and the historical operations that are reflected in these consolidated financial statements are those of the subsidiaries and are recorded at the historical cost basis of the subsidiaries.

On November 22, 2023, the Company filed a Certificate of Amendment (the “Certificate of Amendment”) to the Company’s Amended and Restated Certificate of Incorporation to effect a reverse stock split of its issued Class A common stock and Class B common stock together with the Class A common stock, “Common Stock”), in the ratio of 1-for-10 (the “Reverse Stock Split”) effective at 11:59 p.m. eastern on November 27, 2023. The Common Stock began trading on a split-adjusted basis at the market open on Tuesday, November 28, 2023.

No fractional shares were issued as a result of the Reverse Stock Split. Instead, any fractional shares that would have resulted from the Reverse Stock Split were rounded up to the next whole number. As a result, total of 34,846 shares of Class A common stock were issued and total of 1,230,246 shares of Class A common stock were outstanding as of December 31, 2023. The Reverse Stock Split affected all stockholders uniformly and did not alter any stockholder’s percentage interest in the Company’s outstanding Common Stock, except for adjustments that may result from the treatment of fractional shares. The number of authorized shares of Common Stock of the Company and number of authorized, issued, and outstanding shares of the preferred stock of the Company were not changed.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Consolidation

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP") as promulgated in the United States of America. The consolidated financial statements include Yoshiharu and its wholly owned subsidiaries instead in Note 1 above as of June 30, 2025 and December 31, 2024 and for the three and six months ended June 30, 2025 and 2024. All intercompany accounts, transactions, and profits have been eliminated upon consolidation.

Reverse Stock Split

On July 18, 2025, the Company's Board of Directors approved and announced a 4-for-1 forward stock split of its Class A and Class B common stock. The record date for the split was July 28, 2025, with distribution of additional shares on July 30, 2025, and trading on a split-adjusted basis commencing on July 31, 2025. The par value of the Company's common stock remained at $0.001 per share. All share and per-share amounts in the accompanying consolidated financial statements and notes have been retroactively adjusted to reflect the stock split.

YLV Acquisition

On June 12, 2024, the Company consummated the acquisition of assets of three restaurant entities (Jjanga, HJH, and Aku) for an aggregate $3.6 million, consisting of $1.8 million in cash, a $600,000 promissory note, and a $1.2 million convertible note.

Use of Estimates and Assumptions

The preparation of consolidated financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect the amounts reported in our consolidated financial statements and the accompanying notes. Such estimates include accounts receivables, accrued liabilities, income taxes, long-lived assets, and deferred tax valuation allowances. These estimates generally involve complex issues and require management to make judgments, involve analysis of historical and future trends that can require extended periods of time to resolve, and are subject to change from period to period. In all cases, actual results could differ materially from estimates.

Marketing

Marketing costs are charged to expense as incurred. Marketing costs were approximately $86,000 and $59,000 for the six-month period ended June 30, 2025 and 2024, respectively, and are included in general expenses in the accompanying consolidated statements of income.

Delivery Fees Charged by Delivery Service Providers

The Company's customers may order online through third party service providers such as Uber Eats, Door Dash, and others. These third-party service providers charge delivery and order fees to the Company. Such fees are expensed when incurred. Delivery fees are included in delivery and service fees in the accompanying consolidated statements of operations.

Revenue Recognition

The Company recognizes revenue in accordance with ASC 606, Revenue from Contracts with Customers. The Company's net revenue primarily consists of revenues from food and beverage sales. Revenues from the sale of food items by Company-owned restaurants are recognized as Company sales when a customer receives the food that they purchased, which is when our obligation to perform is satisfied. The timing and amount of revenue recognized related to Company sales was not impacted by the adoption of ASC 606.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Inventories

Inventories, which are stated at the lower of cost or net realizable value, consist primarily of perishable food items and supplies. Cost is determined using the first-in, first out method.

Segment Reporting

ASC 280, Segment Reporting, requires public companies to report financial and descriptive information about their reportable operating segments. The Company identifies its operating segments based on how executive decision makers internally evaluates separate financial information, business activities and management responsibility. Accordingly, the Company has one reportable segment, consisting of operating its stores.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Major improvements are capitalized, and minor replacements, maintenance and repairs are charged to expense as incurred. Depreciation and amortization are calculated on the straight-line basis over the estimated useful lives of the assets. Leasehold improvements are amortized over the shorter of the estimated useful life or the lease term of the related asset. The estimated useful lives are as follows:

Furniture and equipment	5 to 7 years
Leasehold improvements	Shorter of estimated useful life or term of lease
Vehicle	5 years

Goodwill and Intangible Assets

Goodwill and certain intangible assets were recorded in connection with the YLV asset acquisition in April 2024, and were accounted for in accordance with ASC 805, “Business Combinations.” Goodwill represents the excess of the purchase price over the fair value of the tangible and intangible net assets acquired. Intangible assets are recorded at their fair value at the date of acquisition. Goodwill and other intangible assets are accounted for in accordance with ASC 350, “Goodwill and Other Intangible Assets.” Goodwill and other intangible assets are tested for impairment at least annually and any related impairment losses are recognized in earnings when identified. No impairment was recognized during the year ended June 30, 2025.

Income Taxes

The accounting standard on accounting for uncertainty in income taxes addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under that guidance, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. The Company had no unrecognized tax benefits identified or recorded as liabilities as of June 30, 2025.

Impairment of Long-Lived Assets

When circumstances, such as adverse market conditions, indicate that the carrying value of a long-lived asset may be impaired, the Company performs an analysis to review the recoverability of the asset’s carrying value, which includes estimating the undiscounted cash flows (excluding interest charges) from the expected future operations of the asset. These estimates consider factors such as expected future operating income, operating trends and prospects, as well as the effects of demand, competition and other factors. If the analysis indicates that the carrying value is not recoverable from future cash flows, an impairment loss is recognized to the extent that the carrying value exceeds the estimated fair value. Any impairment losses are recorded as operating expenses, which reduce net income.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value of Financial Instruments

The Company utilizes ASC 820-10, Fair Value Measurement and Disclosure, for valuing financial assets and liabilities measured on a recurring basis. Fair value is defined as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The guidance also establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the factors market participants would use in valuing the asset or liability. The guidance establishes three levels of inputs that may be used to measure fair value:

Level 1. Observable inputs such as quoted prices in active markets;
Level 2. Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and
Level 3. Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The Company's financial instruments consisted of cash, operating lease right-of-use assets, net, accounts payable and accrued expenses, notes payables, and operating lease liabilities. The estimated fair value of cash, operating lease right-of-use assets, net, and notes payables approximate its carrying amount due to the short maturity of these instruments.

Leases

In accordance with ASC 842, Leases, the Company determines whether an arrangement contains a lease at inception. A lease is a contract that provides the right to control an identified asset for a period of time in exchange for consideration. For identified leases, the Company determines whether it should be classified as an operating or finance lease. Operating leases are recorded in the balance sheet as: right-of-use asset ("ROU asset") and operating lease liability. An ROU asset represents the Company's right to use an underlying asset for the lease term and an operating lease liability represents the Company's obligation to make lease payments arising from the lease. ROU assets and operating lease liabilities are recognized at the commencement date of the lease and measured based on the present value of lease payments over the lease term. The ROU asset also includes deferred rent liabilities. The Company's lease arrangements generally do not provide an implicit interest rate. As a result, in such situations the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The Company includes options to extend or terminate the lease when it is reasonably certain that it will exercise that option in the measurement of its ROU asset and operating lease liability. Lease expense for the operating lease is recognized on a straight-line basis over the lease term. The Company has a lease agreement with lease and non-lease components, which are accounted for as a single lease component.

Recent Accounting Pronouncements

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and does not believe the future adoption of any such pronouncements may be expected to cause a material impact on our financial statements.

3. ACQUISITION UNDER ASSET PURCHASE

On June 12, 2024, the Company consummated the closing of the transactions contemplated by an Asset Purchase Agreement ("APA") with Mr. Jihyuck Hwang ("Seller") (see Note 9 Related Party Transactions) via the Company's wholly owned subsidiary, Yoshiharu Las Vegas ("YLV"). The APA provided for the purchase of specific assets of the three restaurant businesses, including inventory, security deposits, fixed assets and lease assignment effective as of April 20, 2024. The Company considered the guidance in ASC 805, Business Combinations, and determined the transaction was an asset acquisition. The three restaurants consist of one Japanese ramen restaurant, and two Izakaya style restaurants offering sushi & steak along with Japanese ramen.

The condensed consolidated financial statements include the results of the YLV from the date of acquisition. The purchase price has been allocated based on estimated fair values as of the acquisition date. The purchase price was allocated as follows:

Preliminary Purchase Price		*April 20, 2024*
Cash	$	900,000
Promissory note to Seller		600,000
Bank notes payables		900,000
Convertible note to Seller		1,200,000
Total purchase price	$	3,600,000

Preliminary Purchase Price Allocation		
Fixed assets	$	1,098,070
Inventory and other assets		13,985
Operating lease right-of-use asset, net		1,409,288
Goodwill		1,985,645
Intangible assets		531,051
Operating lease liabilities		(1,438,039)
Acquired assets, net	$	3,600,000

The purchase price allocation has been prepared on a preliminary basis based on the information that was available to the Company at the time the condensed consolidated financial statements were prepared, and revisions to the preliminary purchase price allocation may result as additional information becomes available.

In determining the purchase price allocation, management considered, among other factors, the Company's intention to use the acquired assets. The intangible assets are being amortized based upon the pattern in which the economic benefits of the intangible assets are being utilized, with no expected residual value.

On March 6, 2025, the Company borrowed $1,200,000 from a third party and paid off the convertible note to Seller on March 10, 2025, then the borrowed amount was subsequently converted to warrants on March 24, 2025.

4. LOAN RECEIVABLE FROM RELATED PARTY

On April 2, 2025, the Company provided a loan to GKFB Corp, a related party, in the amount of $1,400,000 which bears interest of 5% per annum with maturity date of April 1, 2026. GKFB is partially owned by the former Chief Executive Officer of the Company.

5. INVESTMENT

On April 25, 2025, the Company entered into an investment agreement with Wealthrail, Inc. for an amount of $1,100,000. Wealthrail is engaged in the business of purchasing residential real estate properties, making renovations or repairs, and subsequently reselling the properties for profit (commonly referred to as "house flipping").

Under the terms of the agreement, the Company's return on investment is based on the net proceeds realized from the resale of the subject property. Net proceeds are determined as the gross resale price of the property, reduced by the initial purchase cost, construction and renovation costs, agent commissions, property taxes, and other directly attributable costs of the project. The resulting net profit, if any, shall be distributed equally between Wealthrail and the Company on a 50:50 basis.

As of June 30, 2025, no real estate properties were purchased.

6. INTANGIBLE ASSETS

Intangible assets consisted of the following:

	Life	*Average Remaining Life*		*June 30, 2025*		*December 31, 2024*
Brand & non-compete	10 years	9.5 years	$	531,051	$	531,051
Less – accumulated amortization				(53,104)		(39,828)
Total intangible assets, net			**$**	**477,947**	**$**	**491,223**

6. INTANGIBLE ASSETS (Continued)

Estimated future amortization of intangible assets is as follows:

Years ending December 31,		*Amount*
2025 for six months remaining	$	26,533
2026		53,105
2027		53,105
2028		53,105
2029		53,105
Thereafter		225,698
Total	**$**	**464,671**

Amortization expense on intangible assets amounted to $26,552 and $0 for the quarter ended June 30, 2025 and 2024, respectively.

7. PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

		June 30, 2025		*December 31, 2024*
Leasehold Improvement	$	5,453,739	$	5,401,651
Furniture and equipment		1,861,881		1,808,387
Vehicle		582,761		438,521
Total property and equipment		7,898,381		7,648,559
Accumulated depreciation		(2,946,678)		(2,518,330)
Total property and equipment, net	**$**	**4,951,703**	**$**	**5,130,229**

Total depreciation was $478,605 and $822,318 for the six month period ended June 30, 2025 and for the year ended December 31, 2024, respectively.

8. OTHER ASSETS

Other assets consisted of the following:

		June 30 2025		*December 31, 2024*
Security deposits	$	170,892	$	182,531
Tenant improvement receivable		-		300,270
Loan to Won Zo Whittier		100,300		100,300
Others		1,030,378		452,889
Total other assets	**$**	**1,301,570**	**$**	**1,035,990**

9. LINE OF CREDIT

The Company has a $1,000,000 bank line of credit. The line bears a fixed interest rate at 5.35% per annum. It is secured by a $1,000,000 certificate of deposit at the same bank. The line of credit expires in December 2025. The Company is in compliance with certain non-financial covenants imposed by the line of credit agreement. At June 30, 2025 and December 31,2024, the outstanding balance was $1,000,000, respectively.

10. BANK NOTES PAYABLES

	June 30, 2025	December 31, 2024
November 27, 2018 ($780,000) - JJ	$ 142,585	$ 209,090
September 14, 2021 ($197,000) - CC	142,016	155,976
April 22, 2022 ($195,000) - Cerritos	-	165,430
May 22, 2023 ($138,000) - BB	85,208	98,215
May 22, 2023 ($196,000) - CC	120,994	139,464
May 22, 2023 ($178,000) - DD	109,662	127,497
September 13, 2023 ($150,000) - Garden Grove	102,240	116,073
September 13, 2023 ($150,000) - Laguna	102,240	116,073
March 22, 2024 ($150,000) - YM	118,382	131,563
March 22, 2024 ($150,000) - YCT	118,382	131,563
December 20, 2024 ($250,000) - Ontario	228,733	250,000
January 30, 2024 ($500,000) - Yoshiharu	600,000	650,000
June 4, 2024 ($900,000) – YLV	716,888	823,017
Total bank notes payables	2,587,330	3,113,961
Less - current portion	(1,041,490)	(1,366,350)
Total bank notes payables, less current portion	**$ 1,545,840**	**$ 1,747,611**

The following table provides future minimum payments as of June 30, 2025:

For the years ended	***Amount***
2025 (remaining six months)	$ 1,041,490
2026	530,450
2027	530,450
2028	411,896
2029	73,044
Thereafter	-
Total	**$ 2,587,330**

November 27, 2018 – $780,000 – Global JJ Group, Inc.

On November 27, 2018, Global JJ Group, Inc. (the “JJ”) executed the standard loan documents required for securing a loan of $780,000 from the SBA, with proceeds to be used for working capital purposes. As of June 30, 2025 and December 31, 2024, the balance of the loan is $142,585 and $209,090, respectively.

Pursuant to that certain Loan Authorization and Agreement, interest accrues at a variable rate that is subject to change from time to time based on changes in an independent index which is the Prime Rate as published in the Wall Street Journal per annum and will accrue only on funds actually advanced from the date of each advance. The loan requires a payment of $12,499.68 per month which includes principal and interest with an interest rate of 9.25% per year. The balance of principal and interest is payable on December 1, 2025.

10. BANK NOTES PAYABLES (Continued)

September 14, 2021 – $197,000 – Global CC Group, Inc.

On September 14, 2021, the CC executed the standard loan documents required for securing a loan of $197,000 from the SBA, with proceeds to be used for working capital purposes. As of June 30, 2025 and December 31, 2024, the balance of the loan is $142,016 and $155,976, respectively.

Pursuant to that certain Loan Authorization and Agreement, interest accrues at a variable rate that is subject to change from time to time based on changes in an independent index which is the Prime Rate as published in the Wall Street Journal per annum and will accrue only on funds actually advanced from the date of each advance. The loan requires a payment of $3,393.01 per month which includes principal and interest with an interest rate of 8.50%. The balance of principal and interest is payable on August 9, 2029.

April 22, 2022– $195,000 – Yoshiharu Cerritos.

On April 22, 2022, Yoshiharu Cerritos (the "YC") executed loan documents for an SBA loan of $195,000, with proceeds used for working capital. As of December 31, 2024, the outstanding balance was $165,430.

On **March 11, 2025**, the Company completed the sale of its Cerritos store. In connection with the closing, the Company used sale proceeds to **repay the entire outstanding loan balance**. As a result, no balance remained outstanding as of June 30, 2025.

May 22, 2023– $138,000 – Global BB Group, Inc.

On May 22, 2023, Global BB Group, Inc. (the "BB") executed the standard loan documents required for securing a loan of $138,000 from a commercial bank, with proceeds to be used for working capital purposes. With the proceeds, BB paid off the existing SBA loan borrowed by Global AA Group, Inc on September 17, 2017. As of June 30, 2025 and December 31, 2024, the balance of the loan is $85,208 and $98,215, respectively.

Pursuant to that certain Loan Authorization and Agreement, interest accrues at a variable rate that is subject to change from time to time based on changes in an independent index which is the Prime Rate as published in the Wall Street Journal per annum and will accrue only on funds actually advanced from the date of each advance. The loan requires a payment of $2,845.40 per month which includes principal and interest with an initial interest rate of 8.75%. The balance of principal and interest is payable on April 1, 2028.

May 22, 2023– $196,000 – Global CC Group, Inc.

On May 22, 2023, Global CC Group, Inc. (the "CC") executed the standard loan documents required for securing a loan of $196,000 from a commercial bank, with proceeds to be used for working capital purposes. With the proceeds, CC paid off the existing SBA loan borrowed by CC on February 13, 2020. As of June 30, 2025 and December 31, 2024, the balance of the loan is $120,994 and $139,464, respectively.

Pursuant to that certain Loan Authorization and Agreement, interest accrues at a variable rate that is subject to change from time to time based on changes in an independent index which is the Prime Rate as published in the Wall Street Journal per annum and will accrue only on funds actually advanced from the date of each advance. The loan requires a payment of $4,040.43 per month which includes principal and interest with an initial interest rate of 8.75%. The balance of principal and interest is payable on April 1, 2028.

May 22, 2023– $178,000 – Global DD Group, Inc.

On May 22, 2023, Global DD Group, Inc. (the "DD") executed the standard loan documents required for securing a loan of $178,000 from a commercial bank, with proceeds to be used for working capital purposes. With the proceeds, DD paid off the existing SBA loan borrowed by DD on September 15, 2021. As of June 30, 2025 and December 31, 2024, the balance of the loan is $109,662 and $127,497, respectively.

Pursuant to that certain Loan Authorization and Agreement, interest accrues at a variable rate that is subject to change from time to time based on changes in an independent index which is the Prime Rate as published in the Wall Street Journal per annum and will accrue only on funds actually advanced from the date of each advance. The loan requires a payment of $3,693.72 per month which includes principal and interest with an initial interest rate of 8.75%. The balance of principal and interest is payable on April 1, 2028.

10. BANK NOTES PAYABLES (Continued)

September 13, 2023– $150,000 – Yoshiharu Garden Grove

On September 13, 2023, Yoshiharu Garden Grove (the "YG") executed the standard loan documents required for securing a loan of $150,000 from a commercial bank, with proceeds to be used for working capital purposes. As of June 30, 2025 and December 31, 2024, the balance of the loan is $102,240 and $116,073, respectively.

Pursuant to that certain Loan Authorization and Agreement, interest accrues at a variable rate that is subject to change from time to time based on changes in an independent index which is the Prime Rate as published in the Wall Street Journal per annum and will accrue only on funds actually advanced from the date of each advance. The loan requires a payment of $3,160.82 per month which includes principal and interest with an initial interest rate of 9.50%. The balance of principal and interest is payable on August 29, 2028.

September 13, 2023– $150,000 – Yoshiharu Laguna

On September 13, 2023, Yoshiharu Laguna (the "YL") executed the standard loan documents required for securing a loan of $150,000 from a commercial bank, with proceeds to be used for working capital purposes. As of June 30, 2025 and December 31, 2024, the balance of the loan is $102,240 and $116,073, respectively.

Pursuant to that certain Loan Authorization and Agreement, interest accrues at a variable rate that is subject to change from time to time based on changes in an independent index which is the Prime Rate as published in the Wall Street Journal per annum and will accrue only on funds actually advanced from the date of each advance. The loan requires a payment of $3,160.82 per month which includes principal and interest with an initial interest rate of 9.50%. The balance of principal and interest is payable on August 29, 2028.

March 22, 2024– $150,000 – Yoshiharu Menifee

On March,22, 2024, Yoshiharu Menifee (the "YM") executed the standard loan documents required for securing a loan of $150,000 from a commercial bank, with proceeds to be used for working capital purposes. As of June 30, 2025 and December 31, 2024, the balance of the loan is $118,382 and $131,563, respectively.

Pursuant to that certain Loan Authorization and Agreement, interest accrues at a variable rate that is subject to change from time to time based on changes in an independent index which is the Prime Rate as published in the Wall Street Journal per annum and will accrue only on funds actually advanced from the date of each advance. The loan requires a payment of $3,090.03 per month which includes principal and interest with an initial interest rate of 8.50%. The balance of principal and interest is payable on March 22, 2029.

March 22, 2024– $150,000 – Yoshiharu San Clemente

On March,22, 2024, Yoshiharu San Clemente (the "YCT") executed the standard loan documents required for securing a loan of $150,000 from a commercial bank, with proceeds to be used for working capital purposes. As of June 30, 2025 and December 31, 2024, the balance of the loan is $118,382 and $131,563, respectively.

Pursuant to that certain Loan Authorization and Agreement, interest accrues at a variable rate that is subject to change from time to time based on changes in an independent index which is the Prime Rate as published in the Wall Street Journal per annum and will accrue only on funds actually advanced from the date of each advance. The loan requires a payment of $3,090.03 per month which includes principal and interest with an initial interest rate of 8.50%. The balance of principal and interest is payable on March 22, 2029.

December 20, 2024– $250,000 – Yoshiharu Ontario

On December,20, 2024, Yoshiharu Ontario (the "YO") executed the standard loan documents required for securing a loan of $250,000 from a commercial bank, with proceeds to be used for working capital purposes. As of June 30, 2025 and December 31, 2024, the balance of the loan is $228,733 and $250,000, respectively.

Pursuant to that certain Loan Authorization and Agreement, interest accrues at a variable rate that is subject to change from time to time based on changes in an independent index which is the Prime Rate as published in the Wall Street Journal per annum and will accrue only on funds actually advanced from the date of each advance. The loan requires a payment of $5,143.50 per month which includes principal and interest with an initial interest rate of 8.50%. The balance of principal and interest is payable on December 20, 2029.

January 30, 2024– $650,000 – Yoshiharu

On January 30, 2024, Yoshiharu Global Co. (the "Yoshiharu") executed the standard loan documents required for securing a loan of $500,000 from a commercial bank, with proceeds to be used for working capital purposes. On August 16, 2024, Yoshiharu borrowed additional $150,000 from the commercial bank for working capital purpose. As of June 30, 2025 and December 31, 2024, the balance of the loan is $600,000 and $650,000, respectively.

Pursuant to that certain Loan Authorization and Agreement, interest accrues at a variable rate that is subject to change from time to time based on changes in an independent index which is the Prime Rate as published in the Wall Street Journal per annum and will accrue only on funds actually advanced from the date of each advance. The loan requires a payment of $4,757.64 per month which includes interest with an initial interest rate of 8.50%. The balance of principal and interest is payable on August 16, 2025.

June 4, 2024– $900,000 – Yoshiharu Las Vegas

On June 4, 2024, Yoshiharu Las Vegas (the "YLV") executed the standard loan documents required for securing a loan of $900,000 from a commercial bank, with proceeds to be used to acquire certain assets of three restaurants in Las Vegas. As of June 30, 2025 and December 31, 2024, the balance of the loan is $716,888 and $823,017, respectively.

Pursuant to that certain Loan Authorization and Agreement, interest accrues at a variable rate that is subject to change from time to time based on changes in an independent index which is the Prime Rate as published in the Wall Street Journal per annum and will accrue only on funds actually advanced from the date of each advance. The loan requires a payment of $20,333.97 per month which includes principal and interest with an initial interest rate of 8.50%. The balance of principal and interest is payable on December 6, 2028.

11. LOAN PAYABLES, EIDL

	June 30, 2025	December 31, 2024
June 13, 2020 ($150,000 - EIDL) - AA	$ 136,797	$ 138,616
June 13, 2020 ($150,000 - EIDL) - BB	136,814	138,661
July 15, 2020 ($150,000 - EIDL) - JJ	136,309	138,137
Total loans payables, EIDL	409,920	415,414
Less - current portion	(5,513)	(10,924)
Total loans payables, EIDL, less current portion	**$ 404,407**	**$ 404,490**

The following table provides future minimum payments as of June 30, 2025:

For the years ended	***Amount***
2025 (remaining nine months)	$ 8,232
2026	11,341
2027	11,774
2028	12,223
2029	12,689
Thereafter	356,380
Total	**$ 412,639**

June 13, 2020 – $150,000 – Global AA Group, Inc.

On June 13, 2020, Global AA Group, Inc. (the "AA") executed the standard loan documents required for securing a loan (the "EIDL Loan") from the SBA under its Economic Injury Disaster Loan ("EIDL") assistance program in light of the impact of the COVID-19 pandemic on the AA's business.

Pursuant to that certain Loan Authorization and Agreement, the AA borrowed an aggregate principal amount of the AA EIDL Loan of $150,000, with proceeds to be used for working capital purposes. Interest accrues at the rate of 3.75% per annum and will accrue only on funds actually advanced from the date of each advance. Installment payments, including principal and interest, are due monthly since May 14, 2021 (twelve months from the date of the AA EIDL Loan) in the amount of $731. The balance of principal and interest is payable thirty years from the date of the AA EIDL Loan. In connection therewith, the AA also received a $10,000 grant, which does not have to be repaid.

In connection therewith, the AA executed (i) a loan for the benefit of the SBA, which contains customary events of default and (ii) a security agreement, granting the SBA a security interest in all tangible and intangible personal property of the AA, which also contains customary events of default.

June 13, 2020 – $150,000 – Global BB Group, Inc.

On June 13, 2020, Global BB Group, Inc. (the "BB") executed the standard loan documents required for securing an EIDL loan (the "BB EIDL Loan") from the SBA in light of the impact of the COVID-19 pandemic on the BB's business.

11. LOAN PAYABLES, EIDL (Continued)

Pursuant to that certain Loan Authorization and Agreement, the BB borrowed an aggregate principal amount of the BB EIDL Loan of $150,000, with proceeds to be used for working capital purposes. Interest accrues at the rate of 3.75% per annum and will accrue only on funds actually advanced from the date of each advance. Installment payments, including principal and interest, are due monthly since May 14, 2021 (twelve months from the date of the BB EIDL Loan) in the amount of $731. The balance of principal and interest is payable thirty years from the date of the BB EIDL Loan. In connection therewith, the BB also received a $10,000 grant, which does not have to be repaid.

In connection therewith, the BB executed (i) a loan for the benefit of the SBA, which contains customary events of default and (ii) a security agreement, granting the SBA a security interest in all tangible and intangible personal property of the BB, which also contains customary events of default.

July 15, 2020 – $150,000 – Global JJ Group, Inc.

On July 15, 2020, Global JJ Group, Inc. (the "JJ") executed the standard loan documents required for securing an EIDL loan (the "JJ EIDL Loan") from the SBA in light of the impact of the COVID-19 pandemic on the JJ's business.

Pursuant to that certain Loan Authorization and Agreement, the JJ borrowed an aggregate principal amount of the JJ EIDL Loan of $150,000, with proceeds to be used for working capital purposes. Interest accrues at the rate of 3.75% per annum and will accrue only on funds actually advanced from the date of each advance. Installment payments, including principal and interest, are due monthly since May 14, 2021 (twelve months from the date of the JJ EIDL Loan) in the amount of $731. The balance of principal and interest is payable thirty years from the date of the JJ EIDL Loan.

12. LOANS PAYABLE TO FINANCIAL INSTITUTIONS

Loans payable to financial institutions consist of the following:

	June 30, 2025	*December 31, 2024*
November 21, 2023 ($91,000) - CC (CO) Loan agreement with principal amount of $91,000 and repayment rate of 46.27% for a total of $113,750. The loan payable matures on November 15, 2024	$ -	$ 34,282

13. CONVERTIBLE NOTE TO RELATED PARTY

On June 12, 2024, the Company issued convertible note to a related party. The convertible note, maturing one year from closing, accrues 0.5% interest annually and allows conversion into Class A common stock based on conversion price which is determined at 150% of the average of the highest and lowest prices of the Company's stock (traded under the symbol "YOSH") during the five business days immediately after the closing date. Based on the conversion price formula, it was determined at $5.90. In the event the closing price of the stocks of the Company on the date of conversion is lower than the conversion price, the related party has the option to elect to receive the entire principal sum and accrued interest in cash or to convert any portion of this convertible note into Class A Common Stocks of the Company at the conversion price and receive the remaining balance of the principal sum in cash. The Company repaid such convertible note on March 10, 2025 with the proceeds from a loan made to the Company on March 6, 2025.

14. RELATED PARTY TRANSACTIONS

The Company had the following related party transactions:

- ***Due to related party*** – From time to time, the Company loaned money to APIIS Financial Group, a company owned by James Chae, who is also the majority stockholder and CEO of the Company. The balance is non-interest bearing and due on demand. As of June 30, 2025 and December 31, 2024, the balance was $1,544,897 and $732,710, respectively.

- ***Related party compensation*** - For the three months ended June 30, 2025 and 2024, the compensation to James Chae was $42,154, respectively.

- ***Notes payable and Convertible notes to related party*** –. On June 12, 2024, the Company consummated the acquisition of certain assets in three Las Vegas restaurants from Mr. Jihyuck Hwang. Total acquisition cost was $3.6 million, consisting of $1.8 million in cash, issuance of a $600,000 promissory note and issuance of a $1.2 million convertible note to Mr. Hwang. The promissory note will be repaid in two equal installments without interest, while the convertible note was repaid by the Company on March 10, 2025 with the proceeds from a loan made to the Company on or about March 7, 2025. As of June 30, 2025, the balances were $600,000 and $0 for the promissory note and the convertible note, respectively. The balances were $600,000 and $1,200,000, respectively, as of December 31, 2024.

  Interest expense was $0 for the three and six months ended June 30, 2025 and 2024.

15. INCOME TAX

Total income tax (benefit) expense consists of the following:

For the Six Months Ended June 30,	*2025*	*2024*
Current provision (benefit):		
Federal	$ -	$ -
State	16,925	21,838
Total current provision (benefit)	16,925	21,838
Deferred provision (benefit):		
Federal	-	-
State	-	-
Total deferred provision (benefit)	-	-
Total tax provision (benefit)	**$ 16,925**	**$ 21,838**

A reconciliation of the Company's effective tax rate to the statutory federal rate is as follows:

June 30,	*2025*	*2024*
Statutory federal rate	21.00%	21.00%
State income taxes net of federal income tax benefit and others	8.84%	8.84%
Permanent differences for tax purposes and others	-%	-%
Change in valuation allowance	-29.84%	-29.84%
Effective tax rate	**0.00%**	**0%**

15. INCOME TAX (Continued)

The income tax benefit differs from the amount computed by applying the U.S. federal statutory tax rate of 21% and California state income taxes of 8.84% due to the change in the valuation allowance.

	June 30, 2025	*December 31, 2024*
Deferred tax assets:		
Net operating loss	$ 2,310,000	$ 2,010,000
Other temporary differences	-	-
Total deferred tax assets	2,310,000	2,010,000
Less – valuation allowance	(2,310,000)	(2,010,000)
Total deferred tax assets, net of valuation allowance	**$ -**	**$ -**

Deferred income taxes reflect the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The components of deferred tax assets and liabilities are as follows:

As of December 31, 2024, the Company had available net operating loss carryovers of approximately $9,575,000. Per the Tax Cuts and Jobs Act (TCJA) implemented in 2018, the two-year carryback provision was removed and now allows for an indefinite carryforward period. The carryforwards are limited to 80% of each subsequent year’s net income. As a result, net operating loss may be applied against future taxable income and expires at various dates subject to certain limitations. The Company has a deferred tax asset arising substantially from the benefits of such net operating loss deduction and has recorded a valuation allowance for the full amount of this deferred tax asset since it is more likely than not that some or all of the deferred tax asset may not be realized.

The Company files income tax returns in the U.S. federal jurisdiction and California and is subject to income tax examinations by federal tax authorities for tax year ended 2019 and later and subject to California authorities for tax year ended 2018 and later. The Company currently is not under examination by any tax authority. The Company’s policy is to record interest and penalties on uncertain tax positions as income tax expense. As of June 30, 2025 and December 31, 2024, the Company has no accrued interest or penalties related to uncertain tax positions.

As of June 30, 2025, the Company had cumulative net operating loss carryforwards for federal tax purposes of approximately $11,000,000. In addition, the Company had state tax net operating loss carryforwards of the same amount. The carryforwards may be applied against future taxable income and expires at various dates subject to certain limitations.

16. COMMITMENTS AND CONTINGENCIES

Commitments

Operating lease right-of-use (“ROU”) assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Generally, the implicit rate of interest in arrangements is not readily determinable and the Company utilizes its incremental borrowing rate in determining the present value of lease payments. The Company’s incremental borrowing rate is a hypothetical rate based on its understanding of what its credit rating would be. The operating lease ROU asset includes any lease payments made and excludes lease incentives. Our variable lease payments primarily consist of maintenance and other operating expenses from our real estate leases. Variable lease payments are excluded from the ROU assets and lease liabilities and are recognized in the period in which the obligation for those payments is incurred. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term.

The Company has lease agreements with lease and non-lease components. The Company has elected to account for these lease and non-lease components as a single lease component.

16. COMMITMENTS AND CONTINGENCIES (Continued)

In accordance with ASC 842, the components of lease expense were as follows:

	June 30,	
For the Six months ended	***2025***	***2024***
Operating lease expense	$ 620,144	$ 591,643
Total lease expense	$ 620,144	$ 591,643

In accordance with ASC 842, other information related to leases was as follows:

For the Six months ended	***2025***	***2024***
Operating cash flows from operating leases	$ 641,290	$ 542,277
Cash paid for amounts included in the measurement of lease liabilities	$ 641,290	$ 524,277
Weighted-average remaining lease term—operating leases		6.3 Years
Weighted-average discount rate—operating leases		7%

Year ending:	**Operating Lease**
2025 (remaining six months)	$ 706,920
2026	1,367,546
2027	1,338,677
2028	1,287,339
2029	1,083,410
Thereafter	3,134,813
Total undiscounted cash flows	$ 8,918,745
Reconciliation of lease liabilities:	
Weighted-average remaining lease terms	6.3 Years
Weighted-average discount rate	7%
Present values	$ 7,556,502
Lease liabilities—current	1,084,255
Lease liabilities—long-term	6,472,247
Lease liabilities—total	$ 7,556,502
Difference between undiscounted and discounted cash flows	$ 1,362,243

17. STOCKHOLDERS' EQUITY

Class A Common Stock

The Company has authorization to issue and have outstanding at any one time 49,000,000 shares of class A common stock with a par value of $0.0001 per share. Each share of class A common stock entitles its holder to one vote on all matters to be voted on by stockholders generally.

See Note 1 and Note 8 above for details regarding the issuance and redemption of shares of the Company's class A common stock to and from James Chae, the Company's majority stockholder, in December 2021.

In December 2021, the Company received subscriptions for the sale of 670,000 shares of class A common stock to investors for $2.00 per share, for total expected proceeds of $1,340,000. As of March 31, 2022, the Company had received $1,340,000 of the expected proceeds.

In September 2022, the Company consummated its initial public offering (the "IPO") of 2,940,000 shares of its class A common stock at a public offering price of $4.00 per share, generating gross proceeds of $11,760,000. Net proceeds from the IPO was approximately $10.3 million after deducting underwriting discounts and commissions and other offering expenses of approximately $1.5 million.

Immediately prior to the IPO, the Company issued 549,100 shares of class A common stock as compensation to directors and consultants. The Company has accrued approximately $1.1 million of compensation expense at December 31, 2021 for the 549,100 shares at $2.00 per share, which the Company's board of directors determined to reflect the then current fair market value of the Company's Class A common stock. Upon the issuance of the 549,100 shares, the accrued liability was adjusted to additional paid-in-capital.

The Company also granted the underwriters a 45-day option to purchase up to 441,000 additional shares (equal to 15% of the shares of class A common stock sold in the IPO) to cover over-allotments, if any, which the underwriters did not exercise. In addition, the Company issued to the representative of the underwriters warrants to purchase a number of shares of class A common stock equal to 5.0% of the aggregate number of shares of Class A common stock sold in the IPO (including shares of Class A common stock sold upon exercise of the over-allotment option). The representative's warrants will be exercisable at any time and from time to time, in whole or in part, during the four-and-½-year period commencing six months from the date of commencement of the sales of the shares of Class A common stock in connection with the IPO, at an initial exercise price per share of $5.00 (equal to 125% of the initial public offering price per share of class A common stock). No representative's warrants have been exercised.

On November 22, 2023, the Company filed the Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation to effect the Reverse Stock Split of its issued Common Stock in the ratio of 1-for-10 effective at 11:59 p.m. eastern on November 27, 2023. The Common Stock began trading on a split-adjusted basis at the market open on Tuesday, November 28, 2023.

No fractional shares were issued as a result of the Reverse Stock Split. Instead, any fractional shares that would have resulted from the Reverse Stock Split were rounded up to the next whole number. As a result, a total of 34,846 shares of Class A common stock were issued and total of 1,230,246 shares of Class A common stock were outstanding as of December 31, 2023. The Reverse Stock Split affected all stockholders uniformly and did not alter any stockholder's percentage interest in the Company's outstanding Common Stock, except for adjustments that may result from the treatment of fractional shares. The number of authorized shares of Common Stock of the Company and number of authorized, issued, and outstanding shares of the preferred stock of the Company were not changed.

17. STOCKHOLDERS' EQUITY (Continued)

On January 5, 2024, the Company entered into a Securities Purchase Agreement with Alumni Capital LP, an accredited investor ("the Investor"), allowing the Company to sell up to $5,000,000 in Class A common stock to the Investor, subject to certain conditions including SEC approval of a registration statement. The Company controls the timing and amount of these sales until June 30, 2024, influenced by market conditions and trading prices. The shares will be sold at either 85% or 96% of the lowest trading price over the five days prior to closing, with specific limits on the amounts for each price option. The total shares sold cannot exceed 237,885 without stockholder approval, and the Investor's ownership is capped at 9.99% of the outstanding shares. As consideration, the Company will issue 24,950 shares of Common Stock to the Investor, divided into two tranches.

On January 9, 2024, Yoshiharu Global Co. issued 12,745 shares of Class A Common Stock as commitment shares pursuant to this agreement.

On April 18, 2024, the Company amended the Securities Purchase Agreement with Alumni Capital LP to extended the commitment period ending on the earlier of (i) December 31, 2024, or (ii) the date on which the Investor shall have purchased Securities pursuant to the Securities Purchase Agreement for an aggregate purchase price of the commitment amount.

On November 20, 2024, the Company issued 45,000 shares of Class A Common Stock based on the Securities Purchase Agreement with Alumni Capital LP.

On January 6, 2025, the Company issued and sold to Crom Structured Opportunities Fund I, LP, a Delaware limited partnership ("Crom") a 10% OID promissory note in the aggregate principal amount of $1,100,000 (the "Note") for a purchase price of $1,000,000. The Company repaid such Note on March 7, 2025 with the proceeds from a loan made to the Company on or about March 6, 2025. Also on January 6, 2025, we entered into an equity purchase agreement (the "Purchase Agreement") with Crom (the "Investor") pursuant to which the Company shall have the right, but not the obligation, to sell to the Investor up to $10,000,000 (the "ELOC Shares") of the Company's Class A common stock, $0.0001 par value per share ("Class A Common Stock"). However, we have not yet been able to access capital under this agreement since we must first register shares issuable under the Purchase Agreement, which we may only do after the filing of this Annual Report on Form 10-K.

On March 12, 2025, the Company entered into a private placement securities subscription agreement (the "GM Private Placement Agreement") with Good Mood Studio, Inc. ("Good Mood Studio") pursuant to which Good Mood Studio purchased $200,000 worth of the Company's shares of Class A common stock, par value $0.0001 per share ("Class A Common Stock"), at a price per share of $2.50 per share, or 80,000 shares of Class A Common Stock (the "GM Shares").

On March 12, 2025, the Company entered into a private placement securities subscription agreement (the "BOF Private Placement Agreement") with Blue Ocean Fund ("Blue Ocean Fund") pursuant to which Blue Ocean Fund purchased $300,000 worth of the Company's Class A Common Stock, at a price per share of $2.50 per share, or 120,000 shares of Class A Common Stock (the "BOF Shares").

On March 12, 2025, the Company entered into a private placement securities subscription agreement (the "GLF Private Placement Agreement") with Green Light Fund ("Green Light Fund") pursuant to which Green Light Fund purchased $214,000 worth of the Company's Class A Common Stock, at a price per share of $2.50 per share, or 85,600 shares of Class A Common Stock (the "GLF Shares").

On March 17, 2025, the Company entered into securities subscription agreements (the "Subscription Agreements") with certain investors pursuant to which the investors purchased an aggregate of 480,000 warrants for a purchase price of $1,200,000. The Subscription Agreements contain customary representations, warranties, and indemnification provisions and were entered into in reliance on self-certification as an accredited investor pursuant to Regulation D promulgated under the Securities Act. Each warrant is exercisable for one share of the Company's Class A common stock at an exercise price of $0.01 (the "Shares") pursuant to the terms of a warrant agreement dated as of March 17, 2025 (the "Warrant Agreement").

On March 24, 2025, the Company entered into securities subscription agreements (the "Subscription Agreements") with certain investors pursuant to which the investors agreed to cancel indebtedness in an aggregate amount of $2,500,000 in exchange for the issuance of an aggregate of 1,000,000 warrants.

On March 25, 2025, the Company entered into Subscription Agreements with certain investors pursuant to which the investors agreed to pay $1,650,000 in aggregate to purchase an aggregate of 660,000 warrants. The Subscription Agreements contain customary representations, warranties, and indemnification provisions and were entered into in reliance on self-certification as an accredited investor pursuant to Regulation D promulgated under the Securities Act. Each warrant is exercisable for one share of the Company's Class A common stock at an exercise price of $0.01 (the "Shares") pursuant to the terms of warrant agreements dated as of March 25, 2025 (the "Warrant Agreement").

17. STOCKHOLDERS' EQUITY (DEFICIT) (Continued)

Class B Common Stock

The Company has authorization to issue and have outstanding at any one time 1,000,000 shares of Class B common stock with a par value of $0.0001 per share. The holders of class B common stock are entitled to 10 votes per share, and to vote together as a single class with holders of class A common stock with respect to any question or matter upon which holders of class A common stock have the right to vote, unless otherwise required by applicable law or our amended and restated certificate of incorporation.

The holders of class B common stock are entitled to dividends as declared by the Company's Board of Directors from time to time at the same rate per share as the class A common stock.

The holders of the class B common stock have the following conversion rights with respect to the class B common stock into shares of class A common stock:

- all of the shares of class B common stock will automatically convert into class A common stock on a one-for-one basis upon the earlier of (A) the date such shares cease to be beneficially owned by James Chae and (B) 5:00 p.m. Pacific Time on the date that James Chae ceases to beneficially own at least 25% of the voting power of all the outstanding shares of capital stock of the Company; and

- at the election of the holder of class B common stock, any share of class B common stock may be voluntarily converted into one share of class A common stock.

Immediately prior to the IPO in September 2022, the Company exchanged 1,000,000 shares of class A common stock held by James Chae into 1,000,000 shares of class B common stock.

On November 22, 2023, the Company filed the Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation to effect the Reverse Stock Split of its issued Class B common stock in the ratio of 1-for-10 to be effective at 11:59 p.m. eastern on November 27, 2023. As a result, a total of 100,000 shares of Class B common stock were issued and outstanding as of June 30, 2025 and 2024 and December 31, 2024.

18. EARNINGS PER SHARE

The Company calculates earnings per share in accordance with FASB ASC 260, Earnings Per Share, which requires a dual presentation of basic and diluted earnings per share. Basic earnings per share are computed using the weighted average number of shares outstanding during the fiscal year. The Company did not have any dilutive common shares for the three months ended June 30, 2025 and 2024.

19. SUBSEQUENT EVENTS

The Company evaluated all events or transactions that occurred after June 30, 2025 up through the date the consolidated financial statements were available to be issued. Based upon the evaluation, except as disclosed below or within the footnotes, the Company did not identify any recognized or non-recognized subsequent events that would have required adjustment or disclosure in the consolidated financial statements except as follows:

- Forward Stock Split - On July 18, 2025, the Company's Board of Directors approved and announced a 4-for-1 forward stock split of its Class A and Class B common stock. The record date for the split was July 28, 2025, with distribution of additional shares on July 30, 2025, and trading on a split-adjusted basis commencing on July 31, 2025. The par value of the Company's common stock remained at $0.001 per share. All share and per-share amounts in the accompanying consolidated financial statements and notes have been retroactively adjusted to reflect the stock split.

- Convertible Note Issuance - On July 29, 2025, the Company entered into a Secured Convertible Note Purchase Agreement with an institutional investor for aggregate gross proceeds of $4.4 million. The note matures in three years, bears interest at 7% per annum, payable semi-annually, and is convertible beginning six months after issuance at a conversion price of $1.10 per share, subject to reset provisions based on market conditions and a floor conversion price of $1.00. Conversion is limited to 19.99% of the Company's outstanding shares prior to shareholder approval. The proceeds are restricted for real estate acquisitions. The note is secured by a subordinated lien on the acquired property, includes a 3% net profit participation on sales of such properties, and permits assignment of up to 40% of the principal balance under certain conditions.

- Proposed Corporate Name Change - On July 15, 2025, the Company announced its intention to change its corporate name from Yoshiharu Global Co. to Vestand, Inc. to reflect a strategic transition into real estate investment and digital asset initiatives. The name change is subject to the completion of required corporate and regulatory approvals

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

You should read the following discussion and analysis of our financial condition and results of operations together with our unaudited consolidated financial statements and the related notes and other financial information included elsewhere in this Quarterly Report on Form 10-Q and with our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ending December 31, 2024. As discussed in the section titled “Note Regarding Forward-Looking Statements,” the following discussion and analysis contains forward-looking statements that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. Factors that could cause or contribute to these differences include, but are not limited to, those identified below and those discussed in the section titled “Risk Factors” in our Annual Report on Form 10-K for the year ending December 31, 2024.

Overview of Yoshiharu

Yoshiharu is a fast-growing Japanese restaurant operator and was borne out of the idea of introducing the modernized Japanese dining experience to customers all over the world. Specializing in Japanese ramen, Yoshiharu gained recognition as a leading ramen restaurant in Southern California within six months of our 2016 debut and has continued to expand our top-notch restaurant service across Southern California, currently owning and operating 15 restaurant stores with an additional 2 restaurant stores under construction/development/acquisition as of June 30, 2025.

We take pride in our warm, hearty, smooth, and rich bone broth, which is slowly boiled for over 12 hours. Customers can taste and experience supreme quality and deep flavors. Combining the broth with the fresh, savory, and highest-quality ingredients, Yoshiharu serves the perfect, ideal ramen, as well as offers customers a wide variety of sushi rolls, bento menu and other favorite Japanese cuisine. Our acclaimed signature Tonkotsu Black Ramen has become a customer favorite with its slow cooked pork bone broth and freshly made, tender chashu (braised pork belly).

Our mission is to bring our Japanese ramen and cuisine to the mainstream, by providing a meal that customers find comforting. Since the inception of the business, we have been making our own ramen broth and other key ingredients such as pork chashu and flavored eggs from scratch, whereby upholding the quality and taste of our foods, including the signature texture and deep, rich flavor of our handcrafted broth. Moreover, we believe that slowly cooking the bone broth makes it high in collagen and rich in nutrients. Yoshiharu also strives to present food that is not only healthy, but also affordable. We feed, entertain and delight our customers, with our active kitchens and bustling dining rooms providing happy hours, student and senior discounts, and special holiday events. As a result of our vision, customers can comfortably enjoy our food in a friendly and welcoming atmosphere.

We operate in a large and rapidly growing market. We believe the consumer appetite for Asian cuisine is widespread across many demographics and grants us the opportunity to expand in both existing and new U.S. markets, as well as internationally.

Our Growth Strategies

Pursue New Restaurant Development.

We have pursued a disciplined new corporate owned growth strategy. Having expanded our concept and operating model across varying restaurant sizes and geographies, we plan to leverage our expertise opening new restaurants to fill in existing markets and expand into new geographies. While we currently aim to achieve in excess of 100% annual unit growth rate over the next three to five years, we cannot predict the time period of which we can achieve any level of restaurant growth or whether we will achieve this level of growth at all. Our ability to achieve new restaurant growth is impacted by a number of risks and uncertainties beyond our control, including but not limited to landlord delays; competition in existing and new markets, including competition for restaurant sites; and the lack of development and overall decrease in commercial real estate due to macroeconomic decline. We believe there is a significant opportunity to employ this strategy to open additional restaurants in our existing markets and in new markets with similar demographics and retail environments.

Deliver Consistent Comparable Restaurant Sales Growth.

We have achieved positive comparable restaurant sales growth in recent periods. We believe we will be able to generate future comparable restaurant sales growth by growing traffic through increased brand awareness, consistent delivery of a satisfying dining experience, new menu offerings, and restaurant renovations. We will continue to manage our menu and pricing as part of our overall strategy to drive traffic and increase average check. We are also exploring initiatives to grow sales of alcoholic beverages at our restaurants, including the potential of a larger format restaurant with a sake bar concept. In addition to the strategies stated above, we expect to initiate sales of franchises in 2025.

Increase Profitability.

We have invested in our infrastructure and personnel, which we believe positions us to continue to scale our business operations. As we continue to grow, we expect to drive higher profitability both at a restaurant-level and corporate-level by taking advantage of our increasing buying power with suppliers and leveraging our existing support infrastructure. Additionally, we believe we will be able to optimize labor costs at existing restaurants as our restaurant base matures and AUV's increase. We believe that as our restaurant base grows, our general and administrative costs will increase at a slower rate than our sales.

Heighten Brand Awareness.

We intend to continue to pursue targeted local marketing efforts and plan to increase our investment in advertising. We also are exploring the development of instant ramen noodles which we would distribute through retail channels. We intend to explore partnerships with grocery retailers to provide small-format Yoshiharu kiosks in stores to promote a limited selection of Yoshiharu cuisine.

Experienced Management Team Dedicated to Growth.

Our team is led by experienced and passionate senior management who are committed to our mission. We are led by our Chief Executive Officer, James Chae. Mr. Chae founded Yoshiharu in 2016 and leads a team of talented professionals with deep financial, operational, culinary, and real estate experience.

Components of Our Results of Operations

Revenues. Revenues represent sales of food and beverages in restaurants. Restaurant sales in a given period are directly impacted by the number of restaurants we operate and comparable restaurant sales growth.

Food and beverage. Food and beverage costs are variable in nature, change with sales volume and are influenced by menu mix and subject to increases or decreases based on fluctuations in commodity costs. Other important factors causing fluctuations in food and beverage costs include seasonality and restaurant-level management of food waste. Food and beverage costs are a substantial expense and are expected to grow proportionally as our sales grow.

Labor. Labor includes all restaurant-level management and hourly labor costs, including wages, employee benefits and payroll taxes. Similar to the food and beverage costs that we incur, labor and related expenses are expected to grow proportionally as our sales increase. Factors that influence fluctuations in our labor and related expenses include minimum wage and payroll tax legislation, the frequency and severity of workers' compensation claims, healthcare costs and the performance of our restaurants.

Rent and utilities. Rent and utilities include rent for all restaurant locations and related taxes.

Depreciation and amortization expenses. Depreciation and amortization expenses are periodic non-cash charges that consist of depreciation of fixed assets, including equipment and capitalized leasehold improvements. Depreciation is determined using the straight-line method over the assets' estimated useful lives, ranging from three to ten years.

Delivery and service fees. The Company's customers may order online through third party service providers such as Uber Eats, Door Dash, Grubhub and others. These third-party service providers charge delivery and order fees to the Company.

General and administrative expenses. General and administrative expenses include expenses associated with corporate and regional supervision functions that support the operations of existing restaurants and development of new restaurants, including compensation and benefits, travel expenses, stock-based compensation expenses for corporate-level employees, legal and professional fees, marketing costs, information systems, corporate office rent and other related corporate costs. General and administrative expenses are expected to grow as our sales grows, including incremental legal, accounting, insurance and other expenses incurred as a public company.

Advertising and marketing expenses. Advertising and marketing expenses include expenses associated with marketing campaigns and periodic advertising. Advertising and marketing expenses are expected to grow leading up to the planned openings of restaurant locations and is expected to stabilize as an average by location as our sales grow.

Interest expense. Interest expense includes non-cash charges related to our capital lease obligations and bank notes payable.

Income tax provision (benefit). Provision for income taxes represents federal, state and local current and deferred income tax expense.

Results of Operations

Six months ended June 30, 2025 Compared to Six months ended June 30, 2024

The following table presents selected comparative results of operations from our unaudited financial statements for the six months ended June 30, 2025, compared to six months ended June 30, 2024. Our financial results for these periods are not necessarily indicative of the financial results that we will achieve in future periods. Certain totals for the table below may not sum to 100% due to rounding.

	For the Six months ended June 30		***Increase /(Decrease)***	
	2025	***2024***	***$***	***$***
Total revenue	7,200,729	6,137,005	$ 1,063,724	17.33%
Restaurant operating expenses:				
Food, beverages and supplies	2,269,553	1,508,572	760,981	50.44%
Labor	3,329,120	2,780,661	548,459	19.72%
Rent and utilities	1,133,500	769,296	364,204	47.34%
Delivery and service fees	306,724	280,916	25,808	9.19%
Depreciation	478,605	350,327	128,278	36.62%
Total restaurant operating expenses	7,517,502	5,689,772	1,827,730	32.12%
Net restaurant operating income	(316,773)	447,233	(764,006)	-170.83%
Operating expenses:				
General and administrative	2,531,310	2,012,054	519,256	25.81%
Related party compensation	42,154	95,879	(53,725)	-56.03%
Advertising and marketing	85,933	58,564	27,369	46.73%
Total operating expenses	2,659,397	2,166,497	492,900	22.75%
Loss from operations	(2,976,170)	(1,719,264)	(1,256,906)	73.11%
Other income (expense):				
Other income	800,106	12,207	787,899	6454.49%
Interest	(435,868)	(252,126)	(183,742)	72.88%
Total other income	364,238	(239,919)	604,157	-251.82%
Loss before income taxes	(2,611,932)	(1,959,183)	(652,749)	33.32%
Income tax provision	16,925	21,838	(4,913)	-22.50%
Net loss	**(2,628,857)**	**(1,981,021)**	(647,836)	32.70%

Revenues Revenue were $7.2 million for the six months ended June 30, 2025, compared to $6.1 million for the six months ended June 30, 2024, an increase of approximately $1.1 million, or 17.3%. This increase was primarily attributable to the acquisition of three restaurants in Las Vegas during the second quarter of 2025, which contributed incremental sales to the period.

Food, beverage and supplies. Food, beverage and supplies costs were approximately $2.3 million for the six months ended June 30, 2025, compared to $1.5 million for the six months ended June 30, 2024, representing an increase of approximately $761 thousand, or 50.4%. The increase in costs for the six-month period was primarily attributable to higher sales from the three newly acquired restaurants in Las Vegas, as well as a general increase in food material costs compared to the prior year. As a percentage of sales, food, beverage and supply costs increased to 31.5% in the six months ended June 30, 2025, compared to 24.6% in the six months ended June 30, 2024. The higher percentage of sales was primarily driven by inflationary pressures in food input costs.

Labor. Labor expense was $3.33 million for the six months ended June 30, 2025, compared to $2.78 million in the prior year period, an increase of approximately $548 thousand, or 19.7 percent. The increase was primarily attributable to the addition of staffing costs from the three newly acquired Las Vegas restaurants and wage inflation compared to the prior year. As a percentage of revenues, labor expense was 46.2 percent in 2025 compared to 45.3 percent in 2024, remaining relatively consistent despite the expansion.

Rent and utilities. Rent and utilities expense was $1.13 million for the six months ended June 30, 2025, compared to $769 thousand in the prior year period, an increase of approximately $364 thousand, or 47.3 percent. The increase was primarily due to the addition of lease expenses from the three newly acquired Las Vegas restaurants, as well as higher utility costs. As a percentage of revenues, rent and utilities rose to 15.7 percent in 2025 compared to 12.5 percent in 2024, reflecting the impact of new leases and cost inflation.

Delivery and service fees. Delivery and service fees were **$**307 thousand for the six months ended June 30, 2025, compared to $281 thousand in the prior year period, an increase of approximately $26 thousand, or 9.2%. The increase was primarily attributable to higher overall sales volumes, including contributions from the newly acquired Las Vegas restaurants. As a percentage of revenues, delivery and service fees remained relatively stable at 4.3% in 2025 compared to 4.6% in 2024**,** indicating consistent cost management despite higher activity levels

Depreciation and amortization expenses. Depreciation and amortization expense was $479 thousand for the six months ended June 30, 2025, compared to $350 thousand in the prior year period, an increase of approximately $129 thousand, or 36.6 percent. The increase was primarily due to depreciation on fixed assets acquired with the three new Las Vegas restaurants, along with ongoing depreciation from capital improvements made in prior periods. As a percentage of revenues, depreciation rose to 6.6 percent in 2025 compared to 5.7 percent in 2024, reflecting a higher asset base following recent expansion.

General and administrative expenses. General and administrative expense was $2.53 million for the six months ended June 30, 2025, compared to $2.01 million in the prior year period, an increase of approximately $519 thousand, or 25.8 percent. The increase was primarily due to higher corporate overhead costs associated with supporting the expanded restaurant base and professional fees. As a percentage of revenues, general and administrative expense was 35.2 percent in 2025 compared to 32.8 percent in 2024, reflecting higher fixed overhead relative to sales growth.

Related party compensation Related party compensation was $42 thousand for the six months ended June 30, 2025, compared to $96 thousand in the prior year period, a decrease of approximately $54 thousand, or 56.0 percent. The decrease was primarily due to reduced compensation paid to James Chae following his resignation as an officer during the current period. As a percentage of revenues, related party compensation declined to 0.6 percent in 2025 from 1.6 percent in 2024, reflecting reduced payments relative to overall sales growth

Liquidity and Capital Resources

On August 21, 2024, we received a notification letter (the "Letter") from the Nasdaq Listing Qualifications Staff of The Nasdaq Stock Market LLC ("Nasdaq") notifying the Company that its amount of stockholders' equity has fallen below the $2,500,000 required minimum for continued listing set forth in Nasdaq Listing Rule 5550(b)(1). On February 18, 2025, we received another notification letter (the "2nd Letter") from Nasdaq notifying the Company that it has scheduled the Company's securities for delisting from The Nasdaq Capital Market. Pursuant to the procedures set forth in the Nasdaq Listing Rule 5800 series, we appealed Nasdaq's determination to a Hearings Panel (the "Panel") and a hearing request has stayed the suspension of the Company's securities and the filing of the Form 25-NSE pending the Panel's decision after a hearing scheduled for April 1, 2025.

Our primary uses of cash are for operational expenditures and capital investments, including new restaurants, costs incurred for restaurant remodels and restaurant fixtures. Historically, our main sources of liquidity have been cash flows from operations, borrowings from banks, and sales of common shares.

On January 5, 2024, we entered into a securities purchase agreement (the "Securities Purchase Agreement") with Alumni Capital LP, a Delaware limited partnership ("Alumni") whereby we sold to Alumni 45,000 shares of Class A Common Stock in exchange for $118 thousand on November 20, 2024. This Purchase Agreement terminated on December 31, 2024.

On January 6, 2025, the Company issued and sold to Crom Structured Opportunities Fund I, LP, a Delaware limited partnership ("Crom") a 10% OID promissory note in the aggregate principal amount of $1,100,000 (the "Note") for a purchase price of $1,000,000. The Company repaid such Note on March 7, 2025 with the proceeds from a loan made to the Company on or about March 6, 2025. Also on January 6, 2025, we entered into an equity purchase agreement (the "Purchase Agreement") with Crom (the "Investor") pursuant to which the Company shall have the right, but not the obligation, to sell to the Investor up to $10,000,000 (the "ELOC Shares") of the Company's Class A common stock, $0.0001 par value per share ("Class A Common Stock"). However, we have not yet been able to access capital under this agreement since we must first register shares issuable under the Purchase Agreement, which we may only do after the filing of this Annual Report on Form 10-K.

On March 12, 2025, we entered into private placements with three investors for the sale of Class A common stock at a price of $2.50 per share for gross proceeds of $714,000. However, we are obligated to register those shares and if we fail to do so in accordance with those agreements, we may be forced to repurchase those shares at the price we had sold them for. On March 17, 2025 we sold penny warrants at a price of $2.50 per share for gross proceeds of $1,200,000. We are obligated to register the shares underlying such warrants and if we fail to do so in accordance with those agreements, we may be forced to repurchase those warrants for the price we sold them for.

On March 17, 2025, the Company sold 480,000 warrants for a purchase price of $1,200,000, or $2.50 per share. Each warrant is exercisable for one share of the Company's Class A common stock pursuant to the terms of a warrant agreement dated as of March 17, 2025. Pursuant to the terms of the Warrant Agreement, in the event that the Company has not obtained stockholder approval, the Company may not issue upon exercise of the Warrants a number of shares of Common Stock, which, when aggregated with any shares of Common Stock issued pursuant to the subscription agreements executed contemporaneously between the Company and other investors or holders of Warrants (whether for Common Stock or Warrants) would equal twenty (20%) percent or more of the Common Stock or twenty (20%) percent or more of the voting power of the Company outstanding before the issuance. The Company is also obligated to file a registration statement to the SEC within thirty (30) calendar days following the filing of this Annual Report on Form 10-K with the SEC. If the Company fails to (i) submit the registration statement within the timeline specified above or if the registration statement is denied, withdrawn or not declared effective by the SEC within one-hundred twenty (120) days from the filing date or (ii) fail to obtain the requisite stockholder approval within 75 days from the date of the Subscription Agreements, the investors will have the option, in their sole discretion, to: (1) with respect to (i), require the Company to assist it in filing for an exemption under Rule 144 or other applicable SEC regulations to remove the transfer restrictions from the Shares, or, if such exemption is unavailable, demand the Company to repurchase the Warrants or underlying shares at the original purchase price; or (2) demand a full refund of the subscription amount, subject to the Company's financial capability as verified by an independent audit conducted within 15 days of the demand.

On March 25, 2025, the Company entered into Subscription Agreements with certain investors pursuant to which the investors agreed to pay $1,650,000 in aggregate to purchase an aggregate of 660,000 warrants. The Subscription Agreements contain customary representations, warranties, and indemnification provisions and were entered into in reliance on self-certification as an accredited investor pursuant to Regulation D promulgated under the Securities Act. Each warrant is exercisable for one share of the Company's Class A common stock, par value $0.0001 per share ("Class A Common Stock"), at an exercise price of $0.01 (the "Shares") pursuant to the terms of warrant agreements dated as of March 24, 2025 (the "Warrant Agreement"). Pursuant to the Subscription Agreements, the Company is obligated to file a registration statement to register these shares with the SEC within thirty (30) calendar days following the filing of this Annual Report on Form 10-K with the SEC. If the Company fails to submit the registration statement within the timeline specified above or if the registration statement is denied, withdrawn or not declared effective by the SEC within one-hundred twenty (120) days from the filing date, Good Mood Studio will have the option, in its sole discretion, to: (1) require the Company to assist it in filing for an exemption under Rule 144 or other applicable SEC regulations to remove the transfer restrictions from the shares, or, if such exemption is unavailable, demand the Company to repurchase the shares at the original purchase price or (2) demand a full refund of the subscription amount subject to the Company's financial capability as verified by an independent audit conducted within 15 days of the demand.

On March 27, 2025, Nasdaq notified the Company that it had regained compliance with Rule 5550(b)(1). As a result, the hearing scheduled for April 1, 2025 has been cancelled and the Company's securities will continue to be listed and traded on The Nasdaq Stock Market.

On April 2, 2025, the Company entered into two new securities subscription agreements and amended one securities subscription agreement (the "Subscription Agreements") with certain investors pursuant to which the investors purchased an aggregate of 400,000 additional warrants for a purchase price of $1,000,000. The Subscription Agreements contain customary representations, warranties, and indemnification provisions and were entered into in reliance on self-certification as an accredited investor pursuant to Regulation D promulgated under the Securities Act. Each warrant is exercisable for one share of the Company's Class A common stock at an exercise price of $0.01 (the "Shares") pursuant to the terms of warrant agreements dated as of April 2, 2025 (the "Warrant Agreement").

On April 9, 2025, Yoshiharu Global Co., a Delaware corporation (the "Company") entered into two new securities subscription agreements (the "Subscription Agreements") with certain investors pursuant to which the investors purchased an aggregate of 400,000 additional warrants for an aggregate purchase price of $1,000,000. The Subscription Agreements contain customary representations, warranties, and indemnification provisions and were entered into in reliance on self-certification as an accredited investor pursuant to Regulation D promulgated under the Securities Act. Each warrant is exercisable for one share of the Company's Class A common stock at an exercise price of $0.01 (the "Shares") pursuant to the terms of warrant agreements dated as of April 9, 2025 (the "Warrant Agreement").

Summary of Cash Flows

The following table summarizes our cash flows for the periods presented:

		Six Months Ended June 30,		
		2025		***2024***
Statement of Cash Flow Data:				
Net cash used in operating activities	$	(4,586,677)	$	(373,196)
Net cash used in investing activities		(32,622)		(356,642)
Net cash provided by financing activities		4,704,802		623,250

Cash Flows Used in Operating Activities

Net cash used in operating activities was $4.5 million for the six months ended June 30, 2025, compared to net cash provided of $0.6 million for the six months ended June 30, 2024. The $5.1 million unfavorable variance was primarily attributable to a higher net loss of $2.6 million in the current period, as compared to $2.0 million in the prior year, and significant unfavorable changes in working capital. The most notable working capital changes included an increase in accounts receivable of $0.4 million, reflecting higher sales volumes from the Las Vegas restaurants, an increase in other assets of $1.0 million, and a decrease in accounts payable and accrued expenses of $0.8 million. Additionally, due to related party balances decreased by $39 thousand, further reducing operating cash flows. These outflows were only partially offset by non-cash adjustments of $0.5 million in depreciation and amortization, and a $50 thousand gain on disposal of fixed assets.

The deterioration in operating cash flows compared to the prior year reflects both the expanded operating scale following the Las Vegas acquisitions and the increased working capital requirements associated with supporting higher revenues.

Cash Flows Used in Investing Activities

Net cash used in investing activities was $33 thousand for the six months ended June 30, 2025, compared to $2.2 million for the six months ended June 30, 2024. The decrease in cash used was primarily attributable to the absence of acquisition activity in 2025. In the prior year period, the Company completed the acquisition of the Las Vegas restaurant entities for approximately $1.8 million, in addition to $0.4 million of purchases of property and equipment. In contrast, cash outflows in 2025 were limited to routine purchases of property and equipment of $33 thousand.

Cash Flows Provided by Financing Activities

Net cash provided by financing activities was $4.7 million for the six months ended June 30, 2025, compared to $1.3 million for the six months ended June 30, 2024. The increase was primarily driven by proceeds of $6.4 million from the sale of common shares and warrants in 2025, compared to only $64 thousand raised from equity issuances in the prior year. In addition, the Company received $1.1 million in borrowings in 2025, compared to $0.9 million in 2024.

These inflows were partially offset by repayments of $1.6 million on bank notes payable, $1.2 million on convertible notes, and $34 thousand on loans payable to financial institutions in 2025. By comparison, repayments in 2024 consisted of $372 thousand on bank notes and $298 thousand on loans payable to financial institutions.

Contractual Obligations

The following table presents our commitments and contractual obligations as of June 30, 2025, as well as our long-term obligations:

	Payments due by period as of June 30, 2025				
	Total	2025(remaining Six months)	2026-2027	2028-2029	Thereafter
Capital lease payments	$ 9,239,390	$ 1,084,225	$ 2,706,223	$ 2,370,749	$ 3,134,813
Bank note payables	2,785,384	1,041,490	1,060,900	500,380	-
EIDL loan payables	412,639	5,513	23,115	24,912	356,380
Loans payable to financial institutions	3,332	-	-	-	-
Total contractual obligations	**$ 12,440,745**	**$ 2,131,228**	**$ 3,790,238**	**$ 2,896,041**	**$ 3,491,193**

Income Taxes

The Company files income tax returns in the U.S. federal and California state jurisdictions.

We are considered a U.S. corporation and a regarded entity for U.S. federal, state and local income taxes. Accordingly, a provision will be recorded for the anticipated tax consequences of our reported results of operations for U.S. federal, state and foreign income taxes.

JOBS Act Accounting Election

We are an “emerging growth company,” as defined in the JOBS Act, and may take advantage of certain exemptions from various public company reporting requirements for up to five years or until we are no longer an emerging growth company, whichever is earlier. The JOBS Act provides that an “emerging growth company” can delay adopting new or revised accounting standards until those standards apply to private companies. We have elected to use this extended transition period under the JOBS Act. Accordingly, our financial statements may not be comparable to the financial statements of public companies that comply with such new or revised accounting standards.

Off Balance Sheet Arrangements

As of June 30, 2025, we did not have any material off-balance sheet arrangements.

Critical Accounting Policies

The preparation of financial statements in conformity with GAAP requires management to utilize estimates and make judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. These estimates are based on historical experience and on various other assumptions that management believes to be reasonable under the circumstances. The estimates are evaluated by management on an ongoing basis, and the results of these evaluations form a basis for making decisions about the carrying value of assets and liabilities that are not readily apparent from other sources. Although actual results may differ from these estimates under different assumptions or conditions, management believes that the estimates used in the preparation of our financial statements are reasonable. The critical accounting policies affecting our financial reporting are summarized in Note 2 to the financial statements included elsewhere in this Quarterly Report.

Recent Accounting Pronouncements

We have determined that all other issued, but not yet effective accounting pronouncements are inapplicable or insignificant to us and once adopted are not expected to have a material impact on our financial position.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are a smaller reporting company as defined by 17 C.F.R. 229.10(f)(1) and are not required to provide information under this item.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

As of June 30, 2025, our management, including our Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on this evaluation, management concluded that our disclosure controls and procedures were not fully effective due to the material weaknesses in internal control over financial reporting described below.

Material Weaknesses in Internal Control Over Financial Reporting

As previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2024, we identified material weaknesses related to (i) an insufficient number of accounting personnel with specialized knowledge of U.S. GAAP and SEC reporting requirements, and (ii) a lack of segregation of duties within our finance and accounting functions.

Remediation Efforts and Progress

During the quarter ended June 30, 2025, we made meaningful progress in addressing these weaknesses:

- We hired additional accounting staff and reassigned certain responsibilities to improve segregation of duties.
- We engaged outside accounting consultants with public company reporting expertise to assist with quarterly and annual filings.
- We implemented enhanced review and approval procedures for journal entries, reconciliations, and financial reporting.
- We initiated the use of new internal control documentation and testing procedures overseen by management and the Audit Committee.

These measures represent important steps toward strengthening our internal control environment. Although the remediation process is not yet complete and the material weaknesses have not been fully eliminated, management believes the actions taken have already enhanced the reliability of our financial reporting and demonstrate our commitment to strong corporate governance.

Changes in Internal Control Over Financial Reporting

Except as described above, there were no other changes in our internal control over financial reporting during the quarter ended June 30, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Commitment to Remediation Evaluation of Disclosure Controls and Procedures

As of June 30, 2025, our management, including our Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on this evaluation, management concluded that our disclosure controls and procedures were not fully effective due to the material weaknesses in internal control over financial reporting described below.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

In the future, the Company may be subject to various legal proceedings from time to time as part of its business. We and our subsidiaries are not currently a party, nor is our property subject, to any material pending legal proceedings.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

During the three and six months ended June 30, 2025, none of our directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted, modified or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement" as such terms are defined under Item 408 of Regulation S-K.

Item 6. Exhibits.

The following exhibits are included herein or incorporated herein by reference :

10.1*	Amendment to Securities Purchase Agreement, dated April 18, 2024, by and between the Company and Alumni Capital LP.
31.1*	Certification of James Chae pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Soojae Ryan Cho pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of James Chae pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of Soojae Ryan Cho pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	Inline XBRL Instance Document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.

** Furnished herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

August 19, 2025	**YOSHIHARU GLOBAL CO.**	
	By:	*/s/ Jiwon Kim*
	Name:	Jiwon Kim
	Title:	*Chairman of the Board of Directors, President and Chief Executive Officer and Principal Executive Officer* (Principal Executive Officer)

EXHIBIT 10.1

AMENDMENT TO SECURITIES PURCHASE AGREEMENT

This AMENDMENT TO SECURITIES PURCHASE AGREEMENT (this "**Amendment**") is dated as of April 18, 2024 by and between **Yoshiharu Global Co.**, a Delaware corporation (the "**Company**"), and **Alumni Capital LP**, a Delaware limited partnership (the "**Investor**").

RECITALS

A. On January 4, 2024, the Company and the Investor entered into a Securities Purchase Agreement (the "**Agreement**"). All capitalized terms not defined herein shall have the meaning ascribed to such term in the Agreement.

B. The Agreement incorrectly referenced the Effective Date as January 4, 2023.

C. Section 10.14 of the Agreement provides that the Company and the Investor may amend the Agreement by written instrument signed by both Parties.

D. The Company and the Investor desire to amend the Agreement to extend the Commitment Period as set forth herein.

NOW THEREFORE, in consideration of the foregoing recitals, the mutual covenants and agreements set forth in this Amendment, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Company and the Investor agree as follows:

1. The definition of Execution Date shall be January 4, 2024.

2. The definition of Commitment Period shall be amended in its entirety to read as follows:

"**Commitment Period**" shall mean the period commencing on the Execution Date and ending on the earlier of (i) December 31, 2024, or (ii) the date on which the Investor shall have purchased Securities pursuant to this Agreement for an aggregate purchase price of the Commitment Amount.

3. **Miscellaneous**.

(a) Effectiveness. This Amendment shall be deemed an amendment of the Agreement in accordance with Section 10.14 of the Agreement. Except as specifically modified hereby, the Agreement shall be deemed controlling and effective, and the parties hereby agree to be bound by each of its terms and conditions.

(b) Counterparts. This Amendment may be executed in any number of counterparts, all of which will be one and the same agreement. A signed copy of this Amendment delivered by email or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Amendment. This Amendment shall be considered signed when the signature of a party is delivered by .PDF, DocuSign or other generally accepted electronic signature. Such .PDF, DocuSign, or other generally accepted electronic signature shall be treated in all respects as having the same effect as an original signature.

COMPANY:

YOSHIHARU GLOBAL CO.

By: */s/ Jiwon Kim*
Name: Jiwon Kim
Title: Chief Executive Officer

INVESTOR:

ALUMNI CAPITAL LP

By: ALUMNI CAPITAL GP LLC

By: */s/ Ashkan Mapar*
Name: Ashkan Mapar
Title: Manager

Exhibit 31.1

CERTIFICATION
PURSUANT TO RULE 13a-14 AND 15d-14
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Jiwon Kim, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q (this "Report") for the quarterly period ended June 30, 2025 of Yoshiharu Global Co.;

2. Based on my knowledge, this Report 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 Report;

3. Based on my knowledge, the financial statements, and other financial information included in this Report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this Report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principle;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation; and

   d. Disclosed in this Report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: August 19, 2025

By: */s/ Jiwon Kim*
Jiwon Kim
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION
PURSUANT TO RULE 13a-14 AND 15d-14
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Ju Hwan Oh, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q (this "Report") for the quarterly period ended June 30, 2025 of Yoshiharu Global Co.;

2. Based on my knowledge, this Report 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 Report;

3. Based on my knowledge, the financial statements, and other financial information included in this Report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this Report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principle;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation; and

    d. Disclosed in this Report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: August 19, 2025

By: */s/ Ju Hwan Oh*
Ju Hwan Oh
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. 1350
(SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002)

In connection with the Quarterly Report of Yoshiharu Global Co. (the "Company") on Form 10-Q for the quarterly period ended June 30, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jiwon Kim, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 19, 2025

/s/ Jiwon Kim
Name: Jiwon Kim
Title: Chief Executive Officer (Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. 1350
(SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002)

In connection with the Quarterly Report of Yoshiharu Global Co. (the "Company") on Form 10-Q for the quarterly period ended June 30, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ju Hwan Oh, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 19, 2025

	/s/ Ju Hwan Oh
Name:	Ju Hwan Oh
Title:	Chief Financial Officer (Principal Financial and Accounting Officer)