

Old Market Capital Corporation

Amendment to [Annual Report](#) - OMCC Annual Report 12/31/2025 for 12/31/2025 originally published through the OTC Disclosure & News Service on 03/20/2026

Explanatory Note:

Additional context has been added to the ownership table

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

Old Market Capital Corporation

1601 Dodge St Suite 3350, Omaha, Nebraska 68102

(531) 867-3631

www.oldmarketcapital.com

investorrelations@oldmarketcapital.com

Annual Report

For the nine months ending December 31, 2025 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

6,817,537 as of March 17, 2026

6,793,186 as of December 31, 2025

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁵ of the company has occurred during this reporting period:

Yes: No:

⁵ “Change in Control” shall mean any events resulting in:

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

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

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

Current Name: Old Market Capital Corporation (as of September 27, 2024),
Former Name: Nicholas Financial, Inc.

Current State and Date of Incorporation or Registration: Delaware (April 18, 2024)
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

Previously incorporated in the Province of British Columbia, Canada.

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

N/A

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

N/A

Address of the issuer's principal executive office:

1601 Dodge St, Suite 3350, Omaha, NE 68102

Address of the issuer's principal place of business:

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

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

No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Computershare
Phone: (502) 301-6000
Email: victoria.ruc@computershare.com
Address: 680 S 4th St, Louisville, KY 40202

Publicly Quoted or Traded Securities:

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

Trading symbol:	<u>OMCC</u>		
Exact title and class of securities outstanding:	<u>Common</u>		
	<u>stock</u>		
CUSIP:	<u>65373A109</u>		
Par or stated value:	<u>\$0.01</u>		
Total shares authorized:	<u>50,000,000</u>	as of date:	<u>December 31,</u> <u>2025</u>
Total shares outstanding:	<u>6,793,186</u>	as of date:	<u>December 31,</u> <u>2025</u>
Total number of shareholders of record:	<u>62</u>	as of date:	<u>December 31,</u> <u>2025</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	Preferred Shares		
Par or stated value:	\$0.00		
Total shares authorized:	5,000,000	as of date:	December 31, 2025
Total shares outstanding:	0	as of date:	December 31, 2025
Total number of shareholders of record:	0	as of date:	December 31, 2025

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

N/A

Security Description:

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

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

Holders of the Company's Common Stock are entitled to one vote for each share held of record on all matters on which stockholders are permitted to vote. Holders of Common Stock are not entitled to vote on any matters unless expressly permitted under Delaware law. The Company's Certificate of Incorporation provides that, except as otherwise provided by law, the affirmative vote of a majority in voting power of the shares of Common Stock, present in person or represented by proxy at a meeting at which a quorum is present, shall be the act of the stockholders. Delaware law requires the affirmative vote of a majority in voting power of the outstanding shares to authorize certain extraordinary actions, such as mergers, consolidations, dissolutions or an amendment to the Certification of Incorporation. There is no cumulative voting for the election of directors. Upon a liquidation, the Company's creditors and any holders of Preferred Stock with preferential liquidation rights will be paid before a distribution to holders of its Common Stock. The holders of the Common Stock would be entitled to receive a pro rata amount per share of any excess distribution. Holders of Common Stock have no preemptive or subscription rights. There are no conversion rights, redemption rights, sinking fund provisions or fixed dividend rights with respect to the Common Stock. All outstanding shares of the Common Stock are fully paid and nonassessable.

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

The Company's Certificate of Incorporation empowers the board of directors of the Company (the "Board") to issue up to 5,000,000 shares of Preferred Stock from time to time, in one or more series. The Board also may fix the designation, powers, preferences and rights and the qualifications, limitations and restrictions of those shares, including dividend rights, conversion rights, voting rights, redemption rights, terms of sinking funds, liquidation preferences and the number of shares constituting any series or the designation of the series. Terms selected could decrease the amount of earnings and assets available for distribution to holders of Common Stock. The rights of holders of the Common Stock will be subject to the rights of the holders of any shares of Preferred Stock that may be issued in the future. Additionally, the issuance of Preferred Stock may have the effect of decreasing the market price of the Common Stock. Although there are no shares of Preferred Stock currently outstanding and the Company has no present intention to issue any shares of Preferred Stock, any issuance could have the effect of making it more difficult for a third party to acquire a majority of the Company's outstanding voting stock.

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

There are no other material rights

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

Not applicable

3) Issuance History

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

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

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

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

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

Shares Outstanding Date: 3/31/2024			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance: Common:7,290,557 Preferred:-									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing	Exemption or Registration Type
	Cancellation	(652,249)	Common Stock	N/A	N/A		N/A	N/A	N/A
6/6/2024	New Issuance	3,077	Common Stock	\$ 6.50	No	Adam Peterson	Stock Based Compensation	Unrestricted	
6/6/2024	New Issuance	3,077	Common Stock	\$ 6.50	No	Jeffery Royal	Stock Based Compensation	Unrestricted	
6/6/2024	New Issuance	3,077	Common Stock	\$ 6.50	No	Jeremy Zhu	Stock Based Compensation	Unrestricted	
6/6/2024	New Issuance	3,077	Common Stock	\$ 6.50	No	Mark Hutchins	Stock Based Compensation	Unrestricted	
6/6/2024	New Issuance	3,077	Common Stock	\$ 6.50	No	Brendan Keating	Stock Based Compensation	Unrestricted	
1/9/2025	New Issuance	42,467	Common Stock	\$ 6.60	No	Jeffery Royal	Stock Based Compensation	Unrestricted	
4/2/2025	New Issuance	11,841	Common Stock	\$ 6.18	No	Jeffery Royal	Stock Based Compensation	Unrestricted	
7/1/2025	New Issuance	3,636	Common Stock	\$ 5.47	No	Charles Krebs	Stock Based Compensation	Unrestricted	
7/1/2025	New Issuance	13,352	Common Stock	\$ 5.47	No	Jeffery Royal	Stock Based Compensation	Unrestricted	
7/1/2025	New Issuance	7,500	Common Stock	\$ 5.47	No	Brendan Keating	Stock Based Compensation	Unrestricted	
7/1/2025	New Issuance	7,500	Common Stock	\$ 5.47	No	Jeremy Zhu	Stock Based Compensation	Unrestricted	
7/1/2025	New Issuance	7,500	Common Stock	\$ 5.47	No	Mark Hutchins	Stock Based Compensation	Unrestricted	
7/1/2025	New Issuance	6,136	Common Stock	\$ 5.47	No	Adam Peterson	Stock Based Compensation	Unrestricted	
10/6/2025	New Issuance	5,493	Common Stock	\$ 4.99	No	Adam Peterson	Stock Based Compensation	Unrestricted	
10/6/2025	New Issuance	5,932	Common Stock	\$ 4.99	No	Mark Hutchins	Stock Based Compensation	Unrestricted	
10/6/2025	New Issuance	5,932	Common Stock	\$ 4.99	No	Brendan Keating	Stock Based Compensation	Unrestricted	
10/6/2025	New Issuance	13,183	Common Stock	\$ 4.99	No	Jeffery Royal	Stock Based Compensation	Unrestricted	
10/6/2025	New Issuance	5,932	Common Stock	\$ 4.99	No	Jeremy Zhu	Stock Based Compensation	Unrestricted	
11/24/2025	New Issuance	3,089	Common Stock	\$ 5.00	No	Dylan Flott	Stock Based Compensation	Unrestricted	
Shares Outstanding on Date of This Report: Date: 12/31/2025			Ending Balance: Common:6,793,186 Preferred:-						

Example: A company with a fiscal year end of December 31st 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

B. Convertible Debt

The following is a complete list of the Company’s Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer’s equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁶	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
Total Outstanding Balance:				Total Shares:				

Any additional material details, including footnotes to the table are below:

4) Issuer’s Business, Products and Services

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

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

OMCC operates as a holding company which owns a controlling interest in a broadband company operating in northwest Ohio. The Company generates revenues primarily through customer contracts and provides wireless internet services, fiber internet services, and other services including voice over telephone services.

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

Amplex Holdings, Inc.

C. Describe the issuers’ principal products or services.

Amplex provides wireless internet services, fiber internet services, and other services including video and voice over telephone services

5) Issuer’s Facilities

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

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

The company currently leases space for its Corporate Headquarters, which is located at 1601 Dodge street, Suite 3350, Omaha, NE 68102. Amplex Electric, Inc. (which is majority owned by OMCC) currently leases space for its operations at 22690 Pemberville Road, Luckey, OH 43443.

⁶ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any “blockers” or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

6) All Officers, Directors, and 5% Beneficial Owners of the Company

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer’s securities.

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

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

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, > 5% beneficial owner)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned(undiluted)
Jeffrey Royal	Chief Executive Officer and Chairman of the Board		180,635	Common Stock	2.7%
Charles Krebs	Chief Financial Officer, Treasurer and Secretary		12,474	Common Stock	0.2%
Mark Radabaugh	President of Amplex Electric, Inc		32,070	Common Stock	0.5%
Mark Hutchins	Director		20,403	Common Stock	0.3%
Brendan Keating	Director		40,264	Common Stock	0.6%
Adam K. Peterson ⁽¹⁾	Director		2,543,935 ⁽¹⁾	Common Stock	37.4%
Jeremy Zhu ⁽²⁾	Director		630,258 ⁽²⁾	Common Stock	9.3%
Magnolia Capital Fund, LP (Adam Peterson, Principal)	Beneficial Owner		2,499,067	Common Stock	36.8%
The TCW Group, Inc. (Jeremy Zhu, Principal)	Beneficial Owner		600,704	Common Stock	8.8%
Westlake Services, LLC (Paul Kerwin, CFO)	Beneficial Owner		500,000	Common Stock	7.4%
Renaissance Technologies LLC ⁽³⁾	Beneficial Owner		351,951	Common Stock	5.2%
Dimensional Fund Advisors, LP ⁽³⁾	Beneficial Owner		340,008	Common Stock	5.0%

(1) Adam Peterson is the Principal of Magnolia Capital Fund, LP - Includes 2,499,067 shares held of record by Magnolia Capital Fund, LP.

(2) Jeremy Zhu is the Principapl of The TCW Group, Inc.- Includes 600,704 shares held of record by the TCW Group, Inc. and its direct and indirect subsidiaries and Mr. Zhu personally held 29,554 shares of record.

(3) Renaissance Technologies LLC and Dimension Fund Advisors are both active funds and the control person is unknown.

7) Legal/Disciplinary History

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

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

No

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

No

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

No

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

No

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

No

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

No

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

8) Third Party Service Providers

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

Securities Counsel

Name: Kutak Rock
Address 1: 1650 Farnam Street, Omaha NE 68102
Address 2:
Phone: (402) 346-6000
Email: anthony.scioli@kutakrock.com

Accountant or Auditor

Name:
Firm: Forvis Mazars, LLP
Address 1: 191 Peachtree Street NE, Suite 2700, Atlanta, GA 30303
Address 2:
Phone: (404) 575-8900
Email:

Investor Relations

Name: Q4, Inc.
Firm:
Address 1: 12 E 49th St. Suite 16-103, New York, NY
Address 2:
Phone:
Email:

All other means of Investor Communication:

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

Other Service Providers

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

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

9) Disclosure & Financial Information

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

Name: **Dylan Flott**
Title: **Controller**
Relationship to Issuer: Employee

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

- IFRS
 U.S. GAAP

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

Name:

Title:

Relationship to Issuer:

Describe the qualifications of the person or persons who prepared the financial statements:⁷

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Jeffrey Royal, certify that:

1. I have reviewed this Disclosure Statement for Old Market Capital Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 20, 2026

/s/ JEFFREY ROYAL

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

Principal Financial Officer:

I, Charles Krebs, certify that:

1. I have reviewed this Disclosure Statement for Old Market Capital Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 20, 2026

/s/ CHARLES KREBS

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

⁷ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Independent Auditor's Report

To the Shareholders, Board of Directors, and Audit Committee Old Market Capital Corporation

Opinion

We have audited the consolidated financial statements of Old Market Capital Corporation and subsidiaries, which comprise the consolidated balance sheet as of December 31, 2025, and the related consolidated statements of operations, redeemable non-controlling interest and shareholders' equity, and cash flows for the nine-month period then ended, and the related notes to the consolidated financial statements. In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Old Market Capital Corporation and subsidiaries as of December 31, 2025, and the results of their operations and their cash flows for the nine-month period then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are required to be independent of Old Market Capital Corporation and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Other Matter – Prior Period Financial Statements

The consolidated financial statements of Old Market Capital Corporation and its subsidiaries for the year ended March 31, 2025 were audited by us in accordance with the standards of the Public Company Accounting Oversight Board (United States). Our report dated June 27, 2025 expressed unqualified opinions on those financial statements.

Responsibilities of Management for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Old Market Capital Corporation's ability to continue as a going concern within one year after the date that these consolidated financial statements are issued.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Old Market Capital Corporation's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Old Market Capital Corporation's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Forvis Mazars, LLP

Atlanta, Georgia
March 20, 2026

Old Market Capital Corporation
Consolidated Balance Sheets
(In thousands)

	December 31, 2025	March 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	\$ 14,267	\$ 24,516
Accounts receivable - net of related allowance for credit losses of \$1 and \$2, as of December 31, 2025 and March 31, 2025, respectively	108	109
Materials and supplies	1,480	968
Income taxes receivable	902	902
Prepaid expenses and other current assets	1,207	941
Total current assets	17,964	27,436
Operating lease right-of-use assets	2,751	2,963
Property, plant, and equipment, net	43,379	30,945
Intangible assets, net	3,255	3,673
Goodwill	12,280	12,280
Other assets	330	375
Total assets	<u>\$ 79,959</u>	<u>\$ 77,672</u>
Liabilities, redeemable non-controlling interest and shareholders' equity		
Current liabilities:		
Accounts payable	\$ 2,753	\$ 1,300
Accrued expenses and other current liabilities	634	588
Operating lease liability - current portion	301	286
Contract liability	601	569
Current portion long-term debt	126	69
Liabilities of discontinued operations	4	90
Total current liabilities	4,419	2,902
Deferred income taxes	4,326	4,306
Long-term debt	3,345	759
Operating lease liability	2,463	2,685
Total liabilities	14,553	10,652
Redeemable non-controlling interest	10,837	13,880
Shareholders' equity:		
Preferred stock, no par: 5,000 shares authorized; none issued	-	-
Common stock, 50,000 shares authorized, \$0.01 par value, 12,716 shares issued and 6,793 outstanding at December 31, 2025; no par value, 12,674 shares issued and 6,696 shares outstanding at March 31, 2025	68	67
Treasury stock: 5,923 and 6,020 common shares, at cost, as of December 31, 2025 and March 31, 2025, respectively	(81,586)	(82,423)
Additional paid-in capital	44,364	41,645
Retained earnings	91,723	93,851
Total shareholders' equity	54,569	53,140
Total liabilities, redeemable non-controlling interest and shareholders' equity	<u>\$ 79,959</u>	<u>\$ 77,672</u>

See accompanying Notes to the Consolidated Financial Statements.

Old Market Capital Corporation
Consolidated Statements of Operations
(In thousands, except per share amounts)

	Nine Months Ended December 31, 2025	Year Ended March 31, 2025
Revenue		
Wireless internet services	\$ 4,872	\$ 5,432
Fiber internet services	3,094	2,600
Other revenue	1,386	1,334
Total revenue:	<u>9,352</u>	<u>9,366</u>
Operating expenses		
General and administrative	6,281	10,813
Depreciation and amortization	2,535	2,007
Plant specific operations	1,170	1,240
Plant nonspecific operations	714	771
Cost of other revenue (exclusive of depreciation shown separately)	530	638
Cost of wireless and fiber internet services (exclusive of depreciation shown separately)	548	548
Advertising and marketing	316	308
Total operating expenses	<u>12,094</u>	<u>16,325</u>
(Loss) from operations	<u>(2,742)</u>	<u>(6,959)</u>
Other income (expense)		
Interest income, net	467	1,376
Emigration tax (expense)	-	(1,711)
(Loss) on dissenting shareholders' liability	-	(1,103)
Other income	68	109
Total other income (expense), net	<u>535</u>	<u>(1,329)</u>
(Loss) before income taxes	<u>(2,207)</u>	<u>(8,288)</u>
Income tax expense	(20)	(63)
Net loss from continuing operations	<u>(2,227)</u>	<u>(8,351)</u>
Income from discontinued operations, net of tax	<u>94</u>	<u>3,038</u>
Net (loss)	<u>(2,133)</u>	<u>(5,313)</u>
Less: Net (loss) attributable to redeemable noncontrolling interest	<u>(5)</u>	<u>(164)</u>
Net (loss) attributable to common shareholders	<u>\$ (2,128)</u>	<u>\$ (5,149)</u>
Net (loss) per share attributable to common shareholders from continuing operations:		
Basic	<u>\$ (0.40)</u>	<u>\$ (1.22)</u>
Diluted	<u>\$ (0.40)</u>	<u>\$ (1.22)</u>
Net income (loss) per share attributable to common shareholders from discontinued operations:		
Basic	<u>\$ 0.01</u>	<u>\$ 0.45</u>
Diluted	<u>\$ 0.01</u>	<u>\$ 0.45</u>
Net (loss) per share attributable to common shareholders:		
Basic	<u>\$ (0.38)</u>	<u>\$ (0.77)</u>
Diluted	<u>\$ (0.38)</u>	<u>\$ (0.77)</u>

See accompanying Notes to Consolidated Financial Statements

Old Market Capital Corporation
Consolidated Statements of Redeemable Non-Controlling Interest and Shareholders' Equity
(In Thousands)

Nine Months Ended December 31, 2025

	Redeemable Non- Controlling Interest	Common Stock		Treasury Stock	Additional Paid-In Capital	Retained Earnings	Total OMCC Shareholders' Equity
		Shares	Amount				
		Balance at March 31, 2025	\$ 13,880				
Reissuance of treasury stock	-	-	-	837	(837)	-	-
Share-based compensation	-	97	1	-	518	-	519
Purchase of additional shares of Amplex	(3,489)	-	-	-	3,489	-	3,489
Redeemable non-controlling interest redemption value in excess of carrying value	451	-	-	-	(451)	-	(451)
Net income (loss)	(5)	-	-	-	-	(2,128)	(2,128)
Balance at December 31, 2025	<u>\$ 10,837</u>	<u>6,793</u>	<u>\$ 68</u>	<u>\$ (81,586)</u>	<u>\$ 44,364</u>	<u>\$ 91,723</u>	<u>\$ 54,569</u>

Year Ended March 31, 2025

	Redeemable Non- Controlling Interest	Common Stock		Treasury Stock	Additional Paid-In Capital	Retained Earnings	Total OMCC Shareholders' Equity
		Shares	Amount				
		Balance at March 31, 2024	\$ -				
Issuance of restricted stock awards	-	17	-	-	-	-	-
Reclassification of dissenting shares to liability	-	(652)	(3,157)	-	-	(1,369)	(4,526)
Redomestication from Canada to Delaware and reduction of par value	-	-	(32,043)	-	32,043	-	-
Repurchase of common stock from dissenting shareholders	-	-	-	(5,629)	5,629	-	-
Share-based compensation	-	42	-	-	373	-	373
Acquisition of Amplex	17,644	-	-	-	-	-	-
Purchase of additional shares of Amplex	(3,600)	-	-	-	3,600	-	3,600
Net income (loss)	(164)	-	-	-	-	(5,149)	(5,149)
Balance at March 31, 2025	<u>\$ 13,880</u>	<u>6,696</u>	<u>\$ 67</u>	<u>\$ (82,423)</u>	<u>\$ 41,645</u>	<u>\$ 93,851</u>	<u>\$ 53,140</u>

See accompanying Notes to Consolidated Financial Statements

Old Market Capital Corporation
Consolidated Statements of Cash Flows
(In Thousands)

	Nine Months Ended December 31, 2025	Year Ended March 31, 2025
Cash flows from operating activities:		
Net loss	\$ (2,133)	\$ (5,313)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization expense	2,535	2,007
Loss on dissenting shareholders' liability	-	1,103
Gain on sale of assets	(21)	(29)
Share-based compensation	519	473
Impairment of operating lease right-of-use assets	-	56
Deferred income taxes	20	63
Provision for credit losses	3	2
Amortization of operating lease right-of-use assets	212	109
Gain on lease settlement	-	(14)
Changes in operating assets and liabilities, net of acquisition:		
Accounts receivable	(2)	5
Materials and supplies	(512)	(431)
Prepaid expenses and other assets	(206)	124
Accounts payable, accrued expenses, and other liabilities	(291)	441
Operating lease liabilities	(207)	(143)
Other assets	45	(375)
Cash (used in) provided by operating activities from discontinued operations	(86)	22
Net cash (used in) provided by operating activities	<u>(124)</u>	<u>(1,900)</u>
Cash flows from investing activities:		
Cash paid for acquisition of Amplex, net of cash acquired	-	(18,143)
Payments for property, plant, and equipment	(12,744)	(8,416)
Proceeds from the disposal of property, plant, and equipment	36	95
Net cash provided by investing activities from discontinued operations	-	39,012
Net cash (used in) provided by investing activities	<u>(12,708)</u>	<u>12,548</u>
Cash flows from financing activities:		
Proceeds from RUS Loan	2,422	615
Proceeds from Bank Equipment Loans	307	248
Payment on Bank Loans	(86)	(35)
Repurchase of dissenting shares	-	(5,629)
Net cash used in financing activities	<u>2,643</u>	<u>(4,801)</u>
Net (decrease) increase in cash and cash equivalents	(10,189)	5,847
Cash, cash equivalents and restricted cash at beginning of period	24,829	18,982
Cash, cash equivalents and restricted cash at end of period	<u>\$ 14,640</u>	<u>\$ 24,829</u>
Reconciliation of cash, cash equivalents, and restricted cash reported within the consolidated balance sheets to the total amounts reported on the consolidated statements of cash flows:		
Cash and cash equivalents at beginning of period	\$ 24,829	\$ 18,982
Restricted cash included in Prepaid expenses and other assets at beginning of period	313	-
Total cash, cash equivalents and restricted cash at beginning of period	<u>\$ 25,142</u>	<u>\$ 18,982</u>
Cash and cash equivalents at end of period	\$ 14,267	\$ 24,516
Restricted cash included in Prepaid expenses and other assets at end of period	373	313
Total cash, cash equivalents and restricted cash at end of period	<u>\$ 14,640</u>	<u>\$ 24,829</u>
Supplemental disclosure of cash flow information:		
Interest paid	\$ 18	\$ 47
Supplemental schedule of noncash investing and financing activities:		
Purchase of property, plant, and equipment included in accounts payable	\$ 2,225	\$ 403
Conversion of term loan advances into additional equity of controlled entity (Amplex)	\$ -	\$ 754
Reissuance of treasury stock related to share-based compensation	\$ 837	-
Additional investments in controlled entity (Amplex)	\$ 8,500	\$ 7,500

See accompanying Notes to Consolidated Financial Statements.

Notes to the Consolidated Financial Statements

Note 1. Organization

Effective as of September 27, 2024, Old Market Capital Corporation, a Delaware corporation formerly known as Nicholas Financial, Inc. ("OMCC", and together, with its subsidiaries, the "Company") amended its Certificate of Incorporation to change its name from Nicholas Financial, Inc. to Old Market Capital Corporation by filing a Certificate of Amendment to Certificate of Incorporation with the Delaware Secretary of State. OMCC is a holding company with one direct majority-owned subsidiary, Amplex Holdings, Inc., a Delaware corporation ("Amplex Holdings"), and one indirect majority-owned subsidiary, Amplex Electric, Inc., an Ohio corporation ("Amplex"), which is wholly owned by Amplex Holdings. On April 18, 2024, OMCC completed its continuation and domestication from British Columbia to the State of Delaware by filing its Certificate of Corporate Domestication and Certificate of Incorporation in the State of Delaware. As a result of the domestication, the Company's common stock par value increased from \$0.00 to \$0.01 on a one-for-one basis.

Historically, the Company, through its former wholly-owned subsidiary Nicholas Data Services, Inc., a Florida corporation ("NDS"), was engaged in supporting and updating industry specific computer application software for small businesses located primarily in the Southeastern United States. Also historically, the Company's former wholly-owned subsidiary Nicholas Financial, Inc., a Florida corporation ("NFI"), was a specialized consumer finance company engaged primarily in acquiring and servicing automobile finance installment contracts for purchases of used and new automobiles and light trucks. NFI previously also offered direct consumer loans and sold consumer finance related products. NFI and NDS were based in the state of Florida but, effective as of June 27, 2025, each of NDS and NFI have been dissolved and no longer conduct any operations.

On November 13, 2023, the Company entered into a Master Asset Purchase Agreement (the "Purchase Agreement") with Westlake Services, LLC dba Westlake Financial, a California limited liability company ("Westlake Financial"), pursuant to which the Company agreed to sell substantially all of its finance receivables and repossessed assets. In connection with entering into the Purchase Agreement, the Company ceased new loan originations of contracts and direct loans by NFI. On April 26, 2024, the transactions contemplated by the Purchase Agreement closed. See Note 13 for additional information.

On June 15, 2024, OMCC closed upon the acquisition of 51% of the issued and outstanding common shares of Amplex (the "Amplex Acquisition"), all of which shares were placed in Amplex Holdings as a newly formed holding company and subsidiary of OMCC. Amplex is a provider of broadband internet, voice over internet protocol (VOIP), and video services within service areas located primarily in Northwest and North Central Ohio. As of December 31, 2025, Amplex had approximately 13,500 broadband customers (5,700 fiber subscribers) and over 15,900 fiber passings completed. Amplex's customer base includes residential and commercial customers. Amplex leases certain property (including an office building and warehouse).

In conjunction with the closing of the Amplex Acquisition, the Company converted the outstanding principal and accrued interest of approximately \$0.8 million under certain term loan advances made by the Company to Amplex from February 2024 to June 2024 (the "Term Loan Advances") into 421 shares of Amplex Holdings common stock at the share purchase price of \$1,792.55 each. Subsequent to the closing of the Amplex Acquisition, the Company contributed an additional \$3.0 million in June 2024 for 1,674 shares of Amplex Holdings common stock, at the purchase price of \$1,792.55 per share, bringing the Company's total indirect ownership to 56.5% of the issued and outstanding common shares of Amplex Holdings. In December 2024, the Company invested an additional \$4.5 million into Amplex Holdings for 2,583 shares, at the purchase price of \$1,742.16 per share, increasing the Company's ownership percentage to 60.9% of the issued and outstanding common shares of Amplex Holdings. In July 2025, the Company invested an additional \$4.5 million into Amplex Holdings for 4,120 shares, at \$1,092.26 per share, increasing the Company's ownership percentage to 66.4% of the issued and outstanding common shares of Amplex Holdings. In November 2025, the Company invested an additional \$4 million into Amplex Holdings for 4,297 shares, at \$930.84 per share, increasing the Company's ownership percentage to 70.7% of the issued and outstanding common shares of Amplex Holdings.

Note 2. Summary of Significant Accounting Policies

Change in Fiscal Year-End

Prior to October 1, 2025, the Company operated on a fiscal year ending March 31. On September 8, 2025, the Company's Board of Directors approved a change in the Company's fiscal year-end to December 31, which was effective as of October 1, 2025. As a result of this change, the accompanying consolidated financial statements present the results of operations and cash flows for the transition period from April 1, 2025 through December 31, 2025, and for the fiscal year ended March 31, 2025. The accompanying consolidated balance sheets are presented as of December 31, 2025 and March 31, 2025. Comparative financial statements for a corresponding nine-month transition period in the prior year have not been presented, as U.S. GAAP does not require the presentation of comparative transition-period financial information. Accordingly, the results for the transition period are not comparable to those of the prior 12-month fiscal year.

Principles of Consolidation and Basis of Presentation

The accompanying consolidated financial statements include the accounts of Old Market Capital Corporation and its wholly-owned and majority-owned subsidiaries, primarily consisting of the operations of Amplex. For consolidated entities that are less than wholly-owned, the third party's holding of the equity interest is presented as noncontrolling interests in the consolidated statements of redeemable noncontrolling interest and shareholders' equity. The portion of net income (loss) attributable to the noncontrolling interests is presented as net loss attributable to noncontrolling interests in the Company's consolidated statements of operations. All intercompany accounts and transactions have been eliminated in consolidation.

The accompanying consolidated financial statements are stated in U.S. dollars and are presented in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates

The preparation of the Company's consolidated financial statements, in accordance with U.S. GAAP, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Management evaluates its estimates, assumptions, and judgments on an ongoing basis using historical experience and other factors, including the current economic environment, which management believes to be reasonable under the circumstances. The Company's significant estimates and assumptions include the fair value of assets acquired and liabilities assumed in business combinations, the recognition of deferred taxes, assessing the useful life and recoverability of long-lived assets including property, plant and equipment, goodwill, and intangible assets, and assessing the likelihood of adverse outcomes from pending litigation and regulatory matters. Actual results could differ from those estimates.

Cash, Cash Equivalents, and Restricted Cash

Cash and cash equivalents consist of cash and highly liquid investments with original maturities of three months or less at the time of purchase. Cash equivalents include money market accounts and brokerage accounts. Income earned on cash equivalents is included in interest income in the consolidated statements of operations.

Restricted cash consists of cash held in a pledged deposit account received in connection with the Company's RUS Loan (see Note 6). The restricted cash is required to be held by Amplex and may be used by the Company solely for expenditures related to the purposes for which the funds were awarded, subject to the terms of the underlying loan agreement. Restricted cash is included in prepaid expenses and other assets in the consolidated balance sheets. Restricted cash is included in the reconciliation of cash, cash equivalents, and restricted cash reported in the consolidated statements of cash flows.

Property, Plant, and Equipment, net

Property, plant, and equipment is recorded at cost, net of accumulated depreciation. Expenditures for repairs and maintenance are charged to expense as incurred. Additions and improvements that extend the economic useful life of the asset are capitalized and depreciated over the remaining useful lives of the assets. Upon disposal of assets, the related cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized currently in the consolidated statements of operations. Depreciation of property, plant, and equipment is computed using the straight-line method over the estimated useful lives of the assets as follows:

Asset	Estimated Useful Life
Fiber plant	15 - 30 years
Equipment	3 - 7 years
Leasehold improvements	Lesser of lease term or useful life (generally 6 - 15 years)
Furniture and fixtures	5 - 7 years
Tower Sites and Construction Equipment	5 - 10 years

Acquisitions, Goodwill and Intangible Assets

Upon acquisition of a company, the Company determines if the transaction is a business combination, which is accounted for using the acquisition method of accounting. Under the acquisition method, once control is obtained from a business, the assets acquired, and liabilities assumed, including amounts attributed to noncontrolling interests, are recorded at their estimated fair values. Any excess consideration over the fair value of assets acquired and liabilities assumed is recognized as goodwill.

Certain assumptions, estimates, and judgments are used in determining the fair value of net assets acquired, including goodwill and intangible assets, as well as determining the allocation of goodwill to the reporting units. Accordingly, the Company may obtain the assistance of third-party valuation specialists for the valuation of significant tangible and intangible assets. The fair value estimates are based on available historical information and on future expectations and assumptions deemed reasonable by management but that are inherently uncertain. Measurement period adjustments are reflected at the time identified, up through the conclusion of the measurement period, which is the time at which all information for determination of the values of assets acquired and liabilities assumed is received and is not to exceed one year from the acquisition date. If the initial accounting for the business combination has not been completed by the end of the reporting period in which the business combination occurs, provisional amounts are reported to present information about facts and circumstances that existed as of the acquisition date. Once the measurement period ends, which in no case extends beyond one year from the acquisition date, revisions to the accounting for the business combination are recorded in earnings.

With respect to the acquisition of Amplex (see Note 3), the allocation of the purchase price to the fair value of net assets acquired and liabilities assumed was finalized as of March 31, 2025, using the purchase method of accounting in accordance with ASC 805. Accordingly, there are no further adjustments to the fair values of the tangible and intangible assets acquired and liabilities assumed from the amounts disclosed in these financial statements expected as the measurement period is determined to have concluded as of March 31, 2025.

Intangibles with definite lives are amortized on a straight-line basis over their useful lives, which generally range from 5 to 10 years. When certain triggering events occur, the Company assesses the useful lives of its intangibles with definite lives. Long-lived assets are tested for recoverability whenever events or changes in circumstances indicate that the carrying amount of the asset group *may not* be recoverable regardless of whether such carrying amount is *zero* or negative.

Cable franchise rights represent the value attributed to our non-exclusive right to provide video services in a specified area. Spectrum licenses issued by the Federal Communications Commission ("FCC") provide us with either an exclusive or priority access right to utilize designated radio frequency spectrum within specific geographic service areas to provide wireless communication services. While some cable franchises and spectrum licenses are issued for a fixed time period (generally ten years and up to fifteen years, respectively), renewals have been granted routinely and at a nominal cost. The Company believes it will be able to meet all requirements necessary to secure renewal of its cable franchise rights and spectrum licenses. Moreover, the Company has determined that there are currently no legal, regulatory, contractual, competitive, economic or other factors that limit the useful lives of our cable franchises or spectrum licenses and, as a result, we account for cable franchise rights and spectrum licenses as indefinite-lived intangible assets.

Goodwill and intangibles with indefinite lives are *not* amortized. The Company is required to test goodwill and indefinite lived intangible assets for impairment on an annual basis, or more often if indicators of potential impairment exist due to triggering events, by determining if the carrying value of the Company's goodwill exceeds the estimated fair value of said goodwill. Indicators that could trigger an interim impairment test include, but are *not* limited to, underperformance relative to projected future operating results, significant negative industry or economic trends, an adverse change in regulatory environment, or pending adverse litigation.

In evaluating goodwill and indefinite lived intangible assets for impairment, the Company *first* assesses qualitative factors to determine whether it is more likely than *not* (that is, a likelihood of more than 50%) that the fair value of the Company's goodwill and indefinite lived intangible assets is less than its carrying value as of the assessment date. If *no* events, facts, or circumstances are identified during the qualitative assessment, the Company does *not* need to perform a quantitative impairment assessment. If the Company concludes that it is more likely than *not* that the fair value of the goodwill and indefinite lived intangible assets is less than its carrying value, then the Company will perform a quantitative impairment test by comparing the fair value of the goodwill and indefinite lived intangible assets with its carrying amount. If the carrying amount of the goodwill and indefinite lived intangible assets exceeds its fair value, an impairment loss shall be recognized in an amount equal to that excess, limited to the total amount of the goodwill and indefinite lived intangible assets. During the periods presented, the Company did not have any impairment charges.

The Company performs its annual goodwill impairment test as of October 1. The Company performed a quantitative goodwill impairment assessment. Based on the results of this test, the fair value of the reporting unit exceeded its carrying amount and no goodwill impairment was identified. No qualitative impairment assessment was performed during the current period. The Company also concluded that no triggering events occurred during the period from October 1, 2025 through December 31, 2025 that would require an interim impairment evaluation.

The Company also evaluates its indefinite-lived intangible assets for impairment on a quarterly basis using a qualitative assessment to determine whether events or circumstances exist that would indicate it is more likely than not that the carrying amount of the assets exceeds their fair value. Factors considered include macroeconomic conditions, industry and market conditions, company-specific events, changes in circumstances, projected after-tax cash flows, and market capitalization trends. For each quarterly assessment during the year, the Company concluded that no such events or circumstances existed. As a result, no impairments of indefinite-lived intangible assets were recorded during the nine months ended December 31, 2025.

Commitment and Contingencies

The Company is periodically involved in legal and regulatory proceedings arising in the normal course of business. Certain conditions may exist as of the date the consolidated financial statements are issued that may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies, the Company's legal counsel evaluates the perceived merits of any legal proceedings, disputes, or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein. If the assessment of a contingency indicates it is probable that a material loss has been incurred and the amount of the liability can be estimated, the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates a potentially material loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee would be disclosed. As of December 31, 2025, no material loss contingencies have been accrued. See note 10.

Assets Held-for-Sale and Discontinued Operations

The Company classifies assets as held-for-sale if all held-for-sale criteria are met pursuant to Accounting Standards Codification ("ASC") 360-10, *Property, Plant and Equipment*. Criteria include management's commitment to sell the disposal group in its present condition and the sale being deemed probable of being completed within *one* year. Assets classified as held-for-sale are *not* depreciated and are measured at the lower of their carrying amount or fair value less cost to sell. The Company assesses the fair value of a disposal group, less any costs to sell, each reporting period it remains classified as held-for-sale and reports any subsequent changes as an adjustment to the carrying value of the disposal group, as long as the new carrying value does *not* exceed the initial carrying value of the disposal group.

Pursuant to ASC 310-10, *Receivables*, a loan classified as held for investment should be reclassified to held for sale if the reporting on the date a loan is transferred into the held-for-sale category, any previously recorded allowance for credit losses is reversed in earnings and the loan is recorded at its amortized cost basis. Prior to the transfer, a reporting entity should apply its write off policy to the amortized cost basis. The amortized cost at the date of transfer should be reduced by any writeoffs recognized just prior to the transfer. If the amortized cost basis exceeds the loan's fair value at the date of transfer, the reporting entity should establish a valuation allowance equal to the difference between amortized cost basis and fair value.

When the Company has sold, or classified as held for sale, a business component that represents a strategic shift with significant effect on the Company's operations and financial results, it classifies that business component as discontinued operations and retrospectively presents discontinued operations for the comparable periods. The post-tax income, or loss, of discontinued operations are shown as a single line on the face of the statement of operations. The disposal of the discontinued operation would also result in a gain or loss upon final disposal.

As a result of the sale of finance receivables and repossessed assets to Westlake Financial, the accompanying consolidated financial statements reflect the activity related to the consumer finance segment as discontinued operations. Concurrent with the decision to sell the finance receivables in November 2023, the Company reclassified its finance receivables to held for sale, which were carried at the lower of amortized cost or fair value. The Company compared the fair value and amortized cost of finance receivables held for sale and recorded a held for sale valuation allowance through earnings to reduce the amortized cost basis to fair value. The sale of the finance receivables and repossessed assets of the consumer finance segment was completed on April 26, 2024. See Note 13 for additional information regarding the activities of discontinued operations.

Leases

The Company determines if an arrangement is a lease at inception and classifies its leases at commencement. Operating leases are presented as right-of-use ("ROU") assets, and the corresponding lease liabilities are included in operating lease liabilities, current and operating lease liabilities in the Company's balance sheets. ROU assets represent the Company's right to use an underlying asset, and lease liabilities represent the Company's obligation for lease payments in exchange for the ability to use the asset for the duration of the lease term.

ROU assets and lease liabilities are recognized at commencement date or acquisition date and determined using the present value of the future minimum lease payments over the lease term. The Company uses a discount rate based on a benchmark approach to derive an appropriate incremental borrowing rate to discount remaining lease payments. The Company benchmarked itself against other companies of similar credit ratings and comparable quality and derived imputed rates for lease term lengths ranging 3 to 8 years. The lease term may include options to extend when it is reasonably certain that the Company will exercise that option. In addition, the Company does not recognize short term leases that have a term of twelve months or less as ROU assets or lease liabilities for all asset classes. The Company recognizes operating lease expense on a straight-line basis over the lease term.

The Company has lease agreements which contain both lease and non-lease components, which it has elected to account for as a single lease component for all asset classes when the payments are fixed. As such, variable lease payments, including those not dependent on an index or rate, such as real estate taxes, common area maintenance, and other costs that are subject to fluctuation from period to period are not included in lease measurement.

Upon the acquisition of Amplex on June 15, 2024, the Company recorded lease liabilities and corresponding right of use assets of approximately \$3.1 million, based on the present value of the remaining minimum rental payments for leases. The Company estimates its incremental borrowing rate based on information available at the commencement date in determining the present value of payments. See Note 9 for additional detail on the Company's leasing arrangements.

On May 1, 2025, Amplex as the lessee, and Red Bug, LLC (the "Lessor") executed a First Amendment to the Lease Agreement originally dated March 1, 2023 (the "Amendment"), for premises located in Troy Township, Wood County, Ohio. The Amendment grants Amplex a right of first refusal ("ROFR") to purchase the leased premises during the lease term, subject to certain conditions. Under the ROFR provision, if the Lessor intends to sell the property (excluding certain exempt transactions), Amplex has 30 days to elect to purchase the property on the same terms offered to a third-party buyer. If Amplex declines or does not respond, the Lessor may proceed with the sale within 180 days. If the sale terms materially change, then the ROFR resets and has to be reoffered to Amplex. The Amendment does not modify the lease term, rent obligations, or other material economic terms of the original lease and has no accounting impact. The lease continues to be classified as an operating lease.

Investments in Debt Securities

OMCC and Amplex entered into a Term Loan Agreement (the "Term Loan Agreement") entered into on February 15, 2024, as amended by the First Amendment dated April 26, 2024 and later amended by the Second Amendment dated June 15, 2024, pursuant to which OMCC agreed to make one or more term loan advances ("Term Loan Advances" or "Term Loans") to Amplex in an aggregate principal amount not to exceed \$900 thousand. Amplex agreed to make monthly payments of interest on each Term Loan Advance, commencing on March 1, 2024, and on the first day of each month thereafter. No payments of principal were due until the earlier of a) closing of a share purchase agreement (the "Transaction Closing Date") or b) in the event of terminating the negotiation of a share purchase agreement ("Triggering Event"), the first anniversary of the date of initial Term Loan Advance (the "Term Loan Maturity Date"). All unpaid principal and accrued and unpaid interest on the Term Loan Advance was due and payable in cash on the Term Loan Maturity Date. Amounts could be prepaid without penalty by giving five days written notice to the Lender. Interest is accrued on Term Loan Advances at an interest rate of 12.5% per annum.

Per the amended terms of the Term Loan Agreement, at the Transaction Closing Date, the outstanding debt from the Term Loan Advances shall automatically be converted into the number of common shares of Amplex determined by dividing the outstanding debt from the Term Loan Advances by the share purchase price (the "Converted Shares"). The Term Loans were converted upon the Transaction Closing Date as of June 15, 2024 (a total of approximately \$754 thousand, comprised of \$750 thousand of principal and \$4 thousand of accrued interest) at the share purchase price of \$1,792.55 per share into 421 shares of Amplex common stock.

As of March 31, 2024, the Term Loan Advance receivable was accounted for as an available-for-sale debt security and fair valued using "Level 3" inputs, which consist of unobservable inputs and reflect management's estimates of assumptions that market participants would use in pricing the asset. The Company's Term Loan Advances were determined to be available-for-sale debt securities under ASC 320, *Investments - Debt Securities*. The Company estimated the fair value of the Term Loan Advances as of March 31, 2024 using a probability-weighted scenario-based model, which uses as inputs the estimated fair value of the Borrower's common stock, the estimated volatility of the Borrower's common stock, the time to expiration of the Term Loan Advances, the discount rate, the stated interest rate compared to the current market rate, and the risk-free interest rate for a period that approximates the time to expiration. The estimated fair value of the Borrower's common stock was based on the estimated closing price of the Amplex shares to the Company at the time of issuance. The estimated volatility of the Borrower's common stock was based on the observed volatility range of comparable publicly traded companies. The time to expiration was based on the probability of conversion prior to the contractual maturity date. The risk-free interest rate was determined by reference to the U.S. Treasury yield curve in effect at the time of measurement for time periods approximately equal to the time to expiration.

Between April 1, 2024 and June 1, 2024 the Company made Term Loan Advances to Amplex in the aggregate amount of \$450 thousand. The Term Loan Advances were to be settled at the closing of the share purchase agreement. As mentioned above, the Term Loan Advances with a total outstanding principal and accrued interest of \$754 thousand was converted into 421 shares of Amplex common stock from a selling shareholder at the share purchase price of \$1,792.55 per share in conjunction with the closing of the share purchase agreement.

Dissenting Shares & Domestication

On November 22, 2023, OMCC, formerly known as Nicholas Financial, Inc., filed an initial Registration Statement on Form S-4 to register certain shares of the Company's common stock in connection with the re-domestication (continuation) of the Company and the sale of the Company's loan portfolio (the "Loan Portfolio Sale"). Shareholders had the right to dissent (the "Dissent Right") to the continuation and the Loan Portfolio Sale under Section 309 of the British Columbia Business Corporations Act ("BCBCA"). Dissenting shareholders had the right to be paid the fair value of their shares (the "Dissenting Shares") under Section 245 of the BCBCA. Fair value was determined as of the close of business on the day before the Loan Portfolio Sale was approved by shareholders.

On April 15, 2024 (the "Approval Date"), the shareholders of OMCC approved the re-domestication of the Company from Canada to the State of Delaware and the Loan Portfolio Sale. There were 652,249 Dissenting Shares exercised in accordance with the Dissent Right. The Company determined the Dissenting Shares were within the scope of ASC 480-10 as they were considered mandatorily redeemable as of the Approval Date and as such were classified as liabilities. Liability-classified instruments are initially measured at fair value (or allocated value). Subsequent changes in fair value are recognized through earnings for as long as the instruments continue to be classified as a liability. As of the Approval Date, the Company determined the fair value of the Dissenting Shares was \$4.5 million based on the Company's stock price of \$6.94 as of such date.

On September 5, 2024, the Company settled in cash with the dissenting shareholders to repurchase 652,249 Dissenting Shares at a price per share of \$8.63, or \$5.6 million. The Dissenting Shares were retained by the Company to be included within treasury stock.

The following table summarizes the change in the Dissenting Shares liability measured at fair value, on a recurring basis, for which Level 3 inputs have been used to determine fair value:

Balance of Dissenting Shareholders' Liability as of April 1, 2024	\$	-
Initial value upon re-domestication		4,526
Change in fair value		1,103
Cash settlement of dissenting shareholders' liability		(5,629)
Balance of Dissenting Shareholders' Liability as of March 31, 2025	\$	-

There was no loss on dissenting shareholders' liability for the nine months ended December 31, 2025 compared to loss on dissenting shareholders' liability of \$1.1 million for the year ended March 31, 2025. As of March 31, 2025, the Company had fully settled all amounts owed to dissenting shareholders, resulting in no loss recognized in the current period. The Dissenting Shares liability was measured at fair value on a recurring basis using Level 3 inputs and the corresponding change in fair value was reflected in the loss on dissenting shareholders' liability until settlement. In addition, the repurchase of the Dissenting Shares (which were retained by the Company) were included within treasury stock as of the date of repurchase.

Fair Value Measurements

The Company applies ASU 820, *Fair Value Measurement* ("ASU 820"), which establishes a framework for measuring fair value and clarifies the definition of fair value within that framework. ASU 820 defines fair value as an exit price, which is the price that would be received for an asset or paid to transfer a liability in the Company's principal or most advantageous market in an orderly transaction between market participants on the measurement date. The fair value hierarchy established in ASU 820 generally requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Observable inputs reflect the assumptions that market participants would use in pricing the asset or liability and are developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the entity's own assumptions based on market data and the entity's judgments about the assumptions that market participants would use in pricing the asset or liability and are to be developed based on the best information available in the circumstances.

Certain assets and liabilities of the Company are required to be recorded at fair value either on a recurring or nonrecurring basis. The Company's non-financial assets such as property, plant, and equipment are recorded at cost. Fair value adjustments are made to these non-financial assets, on a nonrecurring basis, during the period an impairment charge is recognized, as applicable.

Certain of the Company's financial instruments are carried at fair value and are presented within Level 1 of the fair value hierarchy, such as money market funds included within cash and cash equivalents on the consolidated balance sheet. In addition, the carrying amounts reflected in the consolidated balance sheet for cash and cash equivalents, accounts receivable, materials and supplies, prepaid expenses and other assets, accounts payable, and accrued expenses and other liabilities approximate fair value due to their short-term nature.

The valuation hierarchy is composed of three levels. The classification within the valuation hierarchy is based on the lowest level of input that is significant to the fair value measurement. The levels within the valuation hierarchy are described below:

Level 1 - Assets and liabilities with unadjusted, quoted prices listed on active market exchanges. Inputs to the fair value measurement are observable inputs, such as quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs to the fair value measurement are determined using prices for recently traded assets and liabilities with similar underlying terms, as well as direct or indirect observable inputs, such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 - Inputs to the fair value measurement are unobservable inputs, such as estimates, assumptions, and valuation techniques when little or no market data exists for the assets or liabilities.

The following tables present information about the Company's financial instruments measured at fair value, on a recurring basis, consistent with the fair value hierarchy provisions:

Description	Fair Value Measurement Using (In thousands)			Fair Value	Carrying Value
	Level 1	Level 2	Level 3		
Cash and Restricted Cash:					
December 31, 2025	\$ 10,531	\$ -	\$ -	\$ 10,531	\$ 10,531
March 31, 2025	\$ 1,400	\$ -	\$ -	\$ 1,400	\$ 1,400
Cash equivalents:					
December 31, 2025	\$ 4,109	\$ -	\$ -	\$ 4,109	\$ 4,109
March 31, 2025	\$ 23,429	\$ -	\$ -	\$ 23,429	\$ 23,429

The following table summarizes the changes in financial assets measured at fair value, on a recurring basis, for which Level 3 inputs have been used to determine fair value:

Balance of Dissenting Shareholders' Liability as of April 1, 2024	\$ -
Initial value upon re-domestication	4,526
Change in fair value	1,103
Cash settlement of dissenting shareholders' liability	(5,629)
Balance of Dissenting Shareholders' Liability as of March 31, 2025	\$ -
Balance of Term Loan Advances as of April 1, 2024	\$ 300
Issued	450
Change in fair value	-
Interest accrued	4
Conversion	(754)
Balance of Term Loan Advances as of March 31, 2025	\$ -

Advertising and Marketing

Advertising and marketing costs are expensed as incurred. Advertising and marketing expense was \$315 thousand and \$400 thousand for the nine months ended December 31, 2025 and the fiscal year ended March 31, 2025, respectively.

Materials and supplies

Materials and supplies primarily consists of internet optical network terminals as well as telecommunications and customer installation equipment. All materials and supplies inventory is stated at the lower of cost or net realizable value, using the first-in, first-out ("FIFO") cost method. The total valuation of materials and supplies is determined based on the FIFO adjusted cost of the telecommunications or internet device, accessory shipped or optical network terminals.

The net realizable value of materials and supplies inventory is analyzed for signs of obsolescence or damage on a regular basis. If assessments regarding the above factors adversely change, we *may* be required to write down the value of materials and supplies inventory. Due to the longer shelf lives and quick turnover for use in the Company's operations of the materials and supplies purchased, there have been no inventory write-downs or allowances recorded to-date.

Long-lived assets

Finite-lived intangible assets, property, plant, and equipment, and other long-lived assets held for use are amortized or depreciated over their estimated useful lives, as summarized in the respective notes below. These assets are evaluated for impairment based on the identification of asset groups. Our asset groups align with our reportable segments. We evaluated our asset groups for impairment as of October 1, 2025 and concluded that there were no indicators that an asset group impairment was more likely than not.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax bases along with operating loss and tax credit carryforwards, if any. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rate is recognized in income in the period that includes the enactment date.

Deferred tax assets are reduced by a valuation allowance if, based on available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The Company evaluates the realizability of deferred tax assets by considering factors such as historical earnings, projected future taxable income, the reversal of existing taxable temporary differences, and tax planning strategies. The assessment of the need for a valuation allowance is performed at each reporting period. Changes in valuation allowances are recorded in the period in which the determination is made. If, based on new information, the Company determines that it is more likely than not that deferred tax assets will be realized, the valuation allowance is reduced accordingly.

As part of the Amplex Acquisition, goodwill was recorded on the books. The goodwill recorded on the books as a result of the Amplex Acquisition through a stock purchase does *not* have favorable tax treatment. It will *not* be amortized or deducted for tax purposes, and the tax basis of the acquired assets remains unchanged. This results in a permanent book-tax difference when the goodwill is recognized for financial reporting purposes but *not* for tax purposes.

The Company recognizes tax benefits from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position. The tax benefits recognized in the consolidated financial statements from any such position would be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. It is the Company's policy to recognize interest and penalties accrued on any uncertain tax benefits as a component of income tax expense. There were no uncertain tax positions as of December 31, 2025 and March 31, 2025, respectively.

The Company files income tax returns in the U.S. federal jurisdiction, various state jurisdictions, and Canada. The effect on deferred taxes of a change in tax rates is recognized in income tax expense in the period that includes the enactment date.

Revenue Recognition

Revenue is recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The Company generates revenue primarily from the following sources:

1. Wireless internet services – The Company offers these services to residential and commercial customers under standard monthly plans for 12-month periods. Contracts standard terms and conditions state a penalty for early termination; however, the Company normally waives this penalty. Standard monthly plans vary in price according to the amount of bandwidth provided and include installation and equipment. For the nine months ended December 31, 2025 and the fiscal year ended March 31, 2025, revenues from these services totaled approximately \$4.9 million and \$5.4 million, respectively.
2. Fiber internet services – The Company offers these services to residential and commercial customers under standard monthly plans for 12-month periods. Fiber optic internet services provide higher speeds than wireless internet. Contracts are typically cancellable without penalty. Standard monthly plans vary in price according to the amount of bandwidth provided and include installation and equipment. For the nine months ended December 31, 2025 and the fiscal year ended March 31, 2025, revenues from these services totaled approximately \$3.1 million and \$2.6 million, respectively.
3. Other – These services include primarily video and voice over IP (“VOIP”) telephone services to residential and commercial customers under 12-month periods. Contracts are typically cancellable without penalty. Standard monthly plans vary based on the features offered. Customers may purchase the equipment from the Company or a third-party vendor. The Company acts as principal in arrangements involving third-party providers. The Company controls the specified good or service before it is transferred to the customer. For the nine months ended December 31, 2025 and the fiscal year ended March 31, 2025, revenues from these services totaled approximately \$1.4 million and \$1.3 million, respectively.

In accordance with ASC 606 “Revenue Recognition”, the Company recognizes revenue from contracts with customers using a five-step model, which is described below:

1. identify the customer contract;
2. identify performance obligations that are distinct;
3. determine the transaction price;
4. allocate the transaction price to the distinct performance obligations; and
5. recognize revenue as the performance obligations are satisfied.

Identify the customer contract

A customer contract is generally identified when there is approval and commitment from both the Company and its customer, the rights have been identified, payment terms are identified, the contract has commercial substance and collectability is probable. Specifically, the Company obtains written/electronic signatures on contracts and purchase orders, if said purchase orders are issued in the normal course of business by the customer.

Identify performance obligations that are distinct

A performance obligation is a promise by the Company to provide a distinct good or service or a series of distinct goods or services. A good or service that is promised to a customer is distinct if the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer, and a company's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract.

Determine the transaction price

The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring goods or services to a customer, excluding sales taxes that are collected on behalf of government agencies.

Allocate the transaction price to distinct performance obligations

The transaction price is allocated to each performance obligation based on the relative standalone selling prices ("SSP") of the goods or services being provided to the customer. The Company's contracts *may* contain multiple performance obligations, for which the Company accounts for individual performance obligations separately, if they are distinct. The standalone selling price reflects the price the Company would charge for a specific piece of equipment or service if it was sold separately in similar circumstances and to similar customers.

Recognize revenue as the performance obligations are satisfied

Revenues from wireless and fiber internet, VOIP services, and video streaming services are recognized ratably as performance obligations are satisfied by transferring control of a promised product or service to a customer. Revenues from equipment sales are recognized when control transfers to the customer, which occurs upon delivery.

Customers are billed in advance for services to be provided in the upcoming month. Once billed, payment from customers is due 30 days from the invoice date. The Company's agreements with its customers do not provide for any refunds for services or products and therefore no specific reserve for such is maintained.

Sales and other taxes the Company collects concurrent with revenue-producing activities are excluded from revenue.

The Company fulfills obligations under a contract with a customer by transferring products and services in exchange for consideration from the customer. There are no contract assets related to performance under the contract. The Company is contractually entitled to invoice in advance for services to be provided in the future. Accordingly, accounts receivable are recorded when the customer has been billed or the right to consideration is unconditional. The Company recognizes deferred revenue when consideration has been billed or received in advance of the Company's satisfaction of its performance obligation(s).

The Company applies the practical expedients permitted under ASC 606-10-50-14 through 50-14A and therefore does not disclose information about remaining performance obligations for contracts with an original expected duration of one year or less. Substantially all of the Company's service contracts meet the criteria for this exemption.

Segment Reporting

The Company reports operating segments in accordance with ASC 280, *Segment Reporting* ("ASC 280"), including the impact of adopting ASU 2023-07, as further described below. Operating segments are components of an enterprise about which separate financial information is available that is evaluated regularly by their chief operating decision maker in deciding how to allocate resources and assesses performance. ASC 280 requires that a public enterprise report a measure of segment profit or loss, certain specific revenue and expense items, segment assets, information about the way operating segments were determined and other items.

The Company's Chief Executive Officer represents the Company's chief operating decision maker ("CODM"). The CODM regularly reviews the Company's results to assess performance and allocates resources at the Telecommunications operating segment, excluding Corporate and discontinued operations of the Company. All of the Company's ongoing services provided to customers are delivered through an integrated network and have similar types or classes of customers. As such, management has identified one operating segment, telecommunications, which is the Company's reportable segment under this organizational and reporting structure.

Redeemable Noncontrolling Interest

The Company classifies noncontrolling interests with redemption features that are not solely within the control of the Company within temporary equity on the Company's consolidated balance sheets in accordance with ASC 480-10-S99-3A, SEC Staff Announcement: Classification and Measurement of Redeemable Securities ("ASC 480-10-S99-3A"). The noncontrolling interest was recorded outside of shareholders' equity because the noncontrolling interest provided the holder with put rights which allows the holder to compel the Company to purchase Amplex common stock at a variable amount per share at any time following the fifth anniversary of the closing date of the Amplex Acquisition but prior to the fifteenth anniversary of the closing date of the Amplex Acquisition. During this time period, the put option may be exercised by the holder at any time after 90 days prior written notice, which is considered not solely within the Company's control. The Company determined the put option is not within the scope of ASC 480-10 to be recorded as a liability at fair value and will not subsequently adjust for changes in fair value. The Company adjusts redeemable noncontrolling interests for the portion of net loss attributable to the redeemable noncontrolling interests and for the change in the carrying amount of redeemable noncontrolling interest for the incremental value to which the noncontrolling interest holder *may* ultimately be entitled. When the redemption amount of redeemable noncontrolling interest exceeds the fair value, the Company has made an accounting policy election to reflect as a deemed dividend the entire change in the redemption amount (see Note 5). In subsequent periods, if the calculation of the formula-based redemption amount resulted in a new redemption value that was less than the carrying amount of the redeemable noncontrolling interest after the attribution of the net income or loss, the Company would reversed an amount of the previously recorded deemed dividend, to reflect the decline in redemption value of the temporary equity. The reversal is would be limited to the extent of prior deemed dividend adjustments such that the carrying amount of the redeemable NCI is not lower than the amount that would have been reported pursuant to ASC 810 "Consolidation" (as detailed in ASC 480-10-S99-3A).

During the nine months ended December 31, 2025, the Company recognized a deemed dividend of \$451 thousand for its redeemable noncontrolling interest to adjust the carrying amount of the redeemable noncontrolling interest to its redemption value, after giving effect to the change in its carrying amount from the net income (loss) attributable to the redeemable noncontrolling interest. As of December 31, 2025, the book value of this interest was approximately \$10.9 million and was recorded as a redeemable noncontrolling interest in our consolidated balance sheets.

Recently Issued And Adopted Accounting Standards

In December 2023, the FASB issued ASU No. 2023-09 "*Income Taxes (Topic 740): Improvements to Income Tax Disclosures*" ("ASU 2023-09"). This ASU requires that reporting entities disclose specific categories in the effective tax rate reconciliation as well as information about income taxes paid. The authoritative guidance is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The Company adopted this standard in the current year on a prospective basis and it has not had a material impact on the Company's consolidated financial statements and related disclosures.

In March 2024, the Financial Accounting Standards Board (the "FASB") issued ASU 2024-02, *Codification Improvements-Amendments to Remove References to the Concepts Statements* ("ASU 2024-02"). ASU 2024-02 contains amendments to the Codification that remove references to various FASB Concepts Statements. The requirements of this ASU 2024-02 are effective for the Company for interim periods in fiscal years beginning after December 15, 2024 and can be applied on a prospective or retrospective basis. The Company adopted this standard in the current year on a prospective basis and it has not had a material impact on the Company's consolidated financial statements and related disclosures.

Recently Issued Accounting Standards Not Yet Adopted

In November 2024, the FASB issued ASU 2024-03, *Income Statement-Reporting Comprehensive Income-Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses* ("ASU 2024-03"). Additionally, in January 2025, the FASB issued ASU 2025-01 to clarify the effective date of ASU 2024-03. ASU 2024-03 requires disclosure in the notes to the financial statements of specified information about certain costs and expenses. The requirements of ASU 2024-03 are effective for the Company for fiscal years beginning after December 15, 2026 and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted and should be applied either prospectively to financial statements issued for reporting periods after the effective date of this ASU or retrospectively to any or all period periods presented in the financial statements. We are currently evaluating the impact of this standard on our consolidated financial statements and related disclosures.

In December 2025, the FASB issued ASU 2025-11, *Interim Reporting (topic 270)*. ASU 2025-11 is intended to improve clarity of interim reporting requirements by refining the scope, form, and content requirements for interim financials statements and related footnotes. The requirements of ASU 2025-11 are effective for the Company with interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted and should be applied either prospectively to financial statements issued for reporting periods after the effective date of this ASU or retrospectively to any or all period periods presented in the financial statements. We are currently evaluating the impact of this standard on our consolidated financial statements and related disclosures.

Note 3. Business Combination

On June 15, 2024 (the "Closing Date"), the Company closed a share purchase agreement to acquire Amplex from the sellers (the "Sellers"), pursuant to which the Sellers agreed to sell, and the Company agreed to purchase 51% of the issued and outstanding common shares, no par value per share, of Amplex and the Company agreed to make payment to holders of options for Amplex's common shares in consideration of cancellation of such options for total purchase consideration of \$18.4 million, which was paid in cash on the date of closing (the "Amplex Acquisition"). Amplex is an Ohio-based provider of rural broadband services to business and residential customers. The Company acquired Amplex in order to provide better shareholder value over time. The financial results of Amplex have been included within the consolidated financial statements since the Closing Date.

In conjunction with the closing of the Amplex Acquisition, the Company converted the outstanding principal and accrued interest of approximately \$0.8 million under the Term Loan Advances into 421 shares of Amplex common stock at the share purchase price of \$1,792.55 and in June 2024 purchased an additional 1,674 shares of Amplex common stock at a price of \$1,792.55 per share for a total of \$3.0 million. These transactions, concurrently executed at the Transaction Closing Date, increased the Company's ownership in Amplex to 56.5%. In December 2024, the Company entered into a Subscription Agreement whereby the Company invested an additional \$4.5 million into Amplex Holdings, for 2,583 shares, at the purchase price of \$1,742.16 per share, increasing the Company's ownership percentage to 60.9% of Amplex Holdings. In July 2025, the Company entered into an additional Subscription Agreement whereby the Company invested another \$4.5 million into Amplex for 4,120 shares at \$1,092.26 per share, further increasing the Company's ownership percentage to 66.4% of Amplex Holdings. In November 2025, the Company invested an additional \$4 million into Amplex Holdings for 4,297 shares, at \$930.84 per share, increasing the Company's ownership percentage to 70.7% of the issued and outstanding common shares of Amplex Holdings.

In accordance with ASC 805, *Business Combinations*, the Amplex Acquisition was accounted for using the acquisition method of accounting, which requires, among other things, the assets acquired and the liabilities assumed be recognized at their fair values as of the acquisition date. Goodwill is calculated as the excess of the purchase price for the acquired business over the fair value of net assets acquired, including the liabilities assumed, from the Amplex Acquisition. Goodwill represents the value the Company expects to achieve through the implementation of operational synergies, the expansion of the business into new or growing segments of the industry, and other intangible assets acquired that do not qualify for separate recognition, including an assembled workforce. None of the goodwill recognized is expected to be deductible for income tax purposes.

The allocation of the purchase price to the assets acquired and liabilities assumed was finalized as of March 31, 2025 using the purchase method of accounting in accordance with ASC 805.

The fair value of the subscriber relationships was determined using the multi-period excess earnings method (“MPEEM”) under the income approach. This method reflects the present value of the operating cash flows generated by this asset after taking into account the cost to realize the revenue, and an appropriate discount rate to reflect the time value and risk associated with the invested capital. The Company utilized the relief-from-royalty method, a form of both the market and income approach, to determine the fair value of the trade names. Under this method, it is assumed that if the Company did *not* own the intangible asset, it would be willing to pay a royalty for its use. Internally developed software was valued using a cost approach, specifically the cost to re-create method. The cost to re-create method considers the cost required to recreate an identical asset considering current prices of direct and indirect costs. These costs are then adjusted for the developers’ profit, which reflects the expected return on the direct and indirect costs, and opportunity cost, which represents the forgone returns during the period when the asset is being developed. The Citizens Broadband Radio Service FCC license (“CBRS FCC license”) was valued using a cost approach, specifically, the cost incurred by the business in acquiring the CBRS FCC license. In determining the fair value of the property, plant, and equipment, the Company used a combination of various valuation techniques including the income approach, the cost approach, and the market approach.

The Company's final allocation of the purchase price to the assets acquired, liabilities assumed, and noncontrolling interest recognized and redeemable as of the Closing Date were as follows:

(In thousands)

Cash and cash equivalents	\$	221
Accounts receivable		116
Materials and supplies		537
Operating lease right-of-use		3,063
Prepaid expenses and other assets		265
Property, plant, and equipment		24,584
Intangible assets		4,133
Goodwill		12,280
Total assets acquired		45,199
Accounts payable		1,252
Accrued expenses and other liabilities		112
Lease liabilities		3,063
Deferred income taxes		4,208
Deferred revenue		556
Total liabilities assumed		9,191
Total fair value of net assets acquired		36,008
Less: redeemable noncontrolling interest		(17,644)
Total Adjusted Base Purchase Price	\$	18,364

The Company incurred \$1.1 million of transaction costs related to the acquisition of Amplex during the period ended March 31, 2025. These costs are classified as general and administrative expenses in the Company's consolidated statements of operations. The Company recorded a measurement period adjustment during the quarter ended March 31, 2025 that decreased the value of finite lived intangible assets acquired in the transaction by \$7.0 million, increased the value of property, plant, and equipment by \$4.5 million, increased cash acquired by \$0.2 million, and decreased total liabilities by \$0.5 million (which is almost entirely attributable to a decrease in deferred income taxes). This had the net effect of increasing goodwill by \$1.8 million.

The measurement period adjustments for the fair value of the assets acquired and liabilities assumed, as described above, were recognized in the prior reporting period of which the final purchase price allocation adjustments were determined and calculated as if the accounting had been completed at the acquisition date. As a result of the final revised estimates in the fair values determined for the finite lived intangible assets, property, plant, and equipment, and their related estimated useful lives, there also was a corresponding adjustment to the income effects that would have been recognized for depreciation expense and amortization expense.

Of the \$0.5 million of amortization expense recorded during the year ended March 31, 2025 for the finite lived intangible assets acquired, approximately \$0.3 million would have been recognized through the quarter ended December 31, 2024, which represents a \$0.1 million decrease in amortization expense from the \$0.4 million that was previously estimated using the provisional amounts of finite lived intangible assets as presented in previous filings.

Of the \$1.5 million of depreciation expense recorded during the year ended March 31, 2025 for the property, plant, and equipment acquired, approximately \$1.0 million would have been recognized through the quarter ended December 31, 2024, which represents a \$0.3 million increase in depreciation expense from the \$0.7 million that was previously estimated using the provisional amounts of property, plant, and equipment as presented in previous filings.

The following is the net impact of the Amplex Acquisition on the Company's consolidated statements of operations since the Closing Date:

	For the Nine Months Ended December 31, 2025 (In thousands)	For the Fiscal Year Ended March 31, 2025 (In thousands)
Total revenue	\$ 9,352	\$ 9,366
Net (loss) from continuing operations	\$ (12)	\$ (453)

The following table represents the supplemental consolidated financial results of the Company on an unaudited pro forma basis, as if the acquisition had been consummated on April 1, 2024.

	For the Nine Months Ended December 31, 2025 2025 (Actual)	For the Fiscal Year Ended March 31, 2025 2025 (Pro Forma)
Revenue	\$ 9,352	\$ 12,271
Net loss from continuing operations attributable to common shareholders	\$ (2,222)	\$ (9,249)
Net income from discontinued operations attributable to common shareholders	94	3,038
Net loss attributable to common shareholders	\$ (2,128)	\$ (6,211)

The following table represents the supplemental schedule of noncash investing and financing activities:

	(In thousands)	
	For the Nine Months Ended December 31, 2025	For the Fiscal Year Ended March 31, 2025
Supplemental schedule of noncash investing and financing activities		
Fair value of Amplex assets acquired	\$ -	\$ 45,199
Less: redeemable noncontrolling interest	-	(17,644)
Less: cash paid for Amplex common stock	-	(18,364)
Amplex liabilities assumed	\$ -	\$ 9,191

Note 4. Revenue and Deferred Revenue

Revenue

The Company sells its goods and services to customers primarily under contracts with stated terms of 12 months. The Company's standard terms and conditions state a penalty for early termination of wireless internet service contracts; however, the Company normally waives this penalty. Disaggregated revenues are presented in the accompanying statements of operations.

Contract Liability

The Company recorded a current contract liability balance of \$0.6 million as of December 31, 2025 and March 31, 2025, which represents amounts billed or collected in advance of the Company's satisfaction of its performance obligations for the upcoming month. During the quarter ended March 31, 2025, almost the entire \$0.6 million contract liability balance as of March 31, 2025 was recognized as revenue during the period, and the \$0.6 million contract liability balance as of December 31, 2025 pertains almost entirely to new customer billings made in advance of the Company's satisfaction of future performance obligations, as substantially all of the Company's billings that get added to the contract liability balances are billed for performance obligations that are satisfied by the Company in the subsequent month.

Note 5. Earnings Per Share

The Company has granted stock compensation awards with nonforfeitable dividend rights which are considered participating securities. Earnings per share is calculated using the *two*-class method, as such awards are more dilutive under this method than the treasury stock method. Ordinarily, basic earnings per share is calculated by dividing net income allocated to common shareholders by the weighted average number of common shares outstanding during the period, which excludes the participating securities. The Company's participating securities are non-vested restricted shares which are *not* required to share losses, and accordingly, are *not* allocated losses in periods of net loss. Dilutive earnings per share are calculated by dividing net income allocated to common shareholders by the weighted average number of common shares outstanding during the period which includes the dilutive effect of additional potential common shares from stock compensation awards. In a period of loss, the weighted-average number of common shares outstanding excludes common stock equivalents, because their inclusion would be anti-dilutive. Therefore, in periods when a loss is reported, basic and dilutive loss per share are the same.

In accordance with ASC 480-10-S99-3A, as the Company's redeemable noncontrolling interest is redeemable at an amount other than fair value, the Company has made an accounting policy election to reflect the entire adjustment to the carrying value, when the formula-based calculation of redemption value exceeds its stated carrying amount, as a deemed dividend. For the nine months ended December 31, 2024, the Company recognized a deemed dividend of \$451 thousand for its redeemable noncontrolling interest to adjust the carrying amount of the redeemable noncontrolling interest to its redemption value, after giving effect to the change in its carrying amount from the net income (loss) attributable to the redeemable noncontrolling interest. The deemed dividend adjustment to record this redeemable noncontrolling interest at its redemption value was recorded to additional paid-in capital and there were no further adjustments to the net loss attributable to common shareholders for the purposes of calculating basic and dilutive loss per share.

For the nine months ended December 31, 2025, there were no potentially dilutive securities excluded from the diluted net loss per share calculations due to there being none outstanding and also because they would be anti-dilutive if there were such dilutive shares outstanding during the nine months ended December 31, 2025. For the year ended March 31, 2025, potentially dilutive securities that were not included in the diluted net loss per share calculations because they would be anti-dilutive were comprised of 5 thousand shares from options to purchase common shares.

Loss and income per share has been computed based on the following weighted average number of common shares outstanding:

	Nine Months Ended (In thousands, except per share amounts) December 31, 2025	Year Ended March 31, 2025
Numerator		
Net loss from continuing operations attributable to common shareholders before dividends	\$ (2,222)	\$ (8,187)
Redeemable noncontrolling interest redemption value in excess of carrying value deemed dividend	\$ (451)	\$ -
Net income from discontinued operations attributable to common shareholders	\$ 94	\$ 3,038
Net loss attributable to common shareholders	<u>\$ (2,579)</u>	<u>\$ (5,149)</u>
Denominator		
Denominator for basic loss per share - weighted-average shares outstanding	<u>6,750</u>	<u>6,696</u>
Dilutive effect of stock options	<u>-</u>	<u>5</u>
Denominator for diluted earnings per share from discontinued operations	<u>6,750</u>	<u>6,701</u>
Per share loss from continuing operations attributable to common shareholders		
Basic	<u>\$ (0.40)</u>	<u>\$ (1.22)</u>
Diluted	<u>\$ (0.40)</u>	<u>\$ (1.22)</u>
Per share income from discontinued operations attributable to common shareholders		
Basic	<u>\$ 0.01</u>	<u>\$ 0.45</u>
Diluted	<u>\$ 0.01</u>	<u>\$ 0.45</u>
Per share loss available to common stockholders		
Basic	<u>\$ (0.38)</u>	<u>\$ (0.77)</u>
Diluted	<u>\$ (0.38)</u>	<u>\$ (0.77)</u>

Note 6. Long-Term Debt

	(In thousands)	
	December 31, 2025	March 31, 2025
RUS Loan	\$ 3,037	\$ 615
Bank Equipment Loans	434	213
Total Outstanding Debt	<u>3,471</u>	<u>828</u>
Less Current Portion	126	69
Total Long-Term Debt	<u>\$ 3,345</u>	<u>\$ 759</u>

The scheduled maturities of outstanding debt, excluding the effect of any future drawdowns or interest expense, at December 31, 2025 are as follows (in thousands):

(In thousands)	
2026	\$ 126
2027	209
2028	1,021
2029	961
2030 and thereafter	1,154
Total Outstanding Debt	<u>\$ 3,471</u>

During the nine months ended December 31, 2025 and the fiscal year ended March 31, 2025, the Company recorded interest expense of \$57 thousand and \$7 thousand, respectively.

The Company's weighted-average interest rate for the outstanding debt agreements for the nine months ended December 31, 2025 and the year ended March 31, 2025 was 2.63% and 4.73%, respectively. The Company's weighted-average interest rate on only its short-term borrowings outstanding as of December 31, 2025 and March 31, 2025 (which is solely inclusive of the bank equipment loans), was 7.06% and 15.50%, respectively.

RUS Loan - On September 23, 2024, Amplex entered into a Reconnect Program Loan and Security Agreement (the "RUS Loan Agreement") with the United States of America acting through the Administrator of the Rural Electric Services ("RUS"), pursuant to which RUS has extended Amplex a secured loan in the principal amount of up to \$21,341,792 (the "RUS Loan"). The cash received from the RUS Loan is restricted and held in a pledged deposit account, which is presented within "Prepaid expenses and other current assets" within the consolidated balance sheets. The purpose of the RUS Loan is to finance the construction of a broadband infrastructure project to serve rural areas where at least 50% of the households are without sufficient access to broadband.

Amplex has five years to draw funds under the Loan Agreement, which expires on October 31, 2029. The Loan is secured by all of Amplex's assets. The Loan bears interest at a rate of 2% per annum, calculated by daily accrual. All monthly payments for accrued interest and principal on advances are able to be deferred for a three year period ending on October 31, 2027, unless earlier payments are elected to be made by the Company. At the end of the three-year deferral period, all unpaid accrued interest will be capitalized and added to the outstanding principal, and monthly payments will be established in an amount that amortizes the outstanding balance in equal payments over the remaining term of the Loan. The principal advanced pursuant to this Agreement and remaining unpaid, if any, and interest thereon, shall be due and payable on October 31, 2046. All, or a portion of the outstanding balance, of any advance made under the Loan Agreement may be prepaid on any payment date without penalty.

The obligation of RUS to advance funds to Amplex under the RUS Loan Agreement is subject to conditions that are customary for loans made by RUS, including the accuracy of Amplex's representations and warranties, no material adverse effect with respect to Amplex, no event of default, receipt of a financial requirement statement from Amplex, current financial statements, compliance with buildout timelines, material compliance with the RUS Loan Agreement, obtaining specified permits, licenses and franchises and maintenance of on deposit in a pledged deposit account of required matching funds for completion of projects. Other conditions include Amplex having positive cash flow from operations at the end of the fifth year of an award under the RUS Loan Agreement and providing the specified level of broadband service for the period specified in the RUS Loan Agreement. The RUS Loan Agreement contains negative covenants of Amplex that are customary for loans made by RUS, including Amplex not merging, consolidating, reorganizing or selling, leasing or transferring a substantial part of its property without RUS' prior written consent, Amplex not incurring additional debt with specified exceptions, Amplex not changing its principal place or place of business without RUS' consent and Amplex not issuing preferred stock without RUS' consent. RUS may suspend advances if Amplex suffers a material adverse effect or an event of default occurs.

The RUS Loan Agreement contains customary events of default, including materially incorrect representations and warranties, nonpayment of the RUS Loan, improper expenditures, failure to keep adequate records, failure to build in accordance with timelines, bankruptcy, dissolution or liquidation and impairment of business. If an event of default occurs, RUS could restrict Amplex's ability to obtain additional advances under the RUS Loan Agreement, accelerate all amounts outstanding under the RUS Loan Agreement, enforce RUS' interest against the collateral pledged under the RUS Loan Agreement or enforce such other rights and remedies as RUS may have under the loan documents or applicable law as secured lenders.

Bank Equipment Loans - Throughout 2024 and 2025, the Company entered into equipment finance agreements with Huntington National Bank (collectively, the "Bank Equipment Loans") to provide financing for the purchase of certain equipment fixed assets. The Bank Equipment Loans are secured by the respective pieces of equipment acquired under each agreement and contain customary covenants and events of default, including materially incorrect representations and warranties, nonpayment, and failure to maintain proper registrations, titles, permits, licenses, and insurance policies covering the equipment. Interest under the Bank Equipment Loans accrues at a rate indexed to the "ICE Swap Rate - USD rates SOFR 1100" as published by Intercontinental Exchange, Inc., subject to a maximum of 18% per annum. Payments are due monthly, with the loans maturing in September 2028 and October 2029, respectively.

Note 7. Property, Plant, and Equipment, net

Property, plant, and equipment consist of the following:

	(In thousands)	
	December 31, 2025	March 31, 2025
Fiber plant	\$ 33,976	\$ 21,375
Equipment	10,879	9,794
Leasehold improvements	593	580
Furniture and fixtures	286	249
Tower Sites and Construction Equipment	36	36
Total, property, plant, and equipment in service	45,770	32,034
Property, plant, and equipment under construction	1,095	346
Total property, plant, and equipment	46,865	32,380
Less: accumulated depreciation	(3,486)	(1,435)
Total property, plant, and equipment, net	\$ 43,379	\$ 30,945

Depreciation expense was \$2.1 million and \$1.5 million for the nine months ended December 31, 2025, and the fiscal year ended March 31, 2025, respectively. Depreciation expense is included in depreciation and amortization in the consolidated statements of operations.

Note 8. Goodwill and Intangible Assets

The acquired goodwill represents the value of combining operations of Amplex and the Company.

The change in the carrying amount of goodwill for the nine months ended December 31, 2025, and fiscal year ended March 31, 2025, were as follows:

(In thousands)	Net Carrying Amount as of March 31, 2025	Additions	Impairment	Net Carrying Amount as of December 31, 2025
Goodwill	\$ 12,280	\$ -	\$ -	\$ 12,280
	<u>\$ 12,280</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 12,280</u>

(In thousands)	Net Carrying Amount as of March 31, 2024	Additions	Impairment	Net Carrying Amount as of March 31, 2025
Goodwill	\$ -	\$ 12,280	\$ -	\$ 12,280
	<u>\$ -</u>	<u>\$ 12,280</u>	<u>\$ -</u>	<u>\$ 12,280</u>

The changes in intangible assets for the nine months ended December 31, 2025, and fiscal year ended March 31, 2025, consists of the following:

(In thousands)	Weighted- Average Remaining Amortization	Net Carrying Amount as of March 31, 2025	Additions	Impairment	Amortization	Net Carrying Amount as of December 31, 2025
Definite lived intangible assets:						
Subscriber relationships	3.49	\$ 2,234	\$ -	\$ -	\$ (380)	\$ 1,854
Trade name	8.41	467	-	-	(38)	429
		<u>2,701</u>	<u>-</u>	<u>-</u>	<u>(418)</u>	<u>2,283</u>
Indefinite lived intangible assets:						
IP Addresses	N/A	392	-	-	-	392
CBRS FCC license	N/A	580	-	-	-	580
		<u>972</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>972</u>
		<u>\$ 3,673</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (418)</u>	<u>\$ 3,255</u>

(In thousands)	Weighted- Average Remaining Amortization	Net Carrying Amount as of March 31, 2024	Additions	Impairment	Amortization	Net Carrying Amount as of March 31, 2025
Definite lived intangible assets:						
Subscriber relationships	4.21	\$ -	\$ 2,654	\$ -	\$ (420)	\$ 2,234
Trade name	9.16	-	507	-	(40)	467
		<u>-</u>	<u>3,161</u>	<u>-</u>	<u>(460)</u>	<u>2,701</u>
Indefinite lived intangible assets:						
IP Addresses	N/A	-	392	-	-	392
CBRS FCC license	N/A	-	580	-	-	580
		<u>-</u>	<u>972</u>	<u>-</u>	<u>-</u>	<u>972</u>
		<u>\$ -</u>	<u>\$ 4,133</u>	<u>\$ -</u>	<u>\$ (460)</u>	<u>\$ 3,673</u>

Amortization expense totaled \$0.4 million and \$0.5 million for the nine months ended December 31, 2025, and the fiscal year ended March 31, 2025, respectively. Amortization expense is included in depreciation and amortization in the consolidated statements of operations.

As of December 31, 2025, the future expected amortization expense for the definite lived intangible assets is as follows:

(In thousands)		
2026	\$	582
2027		582
2028		582
2029		313
2030		51
Thereafter		173
Total	\$	2,283

Note 9. Leases, and Related Party Transactions

The Company's operating leases for its equipment and specialized spaces for company equipment have terms expiring at various dates through June 2033. Certain lease arrangements include renewal options and escalation clauses and rights of first refusal for the lessee to purchase the applicable property.

Operating lease assets and operating lease liabilities are recognized based on the present value of the future lease payments over the lease term at the commencement date. As most of the Company's leases do not provide an implicit rate, the Company estimates its incremental borrowing rate based on information available at the commencement date in determining the present value of future payments. Lease expense related to the net present value of payments is recognized on a straight-line basis over the lease term.

The key components of the Company's operating lease expenses are included in general and administrative expenses on the consolidated statements of operations and were as follows:

(In thousands)	Nine Months Ended December 31, 2025	Year Ended March 31, 2025
	Operating lease expense	325
Short-term lease expense	-	3
Total lease cost	\$ 325	\$ 364

Right-of-use assets and lease liabilities for operating leases were recorded in the consolidated balance sheets as follows:

(In thousands)	Nine Months Ended December 31, 2025	Year Ended March 31, 2025
	Operating leases:	
Operating lease right-of-use assets	\$ 2,751	\$ 2,963
Current portion of operating lease liabilities	301	286
Operating lease liabilities, net of current portion	2,463	2,685

The weighted-average remaining lease term for operating leases was 9 years and 10 years for the nine months ended December 31, 2025, and the fiscal year ended March 31, 2025, respectively. The weighted-average discount rate was 6.3% for the nine months ended December 31, 2025, and the fiscal year ended March 31, 2025.

Future minimum lease payments under non-cancelable operating leases as of December 31, 2025, are as follows:

(In thousands)		
2026	\$	460
2027		462
2028		419
2029		413
2030		401
Thereafter		1,541
Total minimum lease payments		3,696
Less: effects of discounting		(932)
Present value of future minimum lease payments	\$	2,764

As previously stated, Amplex leases certain property (including an office building) and warehouse building from the Red Bug Entities (See Notes 1 and 2). The Red Bug Entities are considered related parties under ASC 850, Related Parties. The Red Bug Entities were created by and are majority-owned by Amplex's Chief Executive Officer. The office building lease calls for monthly payments of approximately \$13 thousand for the duration of the fifteen-year lease term that runs through December 14, 2031. The warehouse building lease calls for monthly payments of approximately \$15 thousand, with annual price increases being indexed to the Consumer Price Index, for the duration of the fifteen-year lease term that runs through July 31, 2038. As of December 31, 2025, the related ROU assets and liabilities recorded on our consolidated balance sheets equaled approximately \$2.3 million. Corresponding operating lease expenses of \$248 thousand have been recorded within general and administrative expenses on the consolidated statements of operations for the nine months ended December 31, 2025. As of March 31, 2025, the related ROU assets and liabilities recorded on our consolidated balance sheets equaled approximately \$3.0 million. Corresponding operating lease expenses of \$275 thousand have been recorded within general and administrative expenses on the consolidated statements of operations for the fiscal year ended March 31, 2025.

In September 2025, the Company entered into a new long-term lease agreement with Red Bug for an approximately 12,120-square-foot commercial building located in Ohio. The lease will commence on the first day of the month following substantial completion and occupancy of the facilities currently under construction. Upon commencement, the lease term will be 15 years, with base monthly rent of \$22,500 subject to annual adjustments based on changes in the Consumer Price Index. Because the lease had not commenced as of December 31, 2025, no right-of-use asset or lease liability has been recognized. Future lease commitments under this agreement will begin upon the commencement date.

On December 2, 2024, the Company entered into a lease agreement for a new office space in Omaha, Nebraska. The lease term commenced on March 1, 2025, and the total future minimum lease payments under the agreement, after the effect of discounting, are \$100 thousand. The sublandlord who entered into the sublease agreement with the Company, Boston Omaha Corporation, is also a related party to the Company under ASC 850. The CEO of the Company, and two other members of OMCC's Board of Directors also all serve on the Board of Directors of Boston Omaha Corporation. Further, the largest shareholder and CEO/Chairman of Boston Omaha Corporation is the largest shareholder of the outstanding common stock of OMCC through the shares beneficially owned. Management notes that all related party transactions and relationships, including this sublease agreement and resulting transactions, are subject to the Company's Related Party Transaction Policy and management believes that the transactions contemplated by this sublease were made at terms which approximate market, that are fair and reasonable to the Company and substantially the same as would apply if the other party was not a related party. The Company has no other material related party transactions requiring disclosure in these consolidated financial statements.

Note 10. Commitments and Contingencies

The Company is involved in certain claims and legal proceedings in the normal course of business. If one of these claims were to be decided against the Company, they could have a material adverse effect on the Company's financial condition or results of operations.

Claims and legal proceedings

The Company has been sued together with several other defendants, in a lawsuit styled: Nicholas Financial, Inc. v. Jeremiah Gross, No. 21CY-CV02148-01, 7th Judicial Circuit, Clay County, Missouri. On March 9, 2021 the Company filed suit against Jeremiah Gross for a deficiency balance owed the Company following the 2018 surrender and sale of his motor vehicle which secured a loan from the Company. On April 22, 2021 a default judgment for \$7,984 was entered against Gross. On December 22, 2021 Gross filed a motion to set aside the default judgment. The Court granted his motion on March 23, 2022. In his answer he asserted a class-action counterclaim against the Company seeking to represent a Nationwide class of the Company's customers who received allegedly deficient notices regarding the sale of their vehicles and whose vehicles were recovered and sold by the Company, and on behalf of Missouri customers who received allegedly deficient notices from the Company regarding the sale of their recovered vehicles and the calculation of the deficiency owed the Company. The Company filed its answer to the counterclaim on May 13, 2022. On September 9, 2022 the Company filed a motion for summary judgment as to all counts of the counterclaim and Nicholas Financial, Inc.'s claim against Gross. The motion was argued on February 16, 2023. On March 27, 2023 the Court entered an order granting the motion in part and denying the motion in part. The Court found in favor of Nicholas Financial, Inc. as to the counterclaim regarding presale notices and prejudgment interest and in Gross's favor for the counterclaim as to post-sale notices. The Court also denied Nicholas Financial, Inc.'s motion for summary judgment as to its claim for a deficiency against Gross. The remaining claim related to post sale notices sent to Missouri customers. The parties, including the Company's insurer Gemini, settled the case and the Court entered a Final Approval Order on May 15, 2024 which found the Agreement to have been entered into in good faith and approving the Company's assignment to the Class of the Company's claims against certain insurers, brokers, and agents. Further, the Court approved the settlement as fair, reasonable, and adequate as to, and in the best interests of, each of the Parties and the Settlement Class members and in full compliance with all requirements of the laws of Missouri, the United States Constitution (including the Due Process Clause), and any other applicable law. The Court directed the parties to the Lawsuit to implement and consummate the Agreement pursuant to its terms and provisions. Pursuant to the terms of the Agreement, the Court entered a Final Judgment against the Company in favor of the Class. In the Final Judgment, the Court held that other than the funds to be paid by Gemini Insurance Company on behalf of the Company, the Company had no obligation to satisfy the judgment, and that any remaining amount may only be satisfied from the Company's Insurers and Insurance Agents other than Gemini Insurance Company.

On May 15, 2024, Gross filed on behalf of the Class, as assignee of the Company, a Cross-Claim in the underlying lawsuit against American Zurich Insurance Company ("AZIC"), American Guarantee and Liability Insurance Company ("AGLIC"), and Zurich American Insurance Company ("ZAIC" and collectively with AZIC and AGLIC, "Zurich"), for breach of contract, breach of the duty to defend, and bad faith failure to defend or settle ("Cross-Claim"). On June 14, 2024, Zurich filed a Motion to Amend the Final Judgment and a Notice of Removal of the Cross-Claim, seeking to remove the Cross-Claim to federal court in the Western District of Missouri. In its Notice of Removal, Zurich acknowledged that the Company is no longer a proper party to the Lawsuit "because all the claims against it are resolved by the Final Judgment." On June 24, 2024, Zurich filed a Notice of Appeal of the Final Judgment.

On August 14, 2024, the federal court in the Western District of Missouri granted Gross's (Class Representative's) motion to remand the Cross-Claim against Zurich, which means the action was reinstated that day in the state Circuit Court. Shortly after the remand, on September 5, 2024, the state court granted a joint motion by Gross and Zurich to stay the state court action pending the state Appeals Court's disposition of Zurich's appeal. On April 25, 2025, Missouri Court of Appeals dismissed Zurich's appeal for failure to prosecute.

On October 16, 2024, Gross and the class reached an agreement with the Company and Zurich to resolve the dispute regarding the Company's insurance coverage under the Zurich policies (the "Zurich settlement"). On May 22, 2025 the Circuit Court for Clay County, Missouri approved the Zurich settlement. The effective date under the Class Action settlement has been triggered, and Gemini made the Class Action Settlement payment on behalf of the Company which the Settlement Administrator confirmed cleared on June 3, 2025.

As of the nine months ended December 31, 2025, the litigation regarding to the class-action lawsuit filed by Gross related to certain collection and notice practices was fully resolved with court approval. Based on the final settlement terms and the insurer's payment obligations, the Company did not incur a material loss in connection with this matter. Accordingly, no amounts have been recorded as of December 31, 2025.

As of December 31, 2025, the Company has evaluated commitments and contingencies in accordance with ASC 440, *Commitments*, and ASC 450, *Contingencies*. As of December 31, 2025, the Company was not a party to any material commitments, guarantees, or contingencies that would require accrual or disclosure in the accompanying financial statements. Management is not aware of any new pending or threatened claims, legal actions, or unasserted claims that would have a material adverse effect on the Company's financial position, results of operations, or cash flows.

Note 11. Stock Plans

In May 2019, the Company's Board of Directors ("Board") authorized a stock repurchase program allowing for the repurchase of up to \$8 million of the Company's outstanding shares of common stock in open market purchases, privately negotiated transactions, or through other structures in accordance with applicable federal securities laws. The authorization was effective immediately.

In August 2019, the Company's Board authorized an additional repurchase of up to \$1 million of the Company's outstanding shares.

On September 5, 2024, the Company settled in cash with dissenting shareholders to repurchase the 652,249 Dissenting Shares at a price per share of \$8.63, or \$5.6 million (as discussed in Note 2). The Dissenting Shares were retained by the Company to be included within treasury stock.

On December 10, 2025, the Company's Board of Directors ("Board") authorized a share repurchase program allowing for the repurchase of up to \$7 million of the Company's issued and outstanding common stock in the open market, privately negotiated transactions, or through other structures in accordance with applicable federal securities laws. The authorization was effective immediately. The repurchase program does not have an expiration date. The timing and actual number of shares repurchased will depend on a variety of factors, including without limitation the share price, business and market conditions, regulatory requirements and other factors. Share repurchases under the repurchase program may be made in the open market, in privately negotiated transactions, or by other methods. The repurchase program does not obligate the Company to purchase any particular number of shares, and it may be modified, suspended or terminated at any time.

Beginning during the three months ended June 30, 2025, the Company began settling certain share-based compensation amounts due through the reissuance of treasury shares rather than issuing new shares of common stock. Treasury shares are reissued at historical cost, with the Company applying a last-in, first out method to determine cost. After reissuing treasury shares at their historical cost, the share-based compensation is settled by issuing the related shares of common stock at their respective fair values, with the difference between the treasury shares reissued at historical cost and the fair values of the shares of common stock issued to settle the share-based compensation being recognized within Additional paid-in capital. This activity is reflected in the consolidated statements of redeemable non-controlling interest and shareholders' equity and as a non-cash financing activity in the consolidated statements of cash flows.

The table below summarizes treasury share transactions for the Company (in thousands):

	For the Nine Months Ended December 31, 2025		For the Year Ended March 31, 2025	
	Number of Shares	Amount	Number of Shares	Amount
Treasury shares at the beginning of period	6,020	(82,423)	5,368	\$ (76,794)
Treasury shares purchased	-	-	652	\$ (5,629)
Treasury shares reissued	(98)	837	-	-
Treasury shares at the end of period	<u>5,922</u>	<u>\$ (81,586)</u>	<u>6,020</u>	<u>\$ (82,423)</u>

The Company has share awards outstanding under two share-based compensation plans (the "Equity Plans"). The Company believes that such awards generally align the interests of its employees with those of its shareholders. Under the shareholder-approved 2006 Equity Incentive Plan (the "2006 Plan") the Board of Directors was authorized to grant option awards for up to approximately 1.1 million common shares. On August 13, 2015, the Company's shareholders approved the Nicholas Financial, Inc. Omnibus Incentive Plan (the "2015 Plan") for employees and non-employee Directors. Under the 2015 Plan, the Board of Directors is authorized to grant total share awards for up to 750,000 common shares. Awards under the 2006 Plan will continue to be governed by the terms of that plan. The 2015 Plan replaced the 2006 Plan; accordingly, no additional option awards may be granted under the 2006 Plan. In addition to option awards, the 2015 Plan provides for restricted stock, restricted stock units, performance shares, performance units, and other equity-based compensation.

Option awards previously granted to employees and directors under the 2006 Plan generally vested ratably based on service over a five- and three-year period, respectively, and generally have a contractual term of ten years. Vesting and contractual terms for option awards under the 2015 Plan are essentially the same as those of the 2006 Plan. Restricted stock awards generally cliff vest over a three-year period based on service conditions. Vesting of performance units generally does not commence until the attainment of Company-wide performance goals including annual revenue growth and operating income targets. There are no post-vesting restrictions for share awards.

The Company funds share awards from authorized but unissued shares and does not purchase shares to fulfill its obligations under the Equity Plans. Cash dividends, if any, are not paid on unvested performance units or unexercised options but are paid on unvested restricted stock awards.

As of December 31, 2025, and March 31, 2025, the Company had no unrecognized compensation related to options grants. For the nine months ended December 31, 2025, and the fiscal year ended March 31, 2025, there was no compensation cost expense related to stock options.

During the fiscal year ended March 31, 2025, the Company issued 15,385 of common shares to board members at share price of \$6.50 resulting in total compensation recognized of approximately \$0.1 million.

During the fiscal year ended March 31, 2025, in accordance with compensation arrangement with the chief executive officer, the Company issued 30,000 shares in a one-time stock match option. Additionally, the chief executive officer's compensation is paid in common shares in quarterly installments based on the average share price during the quarter, resulting in 12,468 common shares issued. Total stock compensation expense related to this compensation arrangement was approximately \$0.3 million for the fiscal year ended March 31, 2025.

Note 12. Income Taxes

Our loss before income taxes for the nine months ended December 31, 2025, and the fiscal year ended March 31, 2025, was as follows:

	(In thousands)	
	Nine Months Ended December 31, 2025	Year Ended March 31, 2025
Domestic	\$ (2,207)	\$ (8,288)
Loss before income taxes	<u>\$ (2,207)</u>	<u>\$ (8,288)</u>

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due. Deferred taxes relate to differences between the basis of assets and liabilities for financial and income tax reporting which will be either taxable or deductible when the assets or liabilities are recovered or settled.

The provision for income taxes consisted of the following:

	(In thousands)	
	Nine Months Ended December 31, 2025	Year Ended March 31, 2025
Current:		
Federal	\$ -	\$ -
State	-	-
Foreign	-	-
Total current	<u>\$ -</u>	<u>\$ -</u>
Deferred:		
Federal	\$ (20)	\$ (63)
State	-	-
Foreign	-	-
Total deferred	<u>\$ (20)</u>	<u>\$ (63)</u>
Income tax expense	<u>\$ (20)</u>	<u>\$ (63)</u>

The company is subject to taxation in the United States at both the federal level and within various state jurisdictions. The company is not currently under any audit and its statute of limitations is still open to the extent of the net operating losses generated within each particular year. The Company had an effective tax rate of (0.92)% and (0.76)% for the nine months ended December 31, 2025 and fiscal year ended March 31 2025, respectively.

Beginning in 2025 annual reporting, we adopted ASU 2023-09 prospectively. See Note 1 - Summary of Significant Accounting Policies - Recently Adopted Accounting Pronouncements for additional details on the adoption of ASU 2023-09. A reconciliation of the U.S. federal statutory income tax rate to our effective tax rate pursuant to the disclosure requirements of ASU 2023-09 for the nine months ended December 31, 2025 is as follows (in thousands, except for percentages):

	(In thousands)	
	Nine Months Ended December 31, 2025	Percentage
U.S. statutory rate	(463)	21.00%
State taxes, net of federal	-	0.00%
Change in valuation allowance	208	(9.42)%
Return to provision		
Canada Emigration Tax	359	(16.28)%
Other deferred adjustments		
Unrealized fair value adjustment (CECL)	(103)	4.68%
Other deferred adjustment	19	(0.85)%
Meals & entertainment expenses	1	(0.05)%
Effective Tax Rate	<u>\$ 21</u>	<u>(0.92)%</u>
		Year Ended March 31, 2025
U.S. statutory rate		21.00%
State taxes, net of federal ¹		2.91%
Change in valuation allowance		(13.73)%
Previous tax year adjustment		0.00%
Change in state tax rates		0.00%
Transaction Costs		(2.81)%
Loss on dissenting shares		(3.20)%
Other permanent differences		(4.93)%
Effective Tax Rate		<u>(0.76)%</u>

¹Nebraska and Florida account for greater than 50% of the tax effect in this category.

Cash paid for income taxes, net of refunds received, by jurisdiction pursuant to the disclosure requirements of ASU 2023-09 for the nine months ended December 31, 2025 is as follows (in thousands):

	Nine Months Ended December 31, 2025
Federal	\$ -
State	-
Cash paid for income taxes, net of refunds received	<u>\$ -</u>

The table below presents the effects of temporary differences that gave rise to significant portions of deferred tax assets and liabilities as of December 31, 2025 and March 31, 2025:

	(In thousands)	
	Nine Months Ended December 31, 2025	Year Ended March 31, 2025
Deferred Tax Assets:		
Federal and state net operating loss carryforward	\$ 20,211	\$ 16,692
Right of use liability	611	627
Other	67	86
Total Gross Deferred Tax Assets	20,888	17,405
Less: Valuation allowance	(15,929)	(15,185)
Gross deferred tax assets	<u>4,959</u>	<u>2,220</u>
Deferred Tax Liabilities:		
Unrealized Gain/Loss on Investments	(15)	-
Right of use assets	(582)	(666)
PP&E	(7,999)	(5,109)
Other Intangibles	(510)	(604)
Other Items	(180)	(147)
Total Deferred Tax Liabilities	<u>(9,285)</u>	<u>(6,526)</u>
Total Deferred Tax Assets/(Liabilities)	<u>\$ (4,326)</u>	<u>\$ (4,306)</u>

The Company has Federal and State net operating loss (“NOLs”) carryforwards of approximately \$84 million and \$75 million, respectively, as of December 31, 2025. The Federal NOLs were generated after December 31, 2017 and have an infinite carryforward period but are subject to 80% deduction limitation based upon pre-NOL deduction taxable income. State NOLs generated have various expiration rules and dates with the first amount of NOLs expiring in 2033.

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on consideration of these items, management has determined that enough uncertainty exists relative to the realization of the deferred income tax asset balances to warrant the application of a valuation allowance as of December 31, 2025 and March 31 2025.

Future utilization of the Company’s net operating loss and research and development credit carryforwards to offset future taxable income may be subject to an annual limitation, pursuant to IRC Sections 382 and 383, as a result of ownership changes that may have occurred or that could occur in the future. An ownership change occurs when a cumulative change in ownership of more than 50% occurs within a three-year period. The Company has not completed an IRC Section 382/383 analysis regarding the limitation of net operating loss carryforwards. When this analysis is finalized, the Company plans to update its unrecognized tax benefits accordingly.

In accordance with ASC 740, Income Taxes, specifically related to uncertain tax positions, a Company is required to use a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. The Company believes its income tax filing positions and deductions will be sustained upon examination, and accordingly, no reserves or related accruals for interest and penalties have been recorded as of December 31, 2025.

On April 26, 2024, the Company sold substantially all of the finance receivables and all of the repossessed assets to Westlake Services, LLC. This sale requires the reporting of this business line as discontinued operations. The discontinued operations are reported net of tax. Thus, the tax provision related to the discontinued operations is removed from the total provision reported in the income statement for US GAAP purposes. The discontinued operations tax provision for December 31, 2025 was \$0 on approximately \$0.1 million of pre-tax income.

On July 4, 2025, the One Big Beautiful Bill Act (“OBBBA”) was enacted in the U.S. The OBBBA includes significant provisions, such as the permanent extension of certain expiring provision of the Tax Cuts and Jobs Act, modification to the international tax framework and the restoration of favorable tax treatment for certain business provisions. The legislation has multiple effective dates, with certain provisions effective in 2025 and other implemented through 2027. The Company does not anticipate the bill will have a material impact on the financial statements.

Note 13. Discontinued Operations

On November 13, 2023, the Company entered into the Purchase Agreement with Westlake Financial, pursuant to which the Company agreed to sell substantially all of its finance receivables and all of its repossessed assets. In connection with entering into the Purchase Agreement, the Company ceased new loan originations of contracts and direct loans. On April 26, 2024, the transactions contemplated by the Purchase Agreement closed with an aggregate purchase price of \$65.6 million, pursuant to the terms of the Purchase Agreement. Pursuant to the terms of the Purchase Agreement, Westlake Financial was due to make additional payments to the Company based on a percentage of cash collections received over a predetermined threshold on the loan portfolio from September 30, 2023 through the closing of the disposition. On April 26, 2024, Westlake Financial made a \$40.6 million payment to the Company at the closing of the disposition.

Subsequent to closing, the Company and Westlake Financial determined that Westlake Financial overpaid the Company \$2.6 million. The Company accordingly recorded a \$2.6 million contingent liability while negotiations took place until a settlement could be reached on the established contingent consideration.

On July 25, 2024, the arrangement between the Company and Westlake regarding a reconciliation of the initial payment to Nicholas Financial, escrow, and contingent consideration was settled, which resulted in the Company paying Westlake Financial \$2.4 million and waiving the right to any future contingent payments from Westlake Financial as originally stated in the Purchase Agreement. As a result of the sale of the Company's finance receivables and repossessed assets to Westlake, the Company recognized a gain of \$1.7 million, calculated as the excess of the total consideration over the carrying value of the finance receivables and repossessed assets sold to Westlake. The disposition of the finance receivables and repossessed assets represents a strategic shift in the business that has a major effect on the Company's operations based on the total assets, revenue, and net income of the segment sold to Westlake in comparison to the financial information of the Company as a whole.

The following depicts the results of operations for the discontinued operations of the Company for the nine months ended December 31, 2025 and the fiscal year ended March 31, 2025:

	For the Nine Months Ended December 31, 2025	For the Year Ended March 31, 2025
Interest and fee income on finance receivables	\$ -	\$ 1,229
Operating (recoveries) expenses	(94)	706
Income from operations	94	523
(Gain) on disposal of assets, net of tax	-	(1,692)
(Gain) on sale of finance receivables, net of tax	-	(823)
Income tax (expense) benefit	-	-
Income from discontinued operations, net of tax	<u>\$ 94</u>	<u>\$ 3,038</u>

The liabilities of discontinued operations presented in the Consolidated Balance Sheets as of December 31, 2025 and March 31, 2025 include the following:

(In thousands)	December 31, 2025	March 31, 2025
Liabilities of discontinued operations		
Accounts payable	\$ 4	\$ 90
Total liabilities of discontinued operations	<u>\$ 4</u>	<u>\$ 90</u>

Note 14. Segment Information

Segment Information —The Company's CODM has been identified as the Chief Executive Officer, who reviews the operating results and financial metrics for the Company to make decisions about allocating resources and assessing financial performance. We have one segment manager who reports directly to the CODM. The Company operates as one operating segment, Telecommunications, which provides broadband internet, voice over internet protocol (VOIP), and video services within service areas located primarily in Northwest and North Central Ohio. Customers include residential clients and commercial clients. In previous years, the Company had a consumer finance segment, however, this is now reported within discontinued operations for the periods presented (refer to Note 13 for further details).

The CODM uses segment operating income (loss) and assets to assess performance and allocate resources at the Telecommunications operating segment, which excludes corporate and discontinued operations of the Company. We define operating income (loss) as revenues less operating expenses. Operating expenses include cost of wireless and fiber internet services, cost of other revenue (exclusive of depreciation shown separately), plant specific and nonspecific operations expenses, general and administrative expenses, and depreciation and amortization expenses.

Costs incurred at corporate generally include legal, salary and wages for the executive management team, professional fees for services received, human resources, finance, and taxes.

The accounting policies of the Company's segment are the same as those described in the summary of significant accounting policies.

Reported segment revenue, segment operating income (loss), and significant segment expenses for the nine months ended December 31, 2025 and year ended March 31, 2025 are as follows:

Telecommunications 2025 (\$ in thousands)	Nine Months Ended December 31, 2025	Year Ended March 31, 2025
Telecommunications Segment Revenue		
Wireless internet services	\$ 4,872	\$ 5,432
Fiber internet services	3,094	2,600
Other revenue	1,386	1,334
Total revenue	<u>9,352</u>	<u>9,366</u>
Operating expenses		
General and administrative	3,660	4,406
Depreciation and amortization	2,427	1,960
Plant specific operations	1,170	1,240
Plant nonspecific operations	714	771
Cost of other revenue (exclusive of depreciation shown separately)	530	638
Cost of wireless and fiber internet services (exclusive of depreciation shown separately)	548	548
Advertising and marketing	315	256
Total segment operating expenses	<u>9,364</u>	<u>9,819</u>
Telecommunications segment operating income (loss)	<u>(12)</u>	<u>(453)</u>
Other segment items ¹	17	95
Segment income (loss) before income taxes and discontinued operations	<u>5</u>	<u>(358)</u>
Reconciliation to consolidated net loss before income taxes and discontinued operations:		
Corporate overhead and other income		
General and administrative	(2,621)	(6,407)
Advertising and marketing	(1)	(52)
Depreciation and amortization	(108)	(47)
Interest income, net	525	1,379
Emigration tax (expense)	-	(1,711)
(Loss) on dissenting shareholders' liability	-	(1,103)
Other income (expense)	(7)	11
Consolidated net loss before income taxes and discontinued operations	<u>(2,207)</u>	<u>(8,288)</u>

1. Other segment items included in Segment operating loss include interest expense, gain on the sale of assets, and other income.

Assets by segment as of December 31, 2025 and March 31, 2025 are as follows:

(\$ in thousands)	December 31, 2025	March 31, 2025
Telecommunications operating segment assets	\$ 66,548	\$ 53,994
Corporate assets	13,407	23,678
Total Assets	<u>\$ 79,955</u>	<u>\$ 77,672</u>

Note 15. Subsequent Events

On February 20, 2026, Old Market Capital Corporation entered into an intercompany loan agreement with its majority-owned subsidiary, Amplex Electric Inc., providing \$1,500,000 in principal to support the subsidiary's general working capital needs. Under the agreement, the loan bears interest at 8% per annum, compounded, beginning on February 20, 2026, and matures on May 20, 2026. The loan may be prepaid at any time without penalty, with all principal and accrued interest due at maturity.

Management evaluated subsequent events through the date the consolidated financial statements were issued and concluded that, other than the intercompany loan described above, no subsequent events occurred that required recognition or additional disclosure.