



**Parks! America, Inc.
1300 Oak Grove Road
Pine Mountain, Georgia 31822-1197**

Dear Fellow Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders (including any adjournment, postponement or rescheduling thereof, the “Annual Meeting”) of Parks! America, Inc., a Nevada corporation (the “Company”). The Annual Meeting will be held on June 6, 2024 at 10:00 a.m. Eastern Time. The Annual Meeting will be held in a virtual meeting format only, via live audio webcast at www.cesonlineservices.com/prka24_vm. Stockholders will be able to attend and participate in the Annual Meeting virtually and will not be able to attend the Annual Meeting in person. To participate in the Annual Meeting, you must pre-register at www.cesonlineservices.com/prka24_vm by 10:00 a.m. Eastern Time on June 4, 2024. The Proxy Statement and the **WHITE** Proxy Card are first being made available to stockholders on or about April 23, 2024.

Electronic entry to the Annual Meeting will begin at 9:30 a.m. Eastern Time on June 6, 2024. If you encounter any technical difficulties accessing the Annual Meeting, the meeting reminder email that you will have received after you have registered to attend the Annual Meeting will include technical support contact information, including a telephone number and email address. Technical support will be available beginning at 9:30 a.m. Eastern Time on June 6, 2024 and will remain available until the meeting has ended.

If you have any questions or require any assistance with pre-registering, please contact the Company’s proxy solicitor, Saratoga Proxy Consulting, LLC, by calling (212) 257-1311 or toll free at (888) 368-0379, or by email at info@saratogaproxy.com.

Your vote will be especially important at the Annual Meeting. As you may know, on December 22, 2023, Focused Compounding Fund, LP (“Focused Compounding”) submitted to the Company documents that purported to provide qualifying notice as to a demand that the Company hold a special meeting of stockholders (the “Special Meeting”). The Special Meeting was held on February 26, 2024. At the Special Meeting, Focused Compounding asked stockholders to consider and vote on, among other things, the removal of each incumbent member of the Company’s Board of Directors (the “Board”) and to elect three (3) individuals nominated by Focused Compounding to the Board. Focused Compounding failed to remove any incumbent member of the Board at the Special Meeting. Focused Compounding has indicated that it will try again to reconstitute the Board. Focused Compounding has indicated that it intends to solicit votes to elect four (4) Focused Compounding nominees to the Board (collectively, the “Focused Compounding Slate”) at the Annual Meeting, in opposition to four (4) of the six (6) nominees proposed by the Board (collectively, the “Board Slate”). Focused Compounding has also provided notice to the Company that it intends to submit the Focused Compounding proposal for stockholder consideration and stockholder approval at the Annual Meeting.

The Board believes that the Focused Compounding Slate, as a whole, represents a material step down from the makeup of the Company’s incumbent Board. The Focused Compounding Slate has no experience operating a wildlife safari entertainment company or similar enterprise, and each nominee composing the Focused Compounding Slate has no experience running a public company. Moreover, the Board strongly contends that handing control of the Company to Focused Compounding is **NOT** in the best interests of the Company’s stockholders. However, given Focused Compounding’s ownership in the Company, the Board believes it is appropriate for Focused Compounding to have a voice in the Boardroom. Our Board attempted to resolve this matter constructively and considered each nominee composing the Focused Compounding Slate. The Board is recommending that stockholders elect one (1) of Focused Compounding’s nominees—Geoff Gannon—in addition to the Board Slate. In making this recommendation, the Board carefully considered the best interests of all our stockholders and the Board’s commitment to stockholder representation in the Boardroom. **Accordingly, our Board is soliciting your proxy to vote your shares at the Annual Meeting and encourages you to vote “FOR” the election of each of the six (6) nominees composing the Board Slate (Lisa Brady, Todd R. White, Charles Kohlen, Rick Ruffolo, Jeffery Lococo and Jon M. Steele), “FOR” the election of the one (1) Focused Compounding nominee recommended by the Board (Geoff Gannon) and “AGAINST” the election of the three (3) Focused Compounding nominees NOT recommended by the Board.**

Stockholders of record may vote (i) by completing, signing, dating and promptly returning the enclosed **WHITE** Proxy Card in the postage-paid envelope provided, (ii) by calling the toll-free number found on the enclosed **WHITE** Proxy Card or (iii) via the Internet by following the instructions on the **WHITE** Proxy Card. Stockholders of record may also vote at the Annual Meeting.

If you are a beneficial owner of shares and you hold your shares in “street name” with a broker, bank or other nominee, only that entity can vote your shares and only upon its receipt of your specific instructions. Accordingly, please contact the person responsible for your account at such entity and instruct that person to vote on your behalf “**FOR**” the election of the six (6) nominees composing the Board Slate, “**FOR**” the election of the one (1) Focused Compounding nominee recommended by the Board, “**AGAINST**” the election of the three (3) Focused Compounding nominees **NOT** recommended by the Board, “**FOR**” Proposal 2, “**FOR**” Proposal 3, “**THREE YEARS**” on Proposal 4 and “**AGAINST**” Proposal 5, the Focused Compounding proposal. You should also complete, sign, date and promptly return the voting instruction form that your broker, bank or other nominee sends you (or, if applicable, vote by following the instructions supplied to you by your broker, bank or other nominee, including voting via the Internet or by telephone). Please do this for each account you maintain to ensure that all of your shares are voted.

Please vote as soon as possible, even if you plan to attend the Annual Meeting, to ensure that your shares will be represented. You do not need to attend the Annual Meeting to vote if you vote your shares before the Annual Meeting. If you are a record holder, you may vote your shares before the Annual Meeting by mail, telephone or the Internet. If you are a beneficial owner and your shares are held by a broker, bank or other nominee, you must follow the instructions provided by your broker, bank or other nominee to vote your shares and you may not vote your shares at the Annual Meeting unless you obtain a “legal proxy” from the broker, bank or other nominee that holds your shares giving you the right to vote the shares at the meeting.

You may receive proxy solicitation materials from Focused Compounding. **The Board recommends that you disregard them.** The Company is not responsible for the accuracy of any information provided by, or relating to, Focused Compounding that is contained in any proxy solicitation materials, if and when filed or disseminated by, or on behalf of, Focused Compounding or any other statements that Focused Compounding or its representatives have made or may otherwise make, including statements relating to the Focused Compounding Slate. The Board strongly urges you **NOT** to sign or return any proxy card sent to you by or on behalf of Focused Compounding.

After reading the Notice of Annual Meeting of Stockholders and the accompanying Proxy Statement, please vote “**FOR**” the election of the Board Slate, “**FOR**” the election of the one (1) Focused Compounding nominee recommended by the Board and “**AGAINST**” the election of the three (3) Focused Compounding nominees **NOT** recommended by the Board by completing, signing, dating and promptly returning the enclosed **WHITE** Proxy Card in the postage-paid envelope provided or by following the instructions on the **WHITE** Proxy Card. Please vote promptly to ensure that your shares are represented at the Annual Meeting.

We are committed to engaging with our stockholders and responding to stockholder feedback about the Company. We appreciate and encourage stockholder participation in the Company’s affairs. We believe our Board is in the best position to oversee the execution of our long-term strategic plan to maximize stockholder value and improve the market for your shares. The Board recommends that you vote “**FOR**” the Board Slate comprised of Lisa Brady, Todd R. White, Charles Kohnen, Rick Ruffolo, Jeffery Lococo and Jon M. Steele and “**FOR**” Geoff Gannon, the Focused Compounding nominee recommended by the Board.

We look forward to seeing you at the Annual Meeting. Your vote, no matter how many shares you own, is very important to us. Your participation is greatly appreciated.

Thank you for your support,

/s/ Lisa Brady

Lisa Brady

President and Chief Executive Officer

If you have any questions, please contact our proxy solicitor, Saratoga Proxy Consulting, LLC:



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**Parks! America, Inc.
1300 Oak Grove Road
Pine Mountain, Georgia 31822-1197**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD JUNE 6, 2024**

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders (including any adjournment, postponement or rescheduling thereof, the “Annual Meeting”) of Parks! America, Inc., a Nevada corporation (the “Company”). The Annual Meeting will be held on June 6, 2024 at 10:00 a.m. Eastern Time. The Annual Meeting will be held in a virtual meeting format only, via live audio webcast at www.cesonlineservices.com/prka24_vm. Stockholders will be able to attend and participate in the Annual Meeting virtually and will not be able to attend the Annual Meeting in person. To participate in the Annual Meeting, you must pre-register at www.cesonlineservices.com/prka24_ym by 10:00 AM. Eastern Time on June 4, 2024. The Proxy Statement and the **WHITE** Proxy Card are first being made available to stockholders on or about April 23, 2024.

The Annual Meeting is being held for the purpose of stockholders to consider and vote upon the following matters:

1. Elect seven (7) nominees to serve on the Board of Directors (the “Board”), each for a term of one (1) year or until his or her respective successor is duly elected and qualified (**Proposal 1**).

COMPANY PROPOSALS:

2. Ratify GBQ LLC as the Company’s independent registered accountants for the fiscal year ending September 29, 2024 (**Proposal 2**).
3. Approve, by a non-binding advisory vote, executive compensation (**Proposal 3**).
4. Approve, by a non-binding advisory vote, the frequency of the Say-on-Pay vote (**Proposal 4**).

FOCUSED COMPOUNDING PROPOSAL:

5. Repeal any provision of the Company’s Bylaws, as adopted on January 30, 2004 and as revised as of June 12, 2012 (the “Bylaws”), including any amendments thereto, in effect at the time this Proposal becomes effective, which was not included in the Bylaws that were in effect as of June 12, 2012 and were filed with the U.S. Securities and Exchange Commission on July 16, 2012 to restore the Bylaws to their current form if the Board attempts to amend them in any manner prior to completion of Focused Compounding Fund, LP’s (“Focused Compounding”) proxy solicitation (**Proposal 5**) (the “Focused Compounding proposal”).

Stockholders may also consider and act upon such other matters as may properly come before the Annual Meeting.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice of Annual Meeting of Stockholders. The Board recommends stockholders vote as follows using the **WHITE** Proxy Card:

- **“FOR”** the election of each of the six (6) nominees proposed by the Board: Lisa Brady, Todd R. White, Charles Kohnen, Rick Ruffolo, Jeffery Lococo and Jon M. Steele (collectively, the “Board Slate”);
- **“FOR”** the election of the Focused Compounding nominee recommended by the Board: Geoff Gannon;
- **“AGAINST”** the election of the Focused Compounding nominees **NOT** recommended by the Board: Andrew Kuhn, Jacob McDonough and Ralph Molina;
- **“FOR”** Proposal 2;
- **“FOR”** Proposal 3;
- **“THREE YEARS”** on Proposal 4; and
- **“AGAINST”** Proposal 5, the Focused Compounding proposal. The Focused Compounding proposal asks stockholders to repeal unspecified, speculative amendments to the Bylaws. **No such amendments to the Bylaws have been made, nor will any such amendments to the Bylaws be made in advance of the Annual Meeting.**

Electronic entry to the Annual Meeting will begin at 9:30 a.m. Eastern Time on June 6, 2024. If you encounter any technical difficulties accessing the Annual Meeting, the meeting reminder email that you will have received after you have registered to attend the Annual Meeting will include technical support contact information, including a telephone number and email address. Technical support will be available beginning at 9:30 a.m. Eastern Time on June 6, 2024 and will remain available until the meeting has ended.

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Your vote will be especially important at the Annual Meeting. As you may know, on December 22, 2023, Focused Compounding submitted to the Company documents that purported to provide qualifying notice as to a demand that the Company hold a special meeting of stockholders (the “Special Meeting”). The Special Meeting was held on February 26, 2024. At the Special Meeting, Focused Compounding asked stockholders to consider and vote on, among other things, the removal of each incumbent member of the Board and to elect three (3) individuals nominated by Focused Compounding to the Board. Focused Compounding failed to remove any incumbent member of the Board at the Special Meeting. Focused Compounding has indicated that it will try again to reconstitute the Board. Focused Compounding has indicated that it intends to solicit votes to elect four (4) Focused Compounding nominees to the Board (collectively, the “Focused Compounding Slate”) at the Annual Meeting, in opposition to four (4) of the six (6) nominees proposed by the Board in the Board Slate. Focused Compounding has also provided notice to the Company that it intends to submit the Focused Compounding proposal for stockholder consideration and stockholder approval at the Annual Meeting.

The Board believes that the Focused Compounding Slate, as a whole, represents a material step down from the makeup of the Company’s incumbent Board. The Focused Compounding Slate has no experience operating a wildlife safari entertainment company or similar enterprise, and each nominee composing the Focused Compounding Slate has no experience running a public company. Moreover, the Board strongly contends that handing control of the Company to Focused Compounding is **NOT** in the best interests of the Company’s stockholders. However, given Focused Compounding’s ownership in the Company, the Board believes it is appropriate for Focused Compounding to have a voice in the Boardroom. Our Board attempted to resolve this matter constructively and considered each nominee composing the Focused Compounding Slate. The Board is recommending that stockholders elect one (1) of Focused Compounding’s nominees—Geoff Gannon—in addition to the Board Slate. In making this recommendation, the Board carefully considered the best interests of all our stockholders and the Board’s commitment to stockholder representation in the Boardroom. **Accordingly, our Board is soliciting your proxy to vote your shares at the Annual Meeting and encourages you to vote “FOR” the election of each of the six (6) nominees composing the Board Slate (Lisa Brady, Todd R. White, Charles Kohnen, Rick Ruffolo, Jeffery Lococo and Jon M. Steele), “FOR” the election of the one (1) Focused Compounding nominee recommended by the Board (Geoff Gannon) and “AGAINST” the election of the three (3) Focused Compounding nominees NOT recommended by the Board.**

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If you are a beneficial owner of shares and you hold your shares in “street name” with a broker, bank or other nominee, only that entity can vote your shares and only upon its receipt of your specific instructions. Accordingly, please contact the person responsible for your account at such entity and instruct that person to vote on your behalf “**FOR**” the election of the six (6) nominees composing the Board Slate, “**FOR**” the election of the one (1) Focused Compounding nominee recommended by the Board, “**AGAINST**” the three (3) Focused Compounding nominees **NOT** recommended by the Board, “**FOR**” Proposal 2, “**FOR**” Proposal 3, “**THREE YEARS**” on Proposal 4 and “**AGAINST**” Proposal 5, the Focused Compounding proposal. You should also complete, sign, date and promptly return the voting instruction form that your broker, bank or other nominee sends you (or, if applicable, vote by following the instructions supplied to you by your broker, bank or other nominee, including voting via the Internet or by telephone). Please do this for each account you maintain to ensure that all of your shares are voted.

Please vote as soon as possible, even if you plan to attend the Annual Meeting, to ensure that your shares will be represented. You do not need to attend the Annual Meeting to vote if you vote your shares before the Annual Meeting. If you are a record holder, you may vote your shares before the Annual Meeting by mail, telephone or the Internet. If you are a beneficial owner and your shares are held by a broker, bank or other nominee, you must follow the instructions provided by your broker, bank or other nominee to vote your shares and you may not vote your shares at the Annual Meeting unless you obtain a “legal proxy” from the broker, bank or other nominee that holds your shares giving you the right to vote the shares at the meeting.

PLEASE NOTE THAT THIS YEAR, YOUR PROXY CARD LOOKS DIFFERENT. IT HAS MORE NAMES ON IT THAN THERE ARE SEATS UP FOR ELECTION UNDER NEW REQUIREMENTS CALLED A “UNIVERSAL PROXY CARD.” THIS MEANS THE COMPANY’S **WHITE** PROXY CARD IS REQUIRED TO LIST THE FOCUSED COMPOUNDING SLATE IN ADDITION TO THE BOARD SLATE. PLEASE MARK YOUR CARD CAREFULLY AND ONLY VOTE “**FOR**” THE NOMINEES AND PROPOSALS RECOMMENDED BY YOUR BOARD AND VOTE “**AGAINST**” THE THREE (3) FOCUSED COMPOUNDING NOMINEES **NOT** RECOMMENDED BY THE BOARD.

You may receive proxy solicitation materials from Focused Compounding. **The Board recommends that you disregard them.** The Company is not responsible for the accuracy of any information provided by, or relating to, Focused Compounding that is contained in any proxy solicitation materials, if and when filed or disseminated by, or on behalf of, Focused Compounding or any other statements that Focused Compounding or its representatives have made or may otherwise make, including statements relating to the Focused Compounding Slate. The Board strongly urges you **NOT** to sign or return any proxy card sent to you by or on behalf of Focused Compounding.

After reading the Notice of Annual Meeting of Stockholders and the accompanying Proxy Statement, please vote “**FOR**” the election of the Board Slate, “**FOR**” the one (1) Focused Compounding nominee recommended by the Board and “**AGAINST**” the three (3) Focused Compounding nominees **NOT** recommended by the Board by completing, signing, dating and promptly returning the enclosed **WHITE** Proxy Card in the postage-paid envelope provided or by following the instructions on the **WHITE** Proxy Card. Please vote promptly to ensure that your shares are represented at the Annual Meeting.

Only stockholders of record at the close of business on May 13, 2024 (the “Record Date”) are entitled to notice of the Annual Meeting and to vote at the Annual Meeting or any adjournment or postponement thereof. A list of stockholders as of the Record Date will be available for inspection by any stockholder at our principal place of business, 1300 Oak Grove Road, Pine Mountain, Georgia 31822 starting May 27, 2024, ten days before the Annual Meeting, during normal business hours, and at the Annual Meeting.

The Board recommends that you vote “FOR” the Board Slate comprised of Lisa Brady, Todd R. White, Charles Kohnen, Rick Ruffolo, Jeffery Lococo and Jon M. Steele and “FOR” Geoff Gannon, the Focused Compounding nominee recommended by the Board. IT IS IMPORTANT THAT YOUR SHARES ARE REPRESENTED AT THE ANNUAL MEETING, REGARDLESS OF WHETHER YOU PLAN TO ATTEND VIRTUALLY. ACCORDINGLY, WE ENCOURAGE YOU, AS PROMPTLY AS POSSIBLE, TO COMPLETE, SIGN, DATE AND PROMPTLY RETURN THE ENCLOSED WHITE PROXY CARD IN ORDER TO ENSURE YOUR REPRESENTATION AT THE ANNUAL MEETING. GIVING YOUR PROXY WILL NOT AFFECT YOUR RIGHT TO VOTE IN PERSON IF YOU ATTEND THE ANNUAL MEETING, BUT WILL HELP ASSURE A QUORUM. ATTENDANCE AT THE ANNUAL MEETING IS LIMITED TO STOCKHOLDERS, THEIR PROXIES AND INVITED GUESTS OF THE COMPANY. FOR IDENTIFICATION PURPOSES, “STREET NAME” STOCKHOLDERS WILL NEED TO OBTAIN A LEGAL PROXY FROM THEIR BROKER, BANK OR OTHER NOMINEE AS OF THE RECORD DATE.

If you have any questions, please contact our proxy solicitor, Saratoga Proxy Consulting, LLC:



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Stockholders call toll free at (888) 368-0379
info@saratogaproxy.com

We thank you for your continued support of the Company.

BY ORDER OF THE BOARD OF DIRECTORS

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting

To Be Held on June 6, 2024

The Proxy Statement, the accompanying **WHITE** Proxy Card and the Company's Annual Report on Form 10-K for the year ended October 1, 2023 are available free of charge at Company's website at <https://animalsafari.com/investor-relations>. Information on this website, other than this Proxy Statement, is not a part of this Proxy Statement.

At the written request of any stockholder who owns shares of the Company's common stock as of the Record Date, we will provide to such stockholder, without charge, a paper copy of our Financial Statements as filed with the SEC, but not including exhibits. If requested, we will provide copies of the exhibits for a reasonable fee. Requests for additional paper copies of the Financial Statements should be mailed to the Company's corporate headquarters at 1300 Oak Grove, Pine Mountain, Georgia 31822, Attention: Secretary.

If you have any questions, please contact our proxy solicitor, Saratoga Proxy Consulting, LLC:



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**Parks! America, Inc.
1300 Oak Grove Road
Pine Mountain, Georgia 31822-1197**

Proxy Statement

**ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JUNE 6, 2024**

The enclosed proxy is solicited on behalf of the Board of Directors (the “Board”) of Parks! America, Inc., a Nevada corporation, (the “Company”) for use at the Company’s Annual Meeting of Stockholders (including any adjournment, postponement or rescheduling thereof, the “Annual Meeting”). The Annual Meeting will be held on June 6, 2024 at 10:00 a.m. Eastern Time. The Annual Meeting will be held in a virtual meeting format only, via live audio webcast at www.cesonlineservices.com/prka24_vm.

Only stockholders of record of common stock, par value \$0.001 (the “Common Stock”) at the close of business on May 13, 2024 (the “Record Date”) are entitled to notice of the Annual Meeting and to vote at the Annual Meeting. The Proxy Statement and the **WHITE** Proxy Card are first being made available to stockholders on or about April 23, 2024.

Your vote will be especially important at the Annual Meeting. As you may know, Focused Compounding Fund, LP (“Focused Compounding”) has indicated that it will try again to reconstitute the Board. Focused Compounding has indicated that it intends to solicit votes to elect four (4) Focused Compounding nominees to the Board (collectively, the “Focused Compounding Slate”) at the Annual Meeting, in opposition to four (4) of the six (6) nominees proposed by the Board— **Lisa Brady, Todd R. White, Charles Kohnen, Rick Ruffolo, Jeffery Lococo and Jon M. Steele** (collectively, the “Board Slate”).

Given Focused Compounding’s ownership in the Company, the Board believes it is appropriate for Focused Compounding to have a voice in the Boardroom. Our Board attempted to resolve this matter constructively and considered each nominee composing the Focused Compounding Slate. The Board is recommending that stockholders elect one (1) of Focused Compounding’s nominees—Geoff Gannon—in addition to the Board Slate. In making this recommendation, the Board carefully considered the best interests of all our stockholders and the Board’s commitment to stockholder representation in the Boardroom. **Accordingly, our Board is soliciting your proxy to vote your shares “FOR” the election of each of the six (6) nominees composing the Board Slate (Lisa Brady, Todd R. White, Charles Kohnen, Rick Ruffolo, Jeffery Lococo and Jon M. Steele), “FOR” the election of the one (1) Focused Compounding nominee recommended by the Board (Geoff Gannon) and “AGAINST” the election of the three (3) Focused Compounding nominees NOT recommended by the Board.**

YOUR VOTE IS IMPORTANT. WE URGE YOU TO COMPLETE, SIGN, DATE AND PROMPTLY RETURN THE ENCLOSED WHITE PROXY CARD. FOR ADDITIONAL INSTRUCTIONS, PLEASE REFER TO THE ENCLOSED WHITE PROXY CARD.

If you have any questions, please contact our proxy solicitor, Saratoga Proxy Consulting, LLC (“Saratoga”):



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AGENDA FOR THE ANNUAL MEETING

The table below summarizes the items to be submitted to a vote at the Annual Meeting and the votes required for approval of each matter, as well as the Board’s recommendation. If you sign and return a **WHITE** Proxy Card but do not specify how you want your shares voted, then your proxy will vote your shares as recommended by the Board, as follows:

Proposal	Vote Required	Board Recommendation
<p>Elect seven (7) nominees to serve on the Board, each for a term of one (1) year or until his or her respective successor is duly elected and qualified (Proposal 1)</p>	<p>Each director shall be elected by a majority of votes cast by the shares entitled to vote in the election of directors.</p> <p>Abstentions and “broker non-votes,” if any, will not be counted as votes cast and will have no effect on the outcome of Proposal 1.</p>	<p>“FOR” the election of each of the six (6) nominees composing the Board Slate:</p> <ul style="list-style-type: none"> ● Lisa Brady ● Todd R. White ● Charles Kohnen ● Rick Ruffolo ● Jeffery Lococo ● Jon M. Steele <p>“FOR” the election of the one (1) Focused Compounding nominee <u>recommended</u> by the Board:</p> <ul style="list-style-type: none"> ● Geoff Gannon <p>“<u>AGAINST</u>” the election of the three (3) Focused Compounding nominees <u>NOT</u> recommended by the Board:</p> <ul style="list-style-type: none"> ● Andrew Kuhn ● Jacob McDonough ● Ralph Molina
<p>Ratify GBQ LLC as the Company’s independent registered accountants for the fiscal year ending September 29, 2024 (Proposal 2)</p>	<p>Proposal 2 will be approved if the votes cast in favor of Proposal 2 exceed the votes cast opposing Proposal 2.</p> <p>Abstentions and “broker non-votes,” if any, will not be counted as votes cast and will have no effect on the outcome of Proposal 2.</p>	<p>“FOR”</p>

<p>Approve, by a non-binding advisory vote, executive compensation (Proposal 3)</p>	<p>Proposal 3 will be approved if the votes cast in favor of Proposal 3 exceed the votes cast opposing Proposal 3.</p> <p>Abstentions and “broker non-votes,” if any, will not be counted as votes cast and will have no effect on the outcome of Proposal 3.</p>	<p>“FOR”</p>
<p>Approve, by a non-binding advisory vote, the frequency of the Say-on-Pay vote (Proposal 4)</p>	<p>The option of “every one year”, “every two years” or “every three years” that receives the highest number of votes cast will be approved.</p> <p>Abstentions and “broker non-votes,” if any, will not be counted as votes cast and will have no effect on the outcome of Proposal 4.</p>	<p>“THREE YEARS”</p>
<p>Repeal any provision of the Company’s Bylaws, as adopted on January 30, 2004 and as revised as of June 12, 2012 (the “Bylaws”), including any amendments thereto, in effect at the time this Proposal becomes effective, which was not included in the Bylaws that were in effect as of June 12, 2012 and were filed with the U.S. Securities and Exchange Commission (the “SEC”) on July 16, 2012 to restore the Bylaws to their current form if the Board attempts to amend them in any manner prior to completion of Focused Compounding’s proxy solicitation (Proposal 5) (the “Focused Compounding proposal”)</p>	<p>Proposal 5 will be approved if the votes cast in favor of Proposal 5 exceed the votes cast opposing Proposal 5.</p> <p>Abstentions and “broker non-votes,” if any, will not be counted as votes cast and will have no effect on the outcome of Proposal 5.</p>	<p>“AGAINST”</p> <p>The Focused Compounding proposal asks stockholders to repeal unspecified, speculative amendments to the Bylaws. No such amendments to the Bylaws have been made, nor will any such amendments to the Bylaws be made in advance of the Annual Meeting.</p>

PROPOSAL 1

ELECTION OF DIRECTORS

Proposal 1 is to approve the election of seven (7) nominees to serve on the Board, each for a term of one (1) year or until his or her respective successor is duly elected and qualified. The Board recommends a vote “**FOR**” each of the six (6) nominees composing the Board Slate, “**FOR**” one (1) Focused Compounding nominee recommended by the Board and “**AGAINST**” three (3) Focused Compounding nominees **NOT** recommended by the Board. If you sign and return a **WHITE** Proxy Card but do not specify how you want your shares voted, then your proxy will vote your shares as recommended by the Board, as follows:

Name	Board Recommendation
Lisa Brady	“ FOR ”
Todd R. White	“ FOR ”
Charles Kohnen	“ FOR ”
Rick Ruffolo	“ FOR ”
Jeffery Lococo	“ FOR ”
Jon M. Steele	“ FOR ”
Geoff Gannon (Focused Compounding nominee recommended by the Board)	“ FOR ”
Andrew Kuhn (Focused Compounding nominee NOT recommended by the Board)	“ AGAINST ”
Jacob McDonough (Focused Compounding nominee NOT recommended by the Board)	“ AGAINST ”
Ralph Molina (Focused Compounding nominee NOT recommended by the Board)	“ AGAINST ”

General Questions About Proposal 1

What is the current composition of the Board?

The Bylaws require that the Board have no fewer than one (1) but no more than eleven (11) directors. The Board or the stockholders may fix the number of directors. Prior to the Annual Meeting, the Board is comprised of Lisa Brady, Todd R. White, Charles Kohnen, Rick Ruffolo, Jeffery Lococo and Dale Van Voorhis. Mr. Van Voorhis’ term will expire at the conclusion of the Annual Meeting.

How many nominees can be elected as directors at the Annual Meeting?

The Board fixed the size of the Board at seven (7) directors. Therefore, up to seven (7) nominees can be elected to the Board at the Annual Meeting.

At the Annual Meeting, the Board will ask stockholders to vote on the election of seven (7) directors, each to serve on our Board for a term of one (1) year or until his or her respective successor is duly elected and qualified.

How does the Board recommend I vote?

The Board recommends you vote “**FOR**” the election of the six (6) nominees composing the Board Slate: Lisa Brady, Todd R. White, Charles Kohnen, Rick Ruffolo, Jeffery Lococo and Jon M. Steele.

The Board also recommends you vote “**FOR**” the election of one (1) Focused Compounding nominee recommended by the Board: Geoff Gannon.

The Board recommends you vote “**AGAINST**” the election of the three (3) Focused Compounding nominees **NOT** recommended by the Board: Andrew Kuhn, Jacob McDonough and Ralph Molina.

What if a nominee is unable or unwilling to serve?

If elected, each nominee will serve until the Company's 2025 Annual Meeting of Stockholders (the "2025 Annual Meeting") and until his or her successor shall be elected and qualified. Each of Lisa Brady, Todd R. White, Charles Kohlen, Rick Ruffolo, Jeffery Lococo and Jon M. Steele has consented to being named in a proxy statement relating to the Annual Meeting and to serve as a director if elected.

If, prior to the Annual Meeting, it should become known that any of the nominees will be unable to serve as a director after the Annual Meeting by reason of death, incapacity or other occurrence, the proxies will be voted for such substitute nominee as is selected by the Board or, alternatively, not voted for any nominee. Proxies cannot be voted for a greater number of persons than the number of nominees.

How are nominees elected?

Directors are elected by the majority of votes cast by the shares entitled to vote in the election of directors at the Annual Meeting.

Will other candidates be nominated to stand for election to the Board in opposition to the Board Slate?

Yes. Focused Compounding has indicated that it intends to solicit votes to elect four (4) Focused Compounding nominees to the Board—the Focused Compounding Slate—at the Annual Meeting, in opposition to four (4) of the six (6) nominees proposed by the Board in the Board Slate. Accordingly, pursuant to the rules adopted by the SEC, the Focused Compounding Slate has been included on the Company's **WHITE** Proxy Card. The Board does **NOT** endorse three (3) nominees composing the Focused Compounding Slate, and the presence of their names on the **WHITE** Proxy Card is **NOT** an approval of their character, suitability and other qualifications. The Board urges you **NOT** to sign or return any proxy card sent to you by, or on behalf of, Focused Compounding. You may receive solicitation materials from, or on behalf of, Focused Compounding, including proxy statements and a proxy card. The Board recommends that you disregard them. You should refer to Focused Compounding's proxy statement for the names, backgrounds, qualifications and other information concerning the Focused Compounding Slate. Focused Compounding's proxy statement and any other relevant documents can be accessed without cost at the SEC's website, <http://www.sec.gov>. We are not responsible for the accuracy of any information provided by or relating to Focused Compounding or the Focused Compounding Slate.

THE BOARD RECOMMENDS THAT YOU VOTE “FOR” EACH NOMINEE COMPOSING THE BOARD SLATE (LISA BRADY, TODD R. WHITE, CHARLES KOHNEN, RICK RUFFOLO, JEFFERY LOCOCO AND JON M. STEELE), “FOR” THE ONE (1) FOCUSED COMPOUNDING NOMINEE RECOMMENDED BY THE BOARD (GEOFF GANNON) AND “AGAINST” THE THREE (3) FOCUSED COMPOUNDING NOMINEES NOT RECOMMENDED BY THE BOARD.

THE BOARD DOES NOT RECOMMEND ANY NOMINEE FOR ELECTION OTHER THAN THE NOMINEES RECOMMENDED BY THE BOARD: LISA BRADY, TODD R. WHITE, CHARLES KOHNEN, RICK RUFFOLO, JEFFERY LOCOCO, JON M. STEELE AND GEOFF GANNON.

*What happens if I return a WHITE Proxy Card but give voting instructions for more than seven (7) nominees?
What happens if I return a WHITE Proxy Card but give instructions for fewer than seven (7) nominees?*

An “over-vote” occurs when a stockholder submits more votes “**FOR**” nominees than there are Board seats up for election. To the extent an over-vote (*i.e.*, voting “**FOR**” with respect to more than seven (7) nominees on Proposal 1) occurs on any stockholder’s **WHITE** Proxy Card and it is not corrected, all of such record holder’s votes on Proposal 1 regarding nominees will be invalid and will not be counted.

An “under-vote” occurs when a stockholder submits fewer votes “**FOR**” nominees than there are Board seats up for election. To the extent an under-vote (*i.e.*, voting “**FOR**” with respect to fewer than seven (7) nominees on Proposal 1) occurs on any stockholder’s **WHITE** Proxy Card, your shares will only be voted “**FOR**” those nominees you have so marked and “**AGAINST**” for the other nominees. If you are a stockholder of record and you sign and return a **WHITE** Proxy Card but do not make specific choices for the voting of your shares, then your proxy will vote your shares as recommended by the Board. **We encourage you to vote by Internet to avoid an “over-vote” or an unintentional “under-vote.”**

Additional Information on Directors and Director Nominee

The following table and information that follows sets forth, as of April 23, 2024, the names, and positions of our directors and director nominee: The table below contains only a brief summary of the experience of our directors. We urge you to review the broader description of their business backgrounds and experience contained in “Information on Directors and Executive Officers” below.

Name	Current Position with the Company	Select Business Experience	Director Since
Lisa Brady	President, Chief Executive Officer and Director	<ul style="list-style-type: none"> ● November 14, 2022—Present: President and Chief Executive Officer of the Company ● October 2012—October 2022: Variety of leadership roles with Cedar Fair Entertainment Company (“Cedar Fair Entertainment”), an owner and operator of regional amusement parks and water parks, complemented with resort, hotel and recreational properties, including investor relations, strategic planning, M&A activities, resort and adjacent development and implementation of key growth initiatives 	November 2021
Todd R. White	Chief Financial Officer	<ul style="list-style-type: none"> ● May 2013—Present: Chief Financial Officer of the Company ● 2005—2011: Vice President, Global Controller of The Scotts Miracle-Gro Company (“ScottsMiracle-Gro”) 	January 2014
Charles Kohnen	Director Interim Chairman of the Board of Directors	<ul style="list-style-type: none"> ● February 2024—Present: Interim Chairman of the Board of Directors of the Company ● 1998—2006: Managing Partner of Kohnen Realty Co., a real estate and stock investment company 	October 2010
Rick Ruffolo	Director Chairman of the Strategic Growth Committee	<ul style="list-style-type: none"> ● 2018—Present: CEO & President and board member of Phelps Pet Products, a manufacturer of pet food and treats ● January 2012—Present: Board Member of EnviroScent ● March 2017—April 2019: CEO & President of EnviroScent ● July 2014—November 2015: CEO & President and Board Member of CR Brands ● January 2013—June 2014: CEO & President of H2O Plus Beauty ● April 2011—September 2012: CEO & President and Board Member of Nourish USDA 	November 2021
Jeffery Lococo	Director Secretary of the Company	<ul style="list-style-type: none"> ● January 2011—Present: Secretary of the Company ● March 2000 – 2004: General Manager of Great Wolf Lodge Sandusky, Ohio, and was later promoted to Corporate Vice President of Resort Operations and Marketing ● 1983—2001: Operation, sales and marketing with Six Flags Entertainment Corporation (f/k/a Six Flags Theme Parks, Inc.) (“Six Flags”), Premier Parks, LLC and Funtime 	May 2006
Jon M. Steele	Director Nominee	<ul style="list-style-type: none"> ● 2003-2022: Partner at Runft & Steele Law Offices, PLLC 	N/A

The Board urges you to review the background and experience of the Board Slate named above in contrast to the Focused Compounding Slate.

THE BOARD URGES YOU NOT TO SIGN, RETURN OR VOTE ANY PROXY CARD SENT TO YOU BY FOCUSED COMPOUNDING, EVEN AS A PROTEST VOTE, AS ONLY YOUR LATEST DATED PROXY CARD WILL BE COUNTED.

Vote Required

Each director shall be elected by a majority of votes cast by the shares entitled to vote in the election of directors. Abstentions and “broker non-votes,” if any, are not counted as votes cast, and, accordingly, will have no effect on Proposal 1. If you sign and return a **WHITE** Proxy Card but do not specify how you want your shares voted on Proposal 1, then your proxy will vote your shares as recommended by the Board.

Recommendation

**THE BOARD RECOMMENDS THAT STOCKHOLDERS VOTE
“FOR” THE ELECTION OF EACH OF THE SIX (6) NOMINEES COMPOSING THE BOARD SLATE,
“FOR” THE ONE (1) FOCUSED COMPOUNDING NOMINEE RECOMMENDED BY THE BOARD AND
“AGAINST” THE THREE (3) FOCUSED COMPOUNDING NOMINEES NOT RECOMMENDED BY
THE BOARD**

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

Why am I receiving these materials?

You are receiving this Proxy Statement as a stockholder of the Company as of the Record Date for purposes of determining the stockholders entitled to receive notice of and vote at the Annual Meeting. We are sending this Proxy Statement to you to provide notice of the Annual Meeting and to communicate the Board's recommendations regarding the proposals for consideration at the Annual Meeting. We believe three (3) nominees composing the Focused Compounding Slate are **NOT** in the best interest of our stockholders and therefore are asking you to vote "**AGAINST**" the election of the three (3) Focused Compounding nominees **NOT** recommended by the Board.

As a stockholder of the Company as of the Record Date, you are entitled to vote at the Annual Meeting on the following proposals:

1. Elect seven (7) nominees, each for a term of one (1) year or until his or her respective successor is duly elected and qualified (**Proposal 1**).

COMPANY PROPOSALS:

2. Ratify GBQ LLC as the Company's independent registered accountants for the fiscal year ending September 29, 2024 (**Proposal 2**).
3. Approve, by a non-binding advisory vote, executive compensation (**Proposal 3**).
4. Approve, by a non-binding advisory vote, the frequency of the Say-on-Pay vote (**Proposal 4**).

FOCUSED COMPOUNDING PROPOSAL:

5. Repeal any provision of the Bylaws, as adopted on January 30, 2004 and as revised as of June 12, 2012, including any amendments thereto, in effect at the time this Proposal becomes effective, which was not included in the Bylaws that were in effect as of June 12, 2012 and were filed with the SEC on July 16, 2012 to restore the Bylaws to their current form if the Board attempts to amend them in any manner prior to completion of Focused Compounding's proxy solicitation (**Proposal 5**).

Stockholders may also consider and act upon such other matters as may properly come before the Annual Meeting.

How does the Board recommend I vote?

- "**FOR**" the election of each of the six (6) nominees proposed by the Board: Lisa Brady, Todd R. White, Charles Kohnen, Rick Ruffolo, Jeffery Lococo and Jon M. Steele;
- "**FOR**" the election of the Focused Compounding nominee recommended by the Board: Geoff Gannon;
- "**AGAINST**" the election of the Focused Compounding nominees **NOT** recommended by the Board: Andrew Kuhn, Jacob McDonough and Ralph Molina;
- "**FOR**" Proposal 2;
- "**FOR**" Proposal 3;
- "**THREE YEARS**" on Proposal 4; and
- "**AGAINST**" Proposal 5, the Focused Compounding proposal. The Focused Compounding proposal asks stockholders to repeal unspecified, speculative amendments to the Bylaws. **No such amendments to the Bylaws have been made, nor will any such amendments to the Bylaws be made in advance of the Annual Meeting.**

Is my vote important?

Your vote will be particularly important at the Annual Meeting. As you may know, Focused Compounding has notified the Company that it intends to solicit votes to elect four (4) nominees—the Focused Compounding Slate—to the Board at the Annual Meeting, in opposition to four (4) of the six (6) nominees proposed by the Board in the Board Slate. The Board strongly urges you **NOT** to sign or return any proxy card(s) or voting instruction form(s) that you may receive from Focused Compounding and recommends you vote **“FOR”** the election of the seven (7) nominees recommended by the Board— Lisa Brady, Todd R. White, Charles Kohnen, Rick Ruffolo, Jeffery Lococo, Jon M. Steele and Geoff Gannon—on the **WHITE** Proxy Card.

Is the Company using a universal proxy card in connection with the Annual Meeting?

Yes. The SEC adopted Rule 14a-19 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), commonly referred to as the “universal proxy rules,” requiring the use of a universal proxy card in contested director elections that take place after August 31, 2022. This means that all of the Company’s nominees and any dissident nominees will be listed on each proxy card that is sent to stockholders in connection with a contested meeting. Stockholders may vote for nominees from either or both of the Company’s slate and the dissident slate, but in any event may not vote for more nominees than there are seats available to be filled.

Because Focused Compounding has provided notice of its intent to solicit votes to elect the Focused Compounding Slate to the Board at the Annual Meeting, this year’s director elections are considered contested and a universal proxy card will be used. **Even though we are required to include the Focused Compounding Slate on our WHITE Proxy Card, it does NOT mean that we recommend voting for each of them. The Board does NOT endorse three (3) nominees composing the Focused Compounding Slate, and the presence of their names on the WHITE Proxy Card is NOT an approval of their character, suitability and other qualifications.**

Our Board is pleased to recommend for election as director the following seven (7) persons— **Lisa Brady, Todd R. White, Charles Kohnen, Rick Ruffolo, Jeffery Lococo, Jon M. Steele and Geoff Gannon**. We believe our six (6) nominees composing the Board Slate have the breadth of relevant and diverse experiences, integrity and commitment necessary to continue to grow the Company for the benefit of all of the Company’s stockholders.

What should I do if I receive a proxy card from Focused Compounding?

You may receive proxy solicitation materials from Focused Compounding. The Company is not responsible for the accuracy of any information provided by, or relating to, Focused Compounding or the Focused Compounding Slate that is contained in any proxy solicitation materials, if and when filed or disseminated by, or on behalf of, Focused Compounding or any other statements that Focused Compounding or its representatives have made or may otherwise make, including statements relating to the Focused Compounding Slate. The Board does **NOT** endorse three (3) of the nominees composing the Focused Compounding Slate, and the presence of their names herein is **NOT** an approval of their character, suitability or other qualifications.

We strongly recommend that you discard any proxy card or solicitation materials that may be sent to you by Focused Compounding. If you have already voted using Focused Compounding’s proxy card, you have every right to change your vote by (i) voting a later dated **WHITE** Proxy Card or (ii) attending the Annual Meeting and voting your shares. Only the latest-dated validly executed proxy that you submit will be counted; any proxy may be revoked at any time prior to its exercise at the Annual Meeting by following the instructions below under “Can I change my vote or revoke my proxy?”. Please contact our proxy solicitor, Saratoga, by calling (212) 257-1311 or toll free at (888) 368-0379, or by email at info@saratogaproxy.com if you have questions or require assistance in voting your shares.

How can stockholders attend the Annual Meeting? Am I entitled to attend the Annual Meeting in person?

The Annual Meeting is open to all of our stockholders. The Annual Meeting will be held in a virtual meeting format only, via live audio webcast at www.cesonlineservices.com/prka24_vm. You will not be able to attend the Annual Meeting in person. You will be able to participate in the Annual Meeting if you were a stockholder of record on the Record Date or hold a valid legal proxy for the Annual Meeting. To attend the Annual Meeting and/or vote electronically, you will need the control number included on your **WHITE** Proxy Card, or in the instructions that accompanied your proxy materials. You must pre-register to attend the Annual Meeting no later than 10:00 a.m. Eastern Time on June 4, 2024.

Registering to Attend the Annual Meeting—Stockholders of Record

If, as of the Record Date, your shares are registered in your own name, you may register to attend the Annual Meeting by going to www.cesonlineservices.com/prka24_vm no later than 10:00 a.m. Eastern Time on June 4, 2024 and registering for the meeting exactly as your registration appears on your **WHITE** Proxy Card. You must provide a valid email address to register and to vote at the Annual Meeting.

Registering to Attend the Annual Meeting—Beneficial Stockholders

If, as of the Record Date, you are the beneficial owner of shares and you held your shares in “street name” with a broker, bank or other nominee, you will be required to obtain a “legal proxy” from your broker, bank or other nominee, indicating that you were a beneficial owner of shares as of the Record Date and the number of shares that you beneficially owned at that time. You may register to attend the Annual Meeting by going to www.cesonlineservices.com/prka24_vm no later than 10:00 a.m. Eastern Time on June 4, 2024 and following the instructions on the website. After registering, you may be asked to provide proof of ownership and, if applicable, a legal proxy, before being approved for attendance at the meeting. You must provide a valid email address to register and to vote at the Annual Meeting.

After successfully registering, stockholders will receive a confirmation email with a link and instructions for accessing the Annual Meeting. We recommend that stockholders carefully review in advance the procedures needed to gain admission virtually to the Annual Meeting. If you do not comply with the procedures outlined above, you will not be admitted to the Annual Meeting.

Who is entitled to vote at the Annual Meeting?

The Record Date for determining stockholders entitled to notice of and to vote at the Annual Meeting is May 13, 2024. Stockholders of the Company as of the Record Date are entitled to notice of and to vote at the Annual Meeting. If you were a stockholder on the Record Date, then you will retain your voting rights for the Annual Meeting even if you sold your shares after the Record Date. Accordingly, it is important that you vote the shares held by you on the Record Date, or grant a proxy to vote such shares, even if you sold such shares after the Record Date.

How many votes do I get?

Each share of Common Stock is entitled to one vote. No cumulative rights are authorized, and dissenters’ rights are not applicable to any of the matters being voted upon.

How many shares of Common Stock are outstanding?

As of April 22, 2024, the Company had 75,726,851 shares of Common Stock issued and outstanding.

How do I vote?

Stockholder of Record: Shares Registered in Your Name

If, as of the Record Date, your shares are registered in your own name, please vote today by completing, signing, dating and promptly returning the enclosed **WHITE** Proxy Card in the postage-paid envelope provided. A completed **WHITE** Proxy Card returned by mail must be received at the address stated on the **WHITE** Proxy Card before June 6, 2024. Stockholders of record may also vote by calling the toll-free number found on the enclosed **WHITE** Proxy Card or via the Internet by following the instructions on the **WHITE** Proxy Card. The Internet and telephone voting facilities will close at 11:59 p.m. Eastern Time on June 5, 2024. Please contact our proxy solicitor, Saratoga, by calling (212) 257-1311 or toll free at (888) 368-0379, or by email at info@saratogaproxy.com if you require assistance in voting your shares or need additional copies of our proxy materials. You may also vote by attending the Annual Meeting.

Execution and delivery of a proxy by a record holder of shares will be presumed to be a proxy with respect to all shares held by such record holder unless the proxy specifies otherwise. Shares represented by properly executed **WHITE** Proxy Cards will be voted in accordance with the directions indicated thereon. If you sign the **WHITE** Proxy Card but do not make any specific choices, your proxy will vote your shares as follows:

Proposal 1: “**FOR**” the election of seven (7) nominees recommended by the Board (Lisa Brady, Todd R. White, Charles Kohnen, Rick Ruffolo, Jeffery Lococo, Jon M. Steele and Geoff Gannon) to serve on the Board, each for a term of one (1) year or until his or her respective successor is duly elected and qualified and “**AGAINST**” the three (3) Focused Compounding nominees **NOT** recommended by the Board.

Proposal 2: “**FOR**” the ratification of GBQ LLC as the Company’s independent registered accountants for the fiscal year ending September 29, 2024.

Proposal 3: “**FOR**” the approval, on a non-binding advisory basis, of executive compensation.

Proposal 4: “**THREE YEARS**” for the frequency of the Say-on-Pay vote.

Proposal 5: “**AGAINST**” the Focused Compounding proposal.

Beneficial Owner: Shares Registered in the Name of Broker, Bank or Other Nominee

If, as of the Record Date, you are the beneficial owner of shares and you held your shares in “street name” with a broker, bank or other nominee, only that entity can vote your shares and only upon its receipt of your specific instructions. Accordingly, please contact the person responsible for your account at such entity and instruct that person to vote on your behalf “**FOR**” the election of the six (6) nominees composing the Board Slate, “**FOR**” the election of the one (1) Focused Compounding nominee recommended by the Board, “**AGAINST**” the election of the three (3) Focused Compounding nominees **NOT** recommended by the Board, “**FOR**” Proposal 2, “**FOR**” Proposal 3, “**THREE YEARS**” on Proposal 4 and “**AGAINST**” the Focused Compounding proposal. You should also complete, sign, date and promptly return the voting instruction form that your broker, bank or other nominee sends you (or, if applicable, vote by following the instructions supplied to you by your broker, bank or other nominee, including voting via the Internet or by telephone). Please do this for each account you maintain to ensure that all of your shares are voted.

Can I change my vote or revoke my proxy?

If you are the stockholder of record, you may change your proxy instructions or revoke your proxy at any time before your proxy is voted at the Annual Meeting. Proxies may be revoked by any of the following actions:

- Returning a later-dated proxy (i) by completing, signing, dating and promptly returning the enclosed **WHITE** Proxy Card, (ii) by calling the toll-free number found on the enclosed **WHITE** Proxy Card or (iii) via the Internet by following the instructions on the **WHITE** Proxy Card (the latest dated proxy is the only one that counts);
- Delivering a written revocation of the proxy before the Annual Meeting to the Company’s Secretary at 1300 Oak Grove Road, Pine Mountain, Georgia 31822; or
- Virtually attending and voting at the Annual Meeting (but attendance at the Annual Meeting will not by itself constitute revocation of a prior delivered proxy).

IF YOU HAVE ALREADY VOTED FOR THE FOCUSED COMPOUNDING SLATE USING FOCUSED COMPOUNDING’S PROXY CARD, WE URGE YOU TO REVOKE IT BY VOTING “AGAINST” THE ELECTION OF THE THREE (3) FOCUSED COMPOUNDING NOMINEES NOT RECOMMENDED BY THE BOARD AND VOTING “FOR” THE ELECTION OF EACH NOMINEE RECOMMENDED BY THE BOARD ON THE WHITE PROXY CARD.

If any of your shares are held in the name of a broker, bank or other nominee on the Record Date, you should follow the instructions provided by your broker, bank or other nominee. There is no physical location for the Annual Meeting. If you virtually attend the Annual Meeting and you beneficially own shares but are not the record owner, your mere attendance at the Annual Meeting **WILL NOT** be sufficient to vote your shares. You must provide written authority from the record owner to vote your shares held in its name at the Annual Meeting in the form of a “legal proxy” issued in your name from the broker, bank or other nominee that holds your shares. If you have any questions or require any assistance with voting your shares, please contact our proxy solicitor, Saratoga, by calling (212) 257-1311 or toll free at (888) 368-0379, or by email at info@saratogaproxy.com.

What constitutes a quorum at the Annual Meeting?

A majority of the votes entitled to be cast on the matter by the voting group constitutes a quorum of that voting group for that matter. Business may not be conducted at the Annual Meeting unless a quorum is present. Abstentions will be counted for purposes of determining whether a quorum exists at the Annual Meeting. “Broker non-votes,” if any, will not be counted for purposes of determining whether a quorum exists at the Annual Meeting.

What are “broker non-votes”? What is discretionary voting?

If, on the Record Date, your shares were held by a broker, bank or other nominee, then you are the beneficial owner of shares held in “street name.” The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, because you are not the stockholder of record, you may not vote your shares at the Annual Meeting unless you request and obtain a valid legal proxy from your broker, bank or other nominee. If your shares are held in “street name” (that is, held by a broker, bank or other nominee), you will receive voting instructions from your broker, bank or other nominee. Please follow the instructions from your broker, bank or other nominee included with these proxy materials, or contact your broker, bank or other nominee to request a legal proxy. If you hold your shares in “street name,” please instruct your broker, bank or other nominee how to vote your shares using the voting instruction form provided by your broker, bank or other nominee so that your vote can be counted. The voting instruction form provided by your broker, bank or other nominee may also include information about how to submit your voting instructions over the Internet.

A “broker non-vote” results when a broker who holds shares for another person has not received voting instructions from the owner of the shares and, under the applicable rules (the “Broker Rules”), does not have discretionary authority to vote on a matter. Brokers are not permitted to vote shares without instructions on proposals that are not considered “routine.” Applicable regional and national exchange rules determine whether proposals are “routine” or “non-routine.” If a proposal is “routine,” a broker holding shares for an owner in “street name” may vote on the proposal without voting instructions.

To the extent that Focused Compounding provides proxy materials to a broker, bank or other nominee (in addition to the Company’s proxy materials), none of the matters to be considered at the Annual Meeting will be considered “routine” under the Broker Rules; therefore, if you do not provide voting instructions to your broker, bank or other nominee holding shares for you, your broker, bank, or other nominee will not have authority to vote your shares on Proposals 1, 2, 3, 4 or 5. Therefore, if you are a beneficial owner, we encourage you to instruct your broker, bank or other nominee how to vote your shares using the voting instruction form provided by your broker, bank or other nominee so that your vote can be counted.

However, for brokers, banks or other nominees that receive proxy materials only from the Company, the broker, bank or other nominee will be entitled to vote shares held for a beneficial owner on “routine” matters, such as Proposal 2, without instructions from the beneficial owner of those shares. In that event, the broker, bank or other nominee is not entitled to vote the shares on “non-routine” items. Accordingly, if you receive proxy materials only from the Company and you do not submit any voting instructions to your broker, bank or other nominee, it may exercise discretion to vote your shares on Proposal 2, even in the absence of your instruction. If your shares are voted on Proposal 2, as directed by your broker, your shares will constitute “broker non-votes” on each of the “non-routine” proposals (*i.e.*, Proposals 1, 3, 4 and 5).

What happens if Focused Compounding withdraws or abandons its solicitation or fails to comply with the universal proxy rules, and I have already granted proxy authority in favor of Focused Compounding?

Stockholders are encouraged to submit their votes on the **WHITE** Proxy Card. If Focused Compounding withdraws or abandons its solicitation or fails to comply with the universal proxy rules after a stockholder has already granted proxy authority, stockholders can still sign and date a later submitted **WHITE** Proxy Card.

If Focused Compounding withdraws or abandons its solicitation or fails to comply with the universal proxy rules, any vote cast in favor of the Focused Compounding Slate will be disregarded and will not be counted, whether such vote is provided on the Company's **WHITE** Proxy Card or Focused Compounding's proxy card.

Who is making this proxy solicitation and who is paying for it?

The Board is soliciting your proxy. Proxies will be solicited on behalf of the Board by the Company's directors and certain executive officers and other employees of the Company. Such persons are listed in Annex A to the Proxy Statement. The costs and expenses of the Board's solicitation of proxies, including the preparation, printing and mailing of the Proxy Statement, the **WHITE** Proxy Card, the Notice of the Annual Meeting of Stockholders and any additional information furnished to stockholders by the Company, will be borne by the Company. Solicitation of proxies may be in person, by telephone, electronic mail or personal solicitation by the Company's directors, officers or staff members. Other than the persons described in the Proxy Statement, no general class of employee of the Company will be employed to solicit stockholders in connection with this proxy solicitation. However, in the course of their regular duties, the Company's employees, officers and directors may be asked to perform clerical or ministerial tasks in furtherance of this solicitation. None of these individuals will receive any additional or special compensation for doing this, but they may be reimbursed for reasonable out-of-pocket expenses.

The Company currently estimates that it will spend a total of approximately \$750,000 for, in furtherance of, or in connection with the solicitation of proxies, including fees for attorneys, accountants, public relations or financial advisers, solicitors, advertising, printing, transportation, litigation and other costs incidental to the solicitation. As of the date hereof, the Company estimates that its total expenditures to date for, in furtherance of, or in connection with the solicitation of proxies is approximately \$300,000.

In connection with the engagement of Saratoga by the Company as a proxy solicitor, the Company anticipates that certain employees of Saratoga may communicate in person, by telephone or otherwise with a limited number of institutions, brokers or other persons who are stockholders of the Company for the purpose of assisting in the solicitation of proxies for the Annual Meeting. Approximately 15 employees of Saratoga will solicit holders of the Common Stock in connection with the Annual Meeting. The Company expects to pay Saratoga up to \$75,000 for its services in connection with the solicitation of proxies for the Annual Meeting.

How can I find out the voting results of the Annual Meeting?

The final voting results will be published in a Current Report on Form 8-K that we expect to file with the SEC within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Current Report on Form 8-K within four business days after the Annual Meeting, we intend to file a Current Report on Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Current Report on Form 8-K to publish the final results.

What is householding of proxy materials?

The SEC has adopted rules that permit companies and intermediaries (such as brokers, banks and other nominees) to satisfy the delivery requirements for proxy statements with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. Some brokers, banks and other nominees with account holders who are stockholders of the Company may be householding our proxy materials. A single copy of the Proxy Statement will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from one or more of the affected stockholders. Once you have received notice from your broker, bank or other nominee that it will be householding communications to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement, please notify your broker, bank or other nominee and direct your request to the Company by writing to 1300 Oak Grove Road, Pine Mountain, Georgia 31822, Attention: Secretary (Telephone: (706) 663-8744). Stockholders who currently receive multiple copies of this Proxy Statement at their address and would like to request householding of their communications should contact their broker, bank or other nominee.

How can I submit proposals at the 2025 Annual Meeting?

The deadline to submit a stockholder proposal for inclusion in the Company's proxy materials for the 2025 Annual Meeting pursuant to Rule 14a-8 of the Exchange Act is December 24, 2024. The deadline to submit a stockholder proposal outside the processes of Rule 14a-8 of the Exchange Act for consideration by stockholders at the 2025 Annual Meeting is February 21, 2025, which is a reasonable time before the Company anticipates it will begin to send its proxy materials in connection with the 2025 Annual Meeting.

The deadline for providing notice of a solicitation of proxies in support of director nominees other than the Company's nominees pursuant to Rule 14a-19 of the Exchange Act for the 2025 Annual Meeting is April 7, 2025.

Who should I contact if I have questions?

Saratoga is assisting us with our effort to solicit proxies. If you have additional questions about the Annual Meeting, or if you need assistance voting your shares, please contact Saratoga by calling (212) 257-1311 or toll free at (888) 368-0379 or by email at info@saratogaproxy.com.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information relating to the ownership of Common Stock by (i) each person known by us to be the beneficial owner of more than five percent of the outstanding shares of our Common Stock, (ii) each of our directors, (iii) each of our named executive officers and (iv) all of our executive officers and directors as a group. Unless otherwise indicated, the information relates to these persons, beneficial ownership as of April 23, 2024. Subject to applicable community property laws, each person has the sole voting and investment power with respect to the shares owned. The address of each beneficial owner is care of Parks! America, Inc., 1300 Oak Grove Road, Pine Mountain, Georgia 31822, unless otherwise set forth below that person's name.

<u>Name</u>	<u>Amount and nature of beneficial ownership</u>	<u>Percent of class</u>
Directors and Named Executive Officers		
Lisa Brady	193,586	*
Todd R. White	1,344,555	1.8%
Dale Van Voorhis	0	*
Charles Kohnen	22,954,471	30.3%
Jeffery Lococo	673,928	*
Rick Ruffolo	78,722	*
Directors and Executive Officers as a group (6 persons)	25,288,968	33.4%
Five Percent Stockholders		
Focused Compounding Fund, LP 3838 Oak Lawn Ave., Suite 1000 Dallas, Texas 75219	29,110,150	38.5%

* Less than 1%

INFORMATION ON DIRECTORS AND EXECUTIVE OFFICERS

The following table and information that follows sets forth, the names, and positions of our directors and executive officers as of April 23, 2024.

Name	Age	Title	Years with the Company
Lisa Brady	38	President, Chief Executive Officer and Director	3
Todd R. White	62	Chief Financial Officer and Director	10
Dale Van Voorhis*	82	Director	17
Charles Kohnen	56	Interim Chairman of the Board of Directors	13
Jeffery Lococo	67	Secretary and Director	17
Rick Ruffolo	56	Director	3

* Mr. Van Voorhis' term expires at the conclusion of the Annual Meeting.

The following is a description of the business background of our directors and executive officers.

Lisa Brady, 38. Ms. Brady has been President and Chief Executive Officer of the Company since November 14, 2022. Before that she served as a director of the Company since November 2021. Ms. Brady brings more than a decade of experience in the entertainment, leisure, and hospitality industry with executive-level experience in strategic planning, mergers and acquisitions, investor relations, financial modeling, and real estate development. For the decade proceeding her joining the Company, Ms. Brady served in a variety of leadership roles of increasing responsibility with Cedar Fair Entertainment, an owner and operator of regional amusement parks and water parks, complemented with resort, hotel and recreational properties, including investor relations, strategic planning, M&A activities, resort and adjacent development and implementation of key growth initiatives, from October 2012 to October 2022. In addition, Ms. Brady and her husband own several small businesses, including a kayak outfitter, a boutique hotel and a transient property management company which have provided valuable and unique experience developing, operating and optimizing commercial efforts on a smaller scale. Prior to joining Cedar Fair Entertainment, Ms. Brady was a sell-side analyst at KeyBanc Capital Markets, Inc., a corporate and investment bank providing capital markets and advisory solutions, covering the fitness, leisure and hospitality sector, from July 2008 to October 2012. Ms. Brady graduated summa cum laude from Penn State University and received the John Zahniser Female Scholar Athlete Award. Ms. Brady is qualified to serve as a member of the Board based on her breadth of experience and background in finance and capital markets, investor relations, strategy and real estate development.

Todd R. White, 62. Mr. White is the Chief Financial Officer of the Company. He was appointed the Chief Financial Officer of the Company in May 2013 and has served as a Director of the Company since January 2014. Prior to joining the Company, from 1992 through 2011, Mr. White was an executive with The Scotts Miracle-Gro Company in a variety of corporate as well as business group financial management roles, and served most recently as its Vice President, Global Controller from 2005 through 2011. During his tenure at ScottsMiracle-Gro he played a critical role in several acquisitions, including due diligence and business integration. He also played a key role in when ScottsMiracle-Gro implemented the requirements of the Sarbanes-Oxley Act. Mr. White was with PricewaterhouseCoopers LLP in Cincinnati, Ohio from 1986 to 1992. He received a B.A. in business administration from The Ohio State University and an MBA from the University of Wisconsin-Madison. Mr. White is qualified to serve as a member of the Board based on decades of experience in corporate accounting, financial strategy, acquisition due diligence and integration and SEC reporting.

Charles Kohnen, 56. Mr. Kohnen is the Interim Chairman of the Board and has served as a Director of the Company since October 2010. He has a diverse business and public service background including experience with planning and executing management strategies for turnaround companies. Mr. Kohnen was appointed to serve as interim Chairman of the Board of Directors in February 2024. Mr. Kohnen was Managing Partner of Kohnen Realty Co., a real estate and stock investment company, from 1998 to 2006. Mr. Kohnen served as a member of the Managing Member Board of Teller's of Hyde Park, Ltd., a privately held signature restaurant located in Cincinnati, Ohio, from 2006 to 2019, serving as Board Chair from 2013 to 2019. Throughout his professional career, Mr. Kohnen has actively served as a leader in various management and advisory capacities to non-profit organizations impacting Ohio's Miami Valley, including his election as President of CYO-Greater Dayton from 2011 to 2018. Currently, Mr. Kohnen serves on the board of one non-profit organization. He has been a member of the Board of Trustees of the Calvary Cemetery Association since 2013. Located in Dayton, Ohio, Calvary Cemetery is an historic, nationally known organization which recently has been recognized as national runner-up of the 2023 American Cemetery Excellence Award. From the start of his tenure as a board member, Mr. Kohnen has served on Calvary's Finance Committee, becoming its Chair in 2016. The Finance Committee is a standing committee which oversees an investment portfolio that has grown in value to be well in excess of \$25 million and takes the lead on financing capital projects. He also currently serves as a member of the Executive Director Search and Capital Build Committees which are both ad hoc committees. Mr. Kohnen earned a Bachelor of Science degree in General Business from Miami University in Oxford, Ohio. Mr. Kohnen is qualified to serve as a member of the Board based on his financial and investment knowledge combined with his small business leadership experience.

Jeffery Lococo, 67. Mr. Lococo has served as a Director of the Company since May 2006 and was appointed Secretary of the Company in January 2011. Mr. Lococo has over four decades of experience in brand development, product programming and management of theme parks, resorts, and entertainment destination facilities. Mr. Lococo began his career in operation, sales, and marketing with the Marriott Corporation. Mr. Lococo was with Six Flags, Premier Parks, LLC and Funtime for a combined total of 18 years, from 1983 to 2001. During his time with Six Flags, Mr. Lococo served as Vice President General Manager of Wyandot Lake and later Geauga Lake Amusement Park. As Vice President of Development, he led the project management team for the launch of Six Flags Ohio. Mr. Lococo joined Great Wolf Resorts Inc. in March of 2000 as General Manager of Great Wolf Lodge Sandusky, Ohio, and was later promoted to Corporate Vice President of Resort Operations and Marketing where he was instrumental, as part of the corporate management team, in the brand development and building the Great Wolf Resort Portfolio to eventually result in the successful IPO in late 2004. As a minority partner and COO of Sawmill Creek Resort he successfully led the turnaround of the company and eventual sale to Cedar Fair Entertainment Company. Mr. Lococo has been the President and owner of Lococo Company LLC, an industry-leading consulting firm in the amusement and hospitality industry segment since 2006. In the role as consultant, he directed the marketing and management rollout of some of the industry's largest destination development startups such as Wilderness at the Smokies, Jay Peak Resort hotel and waterpark, Camelback Lodge and Aquatopia indoor waterpark. Mr. Lococo is currently the lead consultant to the Hall of Fame Village, Gameday Bay indoor waterpark, adjacent to the Pro Football Hall of Fame in Canton, Ohio. Mr. Lococo is qualified to serve as a member of the Board based on his extensive experience, industry knowledge and marketing expertise.

Rick Ruffolo, 56. Mr. Ruffolo has served as a Director of the Company since November 2021 and was appointed Chairman of the Strategic Growth Committee in May 2022. Mr. Ruffolo has over three decades of consumer goods, specialty retail, marketing, innovation, and executive leadership experience. Over the last thirteen years, as CEO & President, Mr. Ruffolo has led the successful turnaround, growth, and exit of several private equity-backed portfolio companies where he also served on their respective Boards of Directors. Since 2018, Mr. Ruffolo has served as the CEO & President and board member of private equity backed Phelps Pet Products, a manufacturer of pet food and treats. From 2011 until 2018, Mr. Ruffolo's service included Sensible Organics, CR Brands, Enviroscents and H2O Plus Beauty, and he has been a board member of Enviroscents since 2012. In the first twenty years of his career, Mr. Ruffolo held brand management roles at blue-chip consumer goods companies including The Procter & Gamble Company, S.C. Johnson & Son Inc. and Nestlé Purina, as well as senior executive roles leading the brand, marketing, and innovation departments at specialty branded retailers Yankee Candle and Bath & Body Works, Inc. where he received multiple patents including for the multibillion-dollar Wallflowers home fragrance business. Mr. Ruffolo is a dual citizen of the U.S. and Italy, was an NCAA Division I athlete, and graduated summa cum laude in marketing and business administration from the University of Dayton. He received his MBA with honors from Washington University in St. Louis. Mr. Ruffolo is qualified to serve as a member of the Board based on his wide range of business, operations, and strategic planning experience, his marketing expertise, and his experience working with both publicly traded and private equity backed portfolio companies.

The following is a description of the business background of our director nominee:

Jon M. Steele, 74. Mr. Steele has been a stockholder in the Company since 2010. Mr. Steele is a recently retired attorney with over forty years of experience. From 2003 to his retirement in 2022, Mr. Steele was a Partner at Runft & Steele Law Offices, PLLC, where he engaged in general civil, trial and appellate practice in all Idaho and U.S. District Courts for the District of Idaho, with emphasis on personal injury, product liability, real estate, business, insurance, construction and commercial litigation. Mr. Steele is a member of the Idaho State Bar Association, and he is admitted to practice before the Idaho Supreme Court, United States District Courts for the District of Idaho and the United States Court of Appeals for the Ninth Circuit. From 1988-2003, Mr. Steele held various positions in the real estate construction and development industry, culminating with serving as General Counsel to Precision Craft Log Structures, Inc., a home design and construction company located in Meridian, Idaho from 2001-2003. From 1978-1988, Mr. Steele was a Partner at Ellis, Brown, Sheils & Steele, Chtd, where he specialized in civil litigation. Mr. Steele has also held multiple roles in government, including acting as a Special Deputy Attorney General for the State of Idaho in connection with gasoline price fixing anti-trust litigation from 1985-1986. Mr. Steele received his B.A. from the University of Iowa in 1973 and his JD from Drake University in 1975. Mr. Steele is qualified to serve as a member of the Board based on his extensive legal experience and will provide additional insight as a long-term stockholder of the Company.

Family Relationships between Directors and Executive Officers

There are no family relationships between any director or executive officer of the Company.

Material Proceedings

Except as disclosed below, there are no material proceedings to which any director, officer or affiliate of the Company, any owner of record or beneficially of more than five percent of any of the Company's voting securities, or any associate of any such director, officer, affiliate of the Company, or security holder is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries.

On March 1, 2024, Focused Compounding filed a complaint against the Company and its directors in the Eighth Judicial District Court of Clark County, Nevada, alleging that the directors breached their fiduciary duties. Focused Compounding sought a temporary restraining order and preliminary injunction. On March 4, 2024, the court granted a temporary restraining order in favor of Focused Compounding *ex parte*, and without notice to the Company or its directors. On March 15, 2024, the temporary restraining order expired and the court denied Focused Compounding's request for a preliminary injunction. Focused Compounding's complaint remains pending. The Company's response is due on April 23, 2024. The Company and its directors deny all wrongdoing and intend to defend the charges vigorously.

Involvement in Certain Legal Proceedings

To our knowledge, except as otherwise disclosed in this Proxy Statement, there is no event that occurred during the past ten years with respect to any of our directors or executive officers that is required to be disclosed under Item 401(f) of Regulation S-K.

Arrangements between Directors and Executive Officers

To our knowledge, there is no arrangement or understanding between any of our directors and any other person pursuant to which he or she was or is to be selected as a director or nominee.

To our knowledge, there is no arrangement or understanding between any of our executive officers and any other person pursuant to which the officer was or is to be selected to serve as an officer.

Indebtedness of Directors and Executive Officers

None of our executive officers or directors or any of their respective associates is or has been indebted to us or has been indebted to any other entity where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by us.

Change of Control

To our knowledge, a change in control of the Company has not occurred since the beginning of our last fiscal year.

CORPORATE GOVERNANCE

The Board Structure

General Structure

Our Bylaws require the Board to have at least one and no more than eleven directors. The current Board is composed of seven directors.

Director Independence

Of the members of the Board, Charles Kohnen, Jeffery Lococo and Rick Ruffolo are considered “independent” under the listing standards of the Rules of the Nasdaq Stock Market (note, our common shares are not currently listed on Nasdaq or any other national securities exchange, and this reference is used herein for definitional purposes only). John Gannon, who resigned from the Board effective February 29, 2024, was also considered “independent.” In addition, if elected at the Annual Meeting, Jon M. Steele would be considered an “independent” director.

Board Leadership Structure and Role in Risk Oversight

The Board is responsible for overseeing the business and affairs of the Company. Members of the Board are kept informed of our business through discussions with the CEO and other officers, by reviewing materials provided to them and by participating in meetings of the Board and its committees.

There is a separate Chief Executive Officer and Chairman of the Board. The Board believes that there is no single best organizational model that is the most effective in all circumstances and that the stockholders’ interests are best served by allowing the Board to retain the flexibility to determine the optimal organizational structure for the Company at a given time.

The primary function of the Board is oversight, which includes among other matters, oversight of the principal risk exposures to the Company. Our Board also takes an active role in overseeing the formulation and implementation of the Company’s strategic plans.

Meetings of the Board and Board Member Attendance at Annual Meetings

During the fiscal year ended October 1, 2023, the Board held three meetings. The directors also met for strategy updates multiple times throughout the year and hosted an in-person site visit to the Wild Animal Safari Park in Pine Mountain, Georgia following the devastating tornado on March 26, 2023.

No director attended fewer than 75% of the total number of meetings of the Board and the total number of meetings held by the committees on which such director served.

Board members are not required to attend Annual Meetings.

Communications with the Board

Stockholders who are interested in communicating directly with members of the Board, or the Board as a group, may do so by writing directly to the individual Board member at Parks! America, Inc., 1300 Oak Grove Road, Pine Mountain, Georgia 31822, Attention: Secretary. Our Secretary will forward communications directly to the appropriate Board member. If the correspondence is not addressed to the particular member, the communication will be forwarded to a Board member to bring to the attention of the Board. Our Secretary will review all communications before forwarding them to the appropriate Board member.

Board Committees

Our Board has three standing Board committees: the Audit Committee, the Compensation Committee and the Strategic Growth Committee.

The following table sets forth the current membership of each committee.*

	<u>Audit Committee</u>	<u>Compensation Committee</u>	<u>Strategic Growth Committee</u>
Lisa Brady			
Todd White			
Dale Van Voorhis			
Charles Kohnen	X	X	X
Rick Ruffolo			X
Jeffery Lococo		X	

* John Gannon resigned from the Board effective February 29, 2024. Prior to his resignation, Mr. Gannon was the Chairman of the Audit Committee and a member of the Compensation Committee. Additionally, on February 7, 2024, Dale Van Voorhis was removed from the Company's Strategic Growth Committee and Audit Committee.

Audit Committee and Audit Committee Financial Experts

John Gannon, a former member of the Board, was our Audit Committee Chairman. Since his departure from the Board, the Audit Committee has not chosen a replacement chairman. The Audit Committee is comprised of Mr. Kohnen. Mr. Kohnen is considered an independent director under the audit committee rules of the Nasdaq Stock market. The Board has determined that Mr. Kohnen is considered "financially literate" under the applicable SEC rules.

Our Audit Committee is responsible for: (1) overseeing the accounting and financial reporting processes of the Company, including the audits of the Company's consolidated financial statements; (2) appointing, compensating and overseeing the work of the independent registered public accounting firm employed by the Company; (3) assisting the Board in its oversight of: (a) the integrity of the Company's consolidated financial statements and (b) the independent registered public accounting firm's qualifications and independence; and (4) undertaking the other matters required by applicable rules and regulations of the SEC.

The Audit Committee meets on a quarterly basis during each fiscal year. During the year ended October 1, 2023, the Audit Committee met four times.

In the course of providing its oversight responsibilities regarding the 2023 financial statements, the Audit Committee reviewed the 2023 audited financial statements with management and our independent auditors. The Audit Committee reviewed accounting principles, practices, and judgments as well as the adequacy and clarity of the notes to the financial statements.

The Audit Committee may meet with the independent auditors to discuss their audit plans, scope and timing on a regular basis, with or without management present. The Audit Committee has received the written disclosures and the letter from the independent auditors required by the Public Company Accounting Oversight Board for independent auditor communications with Audit Committees concerning independence.

The Audit Committee and the Board have recommended the selection of GBQ Partners LLC as our independent auditors for the fiscal year ending September 29, 2024.

Our Audit Committee does not have a charter.

Report of the Audit Committee

The information contained in this report of the Audit Committee shall not be deemed to be “soliciting material,” “filed” with the SEC, subject to Regulations 14A or 14C of the Exchange Act, or subject to the liabilities of Section 18 of the Exchange Act. No portion of this audit committee report shall be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, through any general statement incorporating by reference in its entirety the proxy statement in which this report appears, except to the extent that the Company specifically incorporates this report or a portion of it by reference. In addition, this report shall not be deemed filed under either the Securities Act or the Exchange Act.

This report is submitted by the Audit Committee. The Audit Committee consists of the directors whose names appear below. None of the members of the audit and risk committee is an officer or employee of the Company, and our Board has determined that each member of the audit and risk committee is “independent” for audit committee purposes as that term is defined under Rule 10A-3 of the Exchange Act and the applicable Nasdaq rules. Each member of the audit and risk committee meets the requirements for financial literacy under the applicable rules and regulations of the SEC and Nasdaq.

The Audit Committee’s general role is to assist the Board in monitoring the Company’s financial reporting process and related matters and risk management and related matters.

The Audit Committee has reviewed the Company’s financial statements for its fiscal year ended October 1, 2023, and met with its management team, as well as with representatives of GBQ Partners LLC, the Company’s independent registered public accounting firm, to discuss the consolidated financial statements and management’s assessment and GBQ’s evaluation of the effectiveness of the Company’s internal control over financial reporting as of October 1, 2023. The Audit Committee also discussed with members of GBQ Partners LLC, the matters required to be discussed by the applicable requirements of the PCAOB.

In addition, the Audit Committee received the written disclosures and the letter GBQ Partners LLC required by applicable requirements of the PCAOB regarding the independent auditor’s communications with the Audit Committee concerning independence and discussed with members of GBQ Partners LLC its independence.

Based on these discussions, the financial statement review and other matters it deemed relevant, the Audit Committee recommended to our Board that the Company’s audited consolidated financial statements for its fiscal year ended October 1, 2023 be included in its Annual Report on Form 10-K for its 2023 fiscal year.

Respectfully submitted by the members Audit Committee of the Board:

John Gannon (Former Chairman)
Charles Kohnen
Dale Van Voorhis (Former Member)

Compensation Committee

Our Compensation Committee determines matters pertaining to the compensation and expense reporting of certain of our executive officers, and administers our stock option, incentive compensation, and employee stock purchase plans. The Compensation Committee is composed of two directors, Mr. Kohnen and Mr. Lococo (Chairman). John Gannon, a former member of the Board, was also a member of the Compensation Committee.

Responsibilities of the Compensation Committee, include, among other duties, the responsibility to:

- periodically review and approve the compensation and other benefits for our employees, officers and certain directors;
- review and approve corporate goals and objectives relevant to the compensation of our executive officers, and setting compensation for these officers based on those evaluations;

- review and discuss with the Company’s management certain disclosure, including the “Executive Compensation” section, which is included in this Proxy Statement;
- produce the Report of the Compensation Committee as required by Item 407(e)(5) of Regulation S-K included in this Proxy Statement;
- otherwise discharge the Board’s responsibilities relating to the compensation of the Company’s executive officers and directors; and
- perform such other functions as the Board may assign to the Compensation Committee from time to time.

The Compensation Committee is delegated all authority of the Board as may be required or advisable to fulfill its purposes. The Compensation Committee may delegate to its Chairman or any one of its members, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. The Compensation Committee is also generally able to delegate to certain executive officers the authority to review and approve the compensation of our employees.

Meetings of the Compensation Committee may, at the discretion of the Compensation Committee, include members of the Company’s management, other members of the Board and such other persons as the Compensation Committee believes to be necessary or appropriate.

Our Compensation Committee met one time during the fiscal year ended October 1, 2023. The Compensation Committee expects to meet as needed during the upcoming fiscal year.

Except as described under “Executive Compensation Agreements” below, there are no service contracts with any of our directors and there is no arrangement or agreement made or proposed to be made between us and any of our directors pursuant to which a payment or other benefit is to be made or given by way of compensation in the event of that officer’s resignation, retirement or other termination of employment, or in the event of a change of control of us or a change in the director’s responsibilities following such change in control.

The Compensation Committee will make recommendations of any compensation to be paid to the Board for the fiscal year 2024.

Our Compensation Committee does not have a charter.

Report of the Compensation Committee

The information contained in this report of the Compensation Committee shall not be deemed to be “soliciting material,” “filed” with the SEC, subject to Regulations 14A or 14C of the Exchange Act, or subject to the liabilities of Section 18 of the Exchange Act. No portion of this compensation and leadership committee report shall be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, through any general statement incorporating by reference in its entirety the proxy statement in which this report appears, except to the extent that the Company specifically incorporates this report or a portion of it by reference. In addition, this report shall not be deemed filed under either the Securities Act or the Exchange Act.

The Compensation Committee has reviewed and discussed with management the “Executive Compensation” section contained in this Proxy Statement. Based on this review and discussion, the Compensation Committee has recommended to the Board that the “Executive Compensation” section be included in this Proxy Statement and incorporated the Company’s Annual Report on Form 10-K for the fiscal year ended October 1, 2023.

Respectfully submitted by the members of the Compensation Committee of the Board.

Jeffery Lococo (Chair)
Charles Kohnen
John Gannon (Former Member)

Nominating Committee

Currently, we do not have a separate standing nominating committee as the full Board performs the duties of a nominating committee. When seeking candidates for director, the Board solicits suggestions from incumbent directors, management, stockholders and others. The Board considers director candidates recommended by stockholders on the same basis as recommendations from other sources.

The Board selects each nominee based on the nominee's skills, achievements and experiences, with the objective that the Board as a whole should have the depth and breadth necessary to effectively oversee the Company's business on behalf of our stockholders. The Board believes that each nominee should have experience in positions of leadership, a reputation for integrity and a commitment to representing the long-term interests of our stockholders.

The Board evaluates each potential nominee individually and in the context of the Board as a whole. In determining whether to recommend a director for re-election, the Board also considers the director's participation in and contributions to the activities of the Board and whether the director will continue to contribute to our long-term success.

Strategic Growth Committee

Our Strategic Growth Committee was established effective May 31, 2022 and is responsible for: (1) working with the CEO to lead the development of a strategic plan and associated periodic updates, and annual goal setting; and (2) leading or assisting in the process of recruitment and hiring of key Company personnel. The Strategic Growth Committee is composed of two directors, Charles Kohnen and Rick Ruffolo (Chairman). Lisa Brady works closely with this Committee.

Our Strategic Growth Committee met one time during the twelve-month period ended October 1, 2023.

Code of Conduct

On December 4, 2023, our Board adopted a Code of Conduct, effective January 1, 2024.

Compliance with Section 16(a) of the Exchange Act/ Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our directors, executive officers and holders of more than 10% of our Common Stock to file reports regarding their ownership and changes in ownership of our securities with the SEC, and to furnish us with copies of all Section 16(a) reports that they file.

We believe that during the fiscal year ended October 1, 2023, our directors, executive officers and greater than 10% stockholders complied with all applicable Section 16(a) filing requirements. In making these statements, we have relied upon a review of the copies of Section 16(a) reports furnished to us and the written representations of our directors, executive officers and greater than 10% stockholders.

Insider Trading Policies; Employee, Officer and Director Hedging

The Company has adopted an Insider Trading Policy. The Insider Trading Policy sets forth the policies of the Company and its subsidiaries on, among other things, trading in the Company's securities and securities of certain other publicly traded companies while in possession of confidential information. The Insider Trading Policy is divided into two parts:

- the first part prohibits trading or other transactions in certain circumstances of (i) the Company's securities and (ii) the securities of certain other companies by the directors of the Company, officers, employees and their respective family members; and
- the second part (i) prohibits trading in the Company's securities during certain blackout periods by the directors of the Company, executive officers, employees listed in the Insider Trading Policy and certain other employees as designated by the Company, (ii) outlines the Company's pre-clearance procedures and (iii) contains certain restrictions on short term trading, short term sales, options trading, trading on margin, hedging transactions and pledging securities of the Company as collateral.

Under our Insider Trading Policy, unless advance approval is obtained from the Compliance Officer (as defined in the Insider Trading Policy):

- "Covered Persons" (as defined in the Insider Trading Policy to include certain key employees), are prohibited from entering into hedging or monetization transactions or similar arrangements with respect to our securities;
- Covered Persons may not hold our securities in a margin account or pledge our securities as collateral for a loan;
- Covered Persons may not buy or sell puts or calls or other derivative securities on the Company's securities;
- "Company Insiders" (as defined in the Insider Trading Policy to include directors and officers) who purchase Company securities may not sell Company securities of the same class for at least six months following the purchase; and
- Company Insiders and Covered Persons are prohibited from selling the Company's securities short.

The Company also imposes "blackout" period restrictions on its Covered Persons beginning at the close of the market on two weeks before the end of each fiscal quarter and ending at the close of business on the second trading day following the date the Company's financial results are publicly disclosed. The Company may also impose special "blackout" periods during which the Covered Persons are prohibited from trading in the Company's securities. The Company requires all Covered Persons to refrain from trading, even during a trading window, unless such Covered Person has obtained pre-clearance from the Compliance Officer. The trading restrictions do not apply under a pre-existing written plan, contract, instruction or arrangement under Rule 10b-5-1 of the Exchange Act.

DIRECTOR COMPENSATION

The following table sets forth with respect to the named director, compensation information inclusive of equity awards and payments made in the year ended October 1, 2023.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards Shares/(\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Non- Qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Dale Van Voorhis	\$10,000	—	—	—	—	—	\$10,000
		\$ —					
Lisa Brady	—	25,000	—	—	—	—	\$10,000
		\$ (10,000)					
John Gannon	\$ 5,000	18,750	—	—	—	—	\$12,500
		\$ (7,500)					
Charles Kohnen	—	25,000	—	—	—	—	\$10,000
		\$ (10,000)					
Jeffery Lococo	—	37,500	—	—	—	—	\$15,000
		\$ (15,000)					
Todd R. White	—	25,000	—	—	—	—	\$10,000
		\$ (10,000)					
Richard Ruffolo	—	31,250	—	—	—	—	\$12,500
		\$ (12,500)					

The Company's annual compensation award to directors is \$10,000, awarded at the end of the annual service period, generally in December each year, and paid out early in the subsequent calendar year. In addition, each committee chairperson receives \$2,500 for the additional responsibilities and time commitment required of a chairperson. And Mr. Lococo receives \$2,500 for the additional responsibilities and time commitment required to be the Secretary. Beginning in our 2018 fiscal year, we have allowed each director to elect to receive their annual Board compensation aware in all shares, all cash or a combination thereof. We consider ownership of Company stock to be a fundamental tenant of serving on our Board as representative of all stockholders. However, we recognize that the award of restricted has immediate individual tax consequences, as well as there are many personal factors that determine each individual's decision on how their annual Board compensation is to be paid.

To leverage the collective skills and experience of the Company's non-employee directors, the Company expects each non-employee director to dedicate time beyond Board and committee meetings to Board service. In addition to participating at Board and committee meetings, the Company expects the non-employee directors to be available to discuss business strategy and management issues with our executive team. In early August 2023, we conducted a two-day strategic planning session that included a half-day visit at our Georgia Park. When determining the structure and overall magnitude of compensation for the directors, the Board considers the number of Board and committee meetings that are typically held each year, as well as the additional time Company expects the non-employee directors be available for business and technical consultation. Given these factors, the Board concluded that the compensation levels for the 2023 calendar year are competitive and appropriately aligned with the time commitment required for service on our Board.

EXECUTIVE COMPENSATION

The following table sets forth information regarding compensation paid to our principal executive officer, principal financial officer, and our other executive officers, for the years ended October 1, 2023, October 2, 2022, and October 3, 2021.

Name & Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Award (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Non- Qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Lisa Brady Chief Executive Officer and Director	2023	153,125	5,000	76,667				2,227	237,019
Dale Van Voorhis (1) Chairman of Board of Directors	2023	83,333	-					10,305	93,638
	2022	100,000	20,000					10,056	130,056
	2021	100,000	25,000					10,006	135,006
Mark Whitfield (2) Executive Vice President	2023	132,901	-	-				2,624	135,525
	2022	142,500	30,000	10,000				3,466	185,966
	2021	135,000	-	-				290	135,290
Todd R. White Chief Financial Officer and Director	2023	90,000	-	10,000				3,627	103,627
	2022	90,000	20,000	10,000				3,466	123,466
	2021	86,250	25,000	10,000				290	121,540
Michael D. Newman (3) Vice President of Safari Operations	2023	-	-	-				-	-
	2022	14,000	-	-				-	14,000
	2021	108,000	25,000	-				3,661	136,661

(1) Mr. Van Voorhis served as Chairman of the Board of Directors until February 2024 and was a special advisor to the CEO from November 14, 2022 through May 31, 2023. Mr. Van Voorhis served as the Company's interim President and CEO from June 1, 2022 until November 14, 2022, and as its President and CEO prior to June 1, 2022.

(2) Mr. Whitfield left employment with the Company effective June 5, 2023.

(3) Effective October 31, 2021, Mr. Newman resigned his employment with the Company. Mr. Newman was rehired in a non-executive capacity effective August 1, 2023.

Executive Compensation Agreements

Effective November 14, 2022, the Company and Ms. Brady, the Company's President and Chief Executive Officer entered into an employment agreement (the "Brady Employment Agreement"). Pursuant to the Brady Employment Agreement, Ms. Brady receives an initial base annual compensation in the amount of \$175,000 per year, subject to annual review by the Board. Ms. Brady is entitled to receive an annual Performance Incentive of up to 25% of her base annual compensation, subject to performance milestones. Ms. Brady received a \$50,000 award of shares of Company stock, which vested on February 14, 2023, after her first ninety days of employment. The number of shares of this award totaled 128,205 based on the \$0.39 closing price of the Company's stock on November 14, 2022. Ms. Brady is also scheduled to receive share awards of the Company's Common Stock with a total value of \$50,000, \$60,000, \$70,000 and \$75,000 as of the last day of the Company's fiscal year from its 2023 fiscal year through its 2026 fiscal year, respectively. The number of shares awarded is to be based on the average price of the Company's stock on the date of the award. Each award will vest in one-third increments, with the first third vesting on the date of the award, the second third vesting on the first anniversary of the award and the final third vesting on the second anniversary of the award. The Company recorded an expense of \$16,667 related to the one-third vesting 2023 fiscal year grant during the fiscal year ended October 1, 2023. The number of shares of the 2023 fiscal year award totaled 135,135 based on the closing price of the Company's stock on September 29, 2023, of which 45,045 vested as of that date. Ms. Brady also received a \$5,000 sign-on bonus. The Brady Employment Agreement has a term of five years and entitles Ms. Brady to participate in any deferred compensation plan the Company may adopt during the term of her employment with the Company.

Effective June 1, 2022, the Company and Dale Van Voorhis, the Company’s former Chairman of the Board, entered into an employment agreement (the “2022 Van Voorhis Employment Agreement”). Mr. Van Voorhis has been part of the Company’s executive management since 2009 and served as the Company’s Interim CEO until Ms. Brady was hired in November 2022. Mr. Van Voorhis served as Special Advisor to the CEO through May 31, 2023. Pursuant to the 2022 Van Voorhis Employment Agreement, Mr. Van Voorhis received annual compensation in the amount of \$100,000 from June 1, 2022 until May 31, 2023 and was entitled to receive \$50,000 from June 1, 2023 until May 31, 2024. Effective February 7, 2024, the Board terminated the 2022 Van Voorhis Employment Agreement pursuant to its terms and removed him as the Chairman of the Board. Additionally, Mr. Van Voorhis was removed from the Company’s Strategic Growth and Audit Committees. Mr. Van Voorhis will continue to serve as a member of the Company’s Board of Directors until the expiration of his term at the conclusion of the Annual Meeting.

Effective as of January 1, 2022, the Company and Todd R. White, the Company’s Chief Financial Officer, entered into an employment agreement (the “2022 White Employment Agreement”). Pursuant to the 2022 White Employment Agreement, Mr. White receives a base annual compensation in the amount of \$90,000 per year. The 2022 White Employment Agreement has a term of two years. Effective as of January 1, 2024, the Company and Todd R. White, the Company’s Chief Financial Officer, entered into an employment agreement (the “2024 White Employment Agreement”). Pursuant to the 2024 White Employment Agreement, Mr. White receives an initial base annual compensation in the amount of \$90,000 per year, which increased to \$95,000 effective March 1, 2024, subject to annual review by the Board of Directors. The 2024 White Employment Agreement has a term of two years and entitles Mr. White to participate in any deferred compensation plan the Company may adopt during the term of his employment with the Company.

Each of the foregoing employment agreements contains provisions for severance compensation in the event an agreement is (i) terminated early by the Company without cause (\$258,333 in aggregate) or (ii) in the event of a change in control of the Company (\$348,333 in aggregate), as well as disability and death payment provisions (\$157,500 in aggregate). As of October 1, 2023, the Company has not adopted any deferred compensation plans.

Outstanding Equity Awards at Fiscal Year-End

Stock Awards

Name	Number of shares or units of stock that have not vested (#)	Market value of shares of units of stock that have not vested (\$)	Equity incentive plan awards: Number of unearned shares, units or other rights that have not vested (#)	Equity incentive plan awards: Market or payout value of unearned shares, units or other rights that have not vested (\$)
Lisa Brady	90,090	33,334	—	—
Todd R. White	—	—	—	—

Stock Option and Award Plan

A Stock Option and Award Plan (the “Plan”) providing for incentive stock options and performance bonus awards for executives, employees, and directors was approved by our Board on February 1, 2005, however, the Plan has not been submitted to the stockholders for approval. The Plan sets aside five million (5,000,000) shares for award of stock options, including qualified incentive stock options and performance stock bonuses. To date, no grants or awards have been made pursuant to the Plan and we did not submit the Plan for consideration to the Company’s stockholders at the last meeting of stockholders.

Retirement, Resignation or Termination Plans

We do not sponsor any plans, that would provide compensation or benefits of any type to an executive upon retirement, or any plans that would provide payment for retirement, resignation, or termination as a result of a change in control of our Company or as a result of a change in the responsibilities of an executive following a change in control of our Company, except as described under “Executive Compensation Agreements” above.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Since the beginning of the last fiscal year, except as disclosed below, there has not been any transaction, nor is there any currently proposed transaction, or series of similar transactions to which the Company was or is to be a party in which the amount involved exceeds the lower of \$120,000 or one percent of the average of our total assets at year-end for the last two completed fiscal years, and in which any director, executive officer, holder of more than 5% of our Common Stock or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest.

In November 2023, the Company entered into an arrangement with Awestruck Ad Agency (“Awestruck”) pursuant to which Awestruck will provide advertising services for the Company. The Company pays Awestruck a monthly retainer of \$15,000, as well as fees for placing certain streaming and online advertisements. Under the arrangement, the Company expects to pay Awestruck approximately \$800,000 in the aggregate during the 2024 fiscal year. Mr. Lococo, a member of the Board, is President of Lococo Company LLC (the “Lococo Company”), a resort consulting firm for waterparks, golf courses and destination amusement attractions. Mr. Lococo is party to a referral agreement with Awestruck pursuant to which the Lococo Company receives certain agency retainer fees and is paid for each referred client that generates revenue for Awestruck in streaming media. The Lococo Company will be paid a mutually agreed upon percentage of the gross annualized revenue earned by Awestruck from each client. The Lococo Company may receive up to approximately \$80,000 in the aggregate pursuant to its referral agreement with Awestruck.

Related Party Transactions Policies and Procedures

Related party transactions are reviewed and approved by the Board. Although we do not have a formal policy with regard to approving related party transactions, our Board may consider the following factors when deciding whether to approve a related party transaction: the nature of the related party’s interest in the transaction; the material terms of the transaction, including, without limitation, the amount and type of the transaction; the importance of the transaction to the related party; whether the transaction would impair the judgment of a director or executive officer to act in our best interests; and any other matters deemed appropriate by our Board.

PROPOSAL 2
RATIFICATION OF APPOINTMENT OF THE AUDITOR

What am I voting on?

The Audit Committee has selected GBQ Partners LLC to be the Company's Independent Registered Public Accounting Firm for the current fiscal year ending September 29, 2024.

This proposal seeks stockholder ratification of the appointment of GBQ Partners LLC.

The text of the resolution which management intends to place before the Annual Meeting for approval is as follows:

"BE IT RESOLVED, that appointment of GBQ Partners LLC as the independent registered public accounting firm of the Company, is hereby approved and that the Company's board of directors is authorized to fix the auditors' remuneration."

Information About the Auditor

GBQ Partners LLC was the Independent Registered Public Accounting Firm for the Company effective as of April 8, 2020.

If a representative of GBQ Partners LLC does attend the Annual Meeting, they will be given an opportunity to make a statement, should they choose to do so. We do not know if the representative, if one does attend the Annual Meeting, would make himself or herself available for questions at the Annual Meeting.

Audit Fees

Fees billed by our independent registered public accounting firm, for the audit and quarterly reviews of our financial statements and services that are normally provided by an accountant in connection with statutory and regulatory filings or engagements for the years ended October 1, 2023 and October 2, 2022 were approximately \$61,000 and \$55,000, respectively.

Audit Related Fees

The aggregate fees billed in each of the last two fiscal years for assurance and related services by our independent registered public accounting firm billed that are reasonably related to the performance of the audit of the Company's financial statements and not reported above under "Audit Fees" were \$0 and \$0, respectively.

Tax Fees

The aggregate fees billed by our independent registered public accounting firm for professional services for tax compliance, tax advice, and tax planning for the fiscal years ended October 1, 2023 and October 2, 2022 were \$0 and \$0, respectively.

All Other Fees

The aggregate fees billed by our independent registered public accounting firm for all other non-audit services rendered to us, for the fiscal years ended October 1, 2023 and October 2, 2022 were \$0 and \$0, respectively.

Audit Committee Pre-Approval Policies and Procedures

The Audit Committee is required to pre-approve the audit and non-audit services performed by our independent registered public accounting firm in order to assure that the provision of such services do not impair the registered public accounting firm's independence.

Vote Required

Proposal 2 may be approved if the votes cast in favor of Proposal 2 exceed the votes cast opposing Proposal 2. Abstentions and "broker non-votes," if any, are not counted as votes cast, and, accordingly, will have no effect on Proposal 2. If you sign and return a **WHITE** Proxy Card but do not specify how you want your shares voted on Proposal 2, then your proxy will vote your shares as recommended by the Board.

Recommendation

**THE BOARD RECOMMENDS THAT
STOCKHOLDERS VOTE "FOR" PROPOSAL 2**

PROPOSAL 3
ADVISORY (NON-BINDING) APPROVAL OF EXECUTIVE COMPENSATION

Section 14A of the Exchange Act requires that we provide our stockholders an opportunity to vote to approve, on an advisory or non-binding basis, the compensation of our named executive officers (“NEOs”) as disclosed in this Proxy Statement in accordance with the SEC’s rules. This proposal, commonly known as a “say on pay” proposal, gives our stockholders the opportunity to express their views on our NEOs’ compensation as a whole. This vote is not intended to address any specific item of compensation or any specific NEO, but rather the overall compensation of all of our NEOs and the philosophy, policies and practices described in this Proxy Statement.

We are asking our stockholders to approve the compensation of our NEOs as disclosed pursuant to the SEC’s executive compensation disclosure rules and set forth in this Proxy Statement.

Our compensation objectives

- To align executive compensation with the Company’s corporate strategies, business objectives and the creation of long-term value for our stockholders without encouraging unnecessary or excessive risk-taking;
- To provide an incentive to achieve key strategic and financial performance measures by linking short-term incentive award opportunities and a substantial portion of long-term incentive award opportunities to the achievement of corporate and operational performance objectives in these areas;
- To offer total compensation opportunities to our executive officers that are competitive and fair;
- To align the interests of our executive officers with those of our stockholders by linking our executive officers’ long-term incentive compensation opportunities to stockholder value creation and their cash incentives to our annual performance; and
- To provide compensation and benefit levels that will attract, motivate, reward, and retain a highly talented team of executive officers within the context of responsible cost management.

The Compensation Committee values input from our stockholders regarding the Company’s executive compensation program.

Advisory Resolution

In accordance with the requirements of Section 14A of the Exchange Act, and the related rules of the SEC, our Board requests your advisory Say-on-Pay vote to approve the following resolution at our Annual Meeting:

RESOLVED, that the compensation paid to the Company’s NEOs, as disclosed in this Proxy Statement pursuant to the Securities and Exchange Commission’s executive compensation disclosure rules (which disclosure includes the “Compensation Discussion and Analysis” section, the compensation tables and the narrative discussion that accompanies the compensation tables), is hereby approved.

This vote is an advisory vote only and will not be binding on the Company, our Board or the Compensation Committee, and will not be construed as overruling a decision by, or creating or implying any additional fiduciary duty for, the Company, our Board or the Compensation Committee. However, our Board and the Compensation Committee will consider the outcome of this vote when making future compensation decisions for our NEOs.

Vote Required

Proposal 3 may be approved if the votes cast in favor of Proposal 3 exceed the votes cast opposing Proposal 3. Abstentions and “broker non-votes,” if any, are not counted as votes cast, and, accordingly, will have no effect on Proposal 3. If you sign and return a **WHITE** Proxy Card but do not specify how you want your shares voted on Proposal 3, then your proxy will vote your shares as recommended by the Board.

Recommendation

**THE BOARD RECOMMENDS
THAT STOCKHOLDERS VOTE “FOR” PROPOSAL 3**

PROPOSAL 4

ADVISORY (NON-BINDING) VOTE ON FREQUENCY OF SAY-ON-PAY VOTES

Section 14A of the Exchange Act also requires us to solicit a non-binding advisory vote every six years by our stockholders as to whether a non-binding stockholder advisory vote to approve the compensation of our NEOs (a “Say-on-Pay” vote) should occur every one, two or three years. Accordingly, we are soliciting a stockholder vote on the following resolution:

RESOLVED, that the highest number of votes cast by the stockholders of the Company for the option set forth below shall be the preferred frequency with which the Company is to hold a non-binding advisory vote on the approval of the compensation of its named executive officers included in the Proxy Statement:

- Every one year, or
- Every two years, or
- Every three years.

This vote is an advisory vote only and will not be binding on the Company, our Board or the Compensation Committee, and will not be construed as overruling a decision by, or creating or implying any additional fiduciary duty for, the Company, our Board or the Compensation Committee. However, our Board and the Compensation Committee will consider the outcome of this vote when determining how often we should submit Say-on-Pay proposals to the stockholders.

Vote Required

The option of “every one year”, “every two years” or “every three years” that receives the highest number of votes cast will be approved. Abstentions and “broker non-votes,” if any, are not counted as votes cast, and, accordingly, will have no effect on Proposal 4. If you sign and return a **WHITE** Proxy Card but do not specify how you want your shares voted on Proposal 4, then your proxy will vote your shares as recommended by the Board.

Recommendation

**THE BOARD RECOMMENDS
THAT STOCKHOLDERS VOTE “THREE YEARS” ON PROPOSAL 4**

PROPOSAL 5

THE FOCUSED COMPOUNDING PROPOSAL

Focused Compounding has asked for your approval to repeal any provision of the Bylaws in effect at the time the Focused Compounding proposal becomes effective, which was not included in the Bylaws that were in effect as of June 12, 2012 and were filed with SEC.

The Focused Compounding proposal is speculative and is designed to nullify unspecified provisions of the Bylaws. **No such provisions of the Bylaws have been made.** However, the Board's fiduciary duties require that it retain the flexibility to adopt, at any time, any amendment to the Bylaws that it believes is proper and in the best interests of the Company's stockholders. The automatic repeal of any duly adopted Bylaw amendment, irrespective of its content, could have the unfortunate effect of repealing one or more properly adopted Bylaw amendments determined by the Board to be in the best interests of the Company and its stockholders.

Vote Required

Proposal 5 may be approved if the votes cast in favor of Proposal 5 exceed the votes cast opposing Proposal 5. Abstentions and "broker non-votes," if any, are not counted as votes cast, and, accordingly, will have no effect on Proposal 5. If you sign and return a **WHITE** Proxy Card but do not specify how you want your shares voted on Proposal 5, then your proxy will vote your shares as recommended by the Board.

Recommendation

**THE BOARD RECOMMENDS THAT
STOCKHOLDERS VOTE "AGAINST" PROPOSAL 5**

ANNEX A

ADDITIONAL INFORMATION REGARDING PARTICIPANTS IN THE SOLICITATION

Under applicable SEC rules and regulations, members of the Board, director nominees and certain officers and other employees of the Company are “participants” with respect to our solicitation of proxies in connection with the Annual Meeting. The following sets forth certain information about such persons (the “Participants”).

Directors

The names and present principal occupation of our directors, each a Participant, are set forth below. The business address for our current directors is c/o 1300 Oak Grove Road, Pine Mountain, Georgia 31822.

<u>Name</u>	<u>Present Principal Occupation</u>
Lisa Brady	President and Chief Executive Officer, Parks! America, Inc.
Charles Kohnen	Former (Retired) Managing Partner, Kohnen Realty Co.
Jeffery Lococo	President, Lococo Company LLC
Rick Ruffolo	CEO and President, Phelps Pet Products
Dale Van Voorhis	Former Chief Executive Officer, Parks! America, Inc.
Todd R. White	Chief Financial Officer, Parks! America, Inc

Director Nominee

The name and present principal occupation of our director nominee, a Participant, is set forth below. The business address for our nominee is 5023 N. Rosepoint Way, Boise, Idaho 83713.

<u>Name</u>	<u>Present Principal Occupation</u>
Jon M. Steele	Former (Retired) Partner, Runft & Steele Law Offices, PLLC

Officers and Employees

Executive officers and employees of the Company who are Participants are Lisa Brady and Todd R. White. The business address for each is c/o 1300 Oak Grove Road, Pine Mountain, Georgia 31822. Their present principal occupations are stated below.

<u>Name</u>	<u>Present Principal Occupation</u>
Lisa Brady	President and Chief Executive Officer, Parks! America, Inc.
Todd R. White	Chief Financial Officer, Parks! America, Inc.

Information Regarding Ownership of the Company’s Securities by Participants

The number of the Company’s securities beneficially owned by the Participants as of April 23, 2024 is set forth in the section entitled “Security Ownership of Certain Beneficial Owners and Management” in the Proxy Statement.

Information Regarding Transactions in the Company's Securities by Participants

The following table sets forth information regarding purchases and sales of the Company's securities by the Participants within the past two years. No part of the purchase price or market value of these securities is represented by funds borrowed or otherwise obtained for the purpose of acquiring or holding such securities.

Name	Date	Title of Security	Number of Shares	Transactions
Lisa Brady	2/21/2022	Common Stock	4,018	Grant, Award or Other Acquisition
	3/09/2023	Common Stock	25,000	Grant, Award or Other Acquisition
	5/23/2023	Common Stock	128,205	Grant, Award or Other Acquisition
	2/02/2024	Common Stock	36,363	Grant, Award or Other Acquisition
Charles Kohnen	1/21/2022	Common Stock	83,333	Open Market Purchase or Private Purchase
	2/21/2022	Common Stock	18,083	Grant, Award or Other Acquisition
	4/6/2022	Common Stock	73,333	Open Market Purchase or Private Purchase
	6/10/2022	Common Stock	40,000	Open Market Purchase or Private Purchase
	6/10/2022	Common Stock	7,400	Open Market Purchase or Private Purchase
	6/10/2022	Common Stock	7,400	Open Market Purchase or Private Purchase
	6/10/2022	Common Stock	12,000	Open Market Purchase or Private Purchase
	6/13/2022	Common Stock	3,000	Open Market Purchase or Private Purchase
	6/13/2022	Common Stock	30,200	Open Market Purchase or Private Purchase
	6/15/2022	Common Stock	7,800	Open Market Purchase or Private Purchase
	8/23/2022	Common Stock	5,000	Open Market Purchase or Private Purchase
	8/23/2022	Common Stock	10,000	Open Market Purchase or Private Purchase
	8/24/2022	Common Stock	32,000	Open Market Purchase or Private Purchase
	8/24/2022	Common Stock	30,400	Open Market Purchase or Private Purchase
	8/24/2022	Common Stock	5,000	Open Market Purchase or Private Purchase
	8/24/2022	Common Stock	2,500	Open Market Purchase or Private Purchase
	8/25/2022	Common Stock	5,000	Open Market Purchase or Private Purchase
	2/16/2023	Common Stock	5,000	Open Market Purchase or Private Purchase
	2/16/2023	Common Stock	14,000	Open Market Purchase or Private Purchase
	2/17/2023	Common Stock	9,000	Open Market Purchase or Private Purchase
	2/21/2023	Common Stock	2,500	Open Market Purchase or Private Purchase
	2/22/2023	Common Stock	10,700	Open Market Purchase or Private Purchase
	2/22/2023	Common Stock	20,000	Open Market Purchase or Private Purchase
	2/22/2023	Common Stock	2,500	Open Market Purchase or Private Purchase
	2/22/2023	Common Stock	2,500	Open Market Purchase or Private Purchase
	3/08/2023	Common Stock	5,000	Open Market Purchase or Private Purchase
	3/09/2023	Common Stock	16,700	Open Market Purchase or Private Purchase
	3/09/2023	Common Stock	25,000	Grant, Award or Other Acquisition
	3/10/2023	Common Stock	16,000	Open Market Purchase or Private Purchase
	3/10/2023	Common Stock	16,700	Open Market Purchase or Private Purchase
	3/13/2023	Common Stock	2,500	Open Market Purchase or Private Purchase
	3/13/2023	Common Stock	5,000	Open Market Purchase or Private Purchase
3/14/2023	Common Stock	2,500	Open Market Purchase or Private Purchase	
3/14/2023	Common Stock	2,500	Open Market Purchase or Private Purchase	
3/14/2023	Common Stock	20,000	Open Market Purchase or Private Purchase	
3/14/2023	Common Stock	14,200	Open Market Purchase or Private Purchase	
6/06/2023	Common Stock	4,200	Open Market Purchase or Private Purchase	
6/06/2023	Common Stock	25,000	Open Market Purchase or Private Purchase	
6/06/2023	Common Stock	3,600	Open Market Purchase or Private Purchase	
6/06/2023	Common Stock	7,400	Open Market Purchase or Private Purchase	
6/06/2023	Common Stock	4,900	Open Market Purchase or Private Purchase	
6/07/2023	Common Stock	4,900	Open Market Purchase or Private Purchase	
6/13/2023	Common Stock	2,500	Open Market Purchase or Private Purchase	
6/14/2023	Common Stock	3,000	Open Market Purchase or Private Purchase	
6/14/2023	Common Stock	3,000	Open Market Purchase or Private Purchase	
6/14/2023	Common Stock	5,000	Open Market Purchase or Private Purchase	

Name	Date	Title of Security	Number of Shares	Transactions
Charles Kohnen	8/21/2023	Common Stock	4,500	Open Market Purchase or Private Purchase
(continued)	8/21/2023	Common Stock	5,500	Open Market Purchase or Private Purchase
	8/17/2023	Common Stock	8,800	Open Market Purchase or Private Purchase
	8/17/2023	Common Stock	4,000	Open Market Purchase or Private Purchase
	8/17/2023	Common Stock	11,500	Open Market Purchase or Private Purchase
	8/17/2023	Common Stock	22,600	Open Market Purchase or Private Purchase
	8/17/2023	Common Stock	18,800	Open Market Purchase or Private Purchase
	8/18/2023	Common Stock	3,000	Open Market Purchase or Private Purchase
	8/18/2023	Common Stock	3,000	Open Market Purchase or Private Purchase
	8/18/2023	Common Stock	18,500	Open Market Purchase or Private Purchase
	8/18/2023	Common Stock	7,500	Open Market Purchase or Private Purchase
	8/18/2023	Common Stock	2,500	Open Market Purchase or Private Purchase
	8/18/2023	Common Stock	3,800	Open Market Purchase or Private Purchase
	8/18/2023	Common Stock	34,000	Open Market Purchase or Private Purchase
	8/18/2023	Common Stock	114,800	Open Market Purchase or Private Purchase
	8/21/2023	Common Stock	3,500	Open Market Purchase or Private Purchase
	8/21/2023	Common Stock	5,000	Open Market Purchase or Private Purchase
	8/22/2023	Common Stock	2,500	Open Market Purchase or Private Purchase
	8/22/2023	Common Stock	16,200	Open Market Purchase or Private Purchase
	9/14/2023	Common Stock	5,000	Open Market Purchase or Private Purchase
	9/15/2023	Common Stock	12,400	Open Market Purchase or Private Purchase
	9/15/2023	Common Stock	20,700	Open Market Purchase or Private Purchase
	10/12/2023	Common Stock	100,000	Open Market Purchase or Private Purchase
	2/02/2024	Common Stock	36,363	Grant, Award or Other Acquisition
Jeffery Lococo	2/21/2022	Common Stock	27,124	Grant, Award or Other Acquisition
	3/09/2023	Common Stock	37,500	Grant, Award or Other Acquisition
	2/02/2024	Common Stock	54,545	Grant, Award or Other Acquisition
Rick Ruffolo	2/21/2022	Common Stock	4,018	Grant, Award or Other Acquisition
	3/09/2023	Common Stock	31,250	Grant, Award of Other Acquisition
	2/02/2024	Common Stock	45,454	Grant, Award or Other Acquisition
Dale Van Voorhis	12/14/2023	Common Stock	16,012,700	Open Market Sale or Private Sale
Todd R. White	2/21/2022	Common Stock	18,083	Grant, Award or Other Acquisition
	3/09/2023	Common Stock	25,000	Grant, Award or Other Acquisition
	2/02/2024	Common Stock	36,363	Grant, Award or Other Acquisition
Jon M. Steele				

Miscellaneous Information Concerning the Participants

Other than as set forth in this Annex A or elsewhere in the Proxy Statement and based on the information provided by each Participant, none of the Participants (i) beneficially owns (within the meaning of Rule 13d-3 under the Exchange Act), directly or indirectly, or owns of record but not beneficially, any shares of Common Stock or other securities of the Company or (ii) beneficially owns (within the meaning of Rule 13d-3 under the Exchange Act), directly or indirectly, securities of any parent or subsidiary of the Company. In addition, other than as set forth in this Annex A or elsewhere in the Proxy Statement and based on the information provided by each Participant, none of the Participants' associates beneficially owns (within the meaning of Rule 13d-3 under the Exchange Act), directly or indirectly, any shares of Common Stock or other securities of the Company.

Other than as set forth in this Annex A or elsewhere in the Proxy Statement and based on the information provided by each Participant, (i) none of the Participants listed above is now, or has been within the past year, a party to any contract, arrangements or understandings with any person with respect to any of the Company's securities, including, but not limited to, joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits or the giving or withholding of proxies and (ii) no Participant has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) during the past ten years.

Other than as set forth in this Annex A or elsewhere in the Proxy Statement and based on the information provided by each Participant, none of the Participants or their associates have any arrangement or understanding with any person with respect to any future employment by the Company or its affiliates or with respect to any future transactions to which the Company or any of its affiliates will or may be a party.

Other than as set forth in this Annex A or elsewhere in the Proxy Statement and based on the information provided by each Participant, neither the Participants nor any of their associates or immediate family members have a direct or indirect material interest in any transaction or series of similar transactions since the beginning of our last fiscal year, or any currently proposed transactions, or series of similar transactions, to which the Company or any of its subsidiaries was or is to be a party in which the amount involved exceeds \$120,000.

Other than as set forth in this Annex A or elsewhere in the Proxy Statement and based on the information provided by each Participant, no Participant (i) is a party to an arrangement or understanding pursuant to which a nominee for election as director is proposed to be elected or (ii) has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon at the Annual Meeting.