

Stewards Inc.
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Lauderhill, Florida 33351
1.833.328.6477

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Quarterly Report
For the Quarter Ending: March 31, 2026
(the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

209,102,106 as of March 31, 2026

207,102,106 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 Control¹ of the company has occurred during this reporting period: Yes:

No:

FORWARD-LOOKING STATEMENTS

Certain statements made in this Annual Report are “forward-looking statements” regarding the plans and objectives of management for future operations and market trends and expectations. Such statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The forward-looking statements included herein are based on current expectations that involve numerous risks and uncertainties. Our plans and objectives are based, in part, on assumptions involving the continued expansion of our business. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control. Although we believe that our assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this report will prove to be accurate. In light of the significant

¹ “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.

uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that our objectives and plans will be achieved.

These forward-looking statements rely on assumptions, estimates and predictions that could be inaccurate and that are subject to risks and uncertainties that could cause actual results to differ materially from expected results. We cannot guarantee future results, outcomes, levels of activity, performance, or achievements, and there can be no assurance that our expectations, intentions, anticipations, beliefs, or projections will result or be achieved or accomplished. Forward-looking statements speak only as of the date of this report. Except as required by applicable law, we undertake no obligation to publicly update or revise any forward-looking statements, or to update the reasons actual results could differ significantly from those anticipated in these forward-looking statements, even if new information becomes available in the future.

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.

Stewards Inc, formerly known as Favo Capital, Inc. (changed on November 14, 2025) formerly known as Favo Realty, Inc (changed on September 2, 2020), formerly known as Beeston Enterprises, Ltd. (changed on December 26, 2018), herein referred to as “Stewards” or the “Company.”

Current State and Date of Incorporation or Registration: Nevada, July 12, 1999

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years: None

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception: None

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

Within the past 12 months, the following corporate actions occurred or were approved:

1. Acquisition of 1818 Park

On July 11, 2025, the Company completed the acquisition of 1818 Park, a 281,493-square-foot mixed-use property in Hollywood, Florida, through multi-entity membership interest purchase agreements. The acquisition included ownership of Block 40, LLC and its subsidiaries, encompassing all real estate and operating entities associated with the property. The transaction had a contractual purchase price of approximately \$74 million. Following closing, the Company integrated the asset into its real estate segment and initiated an exchange offer to legacy EB-5 investors to convert preferred membership interests into common stock. This exchange, aimed at reducing long-term preferred obligations and aligning capital interests, constitutes a recapitalization related to the acquisition.

2. Reverse Stock Split Authorization and Subsequent Abandonment

On August 7, 2025, the Board of Directors and a majority of shareholders approved a reverse stock split in a range of 1-for-2 to 1-for-100, with the final ratio to be determined at the Board’s discretion. The action would not affect the Company’s authorized share capital of 500,000,000 shares and was subject to FINRA approval before taking effect. On November 6, 2025, the Board of Directors and the majority shareholders of the Company approved the abandonment of the previously authorized reverse stock split. The Board and shareholders determined that proceeding with the reverse split was no longer in the best interest of the Company or its shareholders.

3. Preferred Stock Recapitalization and Voting Agreement

On August 25, 2025, the Company filed a certificate of designation creating 10,000,000 shares of Series B Preferred Stock. Each share carries 50 votes, is convertible into one share of common stock after five years, and has no liquidation value. On the same date, Forfront, LLC, an affiliate of the Company, converted 10,000,000 shares of Series A Preferred Stock into 10,000,000 shares of Series B Preferred Stock on a one-for-one basis and entered into a Voting Agreement granting an irrevocable proxy for its shares to be voted in accordance with the direction of the Company’s three founders. These related actions were part of a strategic recapitalization initiative designed to streamline the Company’s capital structure, align governance control with long-term objectives, and maintain the economic interests of non-affiliate shareholders. The Board and majority shareholders reviewed and ratified the transaction under Nevada law. These related actions were part of a strategic recapitalization initiative designed to streamline the Company’s capital structure, align governance control with long-term objectives, and maintain the economic interests of non-affiliate shareholders.

4. Debt Financing Arrangement

On September 1, 2025, the Company entered into a financing agreement with Stewards International Funds PCC (on behalf of the Stewards Private Credit Fund), pursuant to which Stewards agreed to provide up to \$50 million in financing to the Company through the purchase of unsecured debt notes issued by the Company. The notes bear a fixed annual interest rate of 8.00% and mature in August 2030. In connection with the financing, the Company also issued warrants to the noteholder, exercisable for shares of the Company's common stock at a fixed price of \$0.76 per share, subject to delayed exercise conditions. Proceeds from the financing are designated for refinancing higher-cost debt and for general corporate purposes. On October 30, 2025, the Company executed Amendment No. 1 to its Loan Agreement with Stewards International Funds PCC, increasing the total debt facility from \$50 million to \$100 million. The amendment includes corresponding warrant adjustments to purchase up to 131,578,947 common shares at \$0.76 per share, while all other terms including the 8% interest rate, August 2030 maturity, and intended use of proceeds, remain unchanged. On December 19, 2025, the Company executed Amendment No. 2 to its unsecured loan agreement dated September 17, 2025 with Stewards International Funds PCC, on behalf of the Stewards Private Credit Fund, which expanded the permitted uses of proceeds to include acquisitions of companies and assets, in addition to refinancing existing indebtedness and funding general corporate and operational needs. On December 21, 2025, the Company executed Amendment No. 3 to the loan agreement, which amended transfer and registration provisions to require that the notes be issued and maintained in registered form, established a formal note register, and clarified restrictions on transfers and replacement obligations in order to comply with applicable U.S. federal tax requirements.

5. Dolomite Securities Purchase Agreement

On November 3, 2025, the Company entered into a Securities Purchase Agreement with Dolomite Foundation, acting on behalf of its investor syndicate. The agreement provides for an aggregate investment of up to \$10,000,000 through the issuance of pre-funded warrants to purchase up to 2,450,980 shares of common stock. The warrants have a nominal exercise price and are funded substantially upfront through in-kind consideration in \$DOLO tokens, with an implied per share value of \$4.08 based on the Company's historical trading prices. The warrants are structured in ten tranches, each subject to specified \$DOLO price-based milestones, and unexercised tranches may be cancelled if minimum price thresholds are not met. Any shares issued upon exercise are subject to a 12-month lock-up. The \$DOLO tokens are to be held in a jointly controlled multi-signature wallet, requiring authorization from both the Company and investor representatives. The Company does not expect to receive cash proceeds from this transaction. Any digital assets received will be held in connection with the Company's evaluation of its digital asset strategy and are not intended to be used as a source of operating liquidity. Accordingly, the transaction is strategic in nature and is not expected to provide direct funding to the Company's Private Credit or Real Estate operating segments.

6. Office and Operational Facility

On March 11, 2026, the Company completed the acquisition of the Plantation Property pursuant to a Plantation Purchase Agreement that was executed on November 8, 2025. Title to the property located at 4350 NW 8th Court, Plantation, Broward County, Florida was conveyed to Stewards Real Estate LLC, a wholly owned subsidiary of the Company, by Strata Group LLC, a Florida limited liability company, pursuant to a Special Warranty Deed recorded in the public records of Broward County, Florida. The acquisition was completed for the agreed purchase price of \$5,861,185, subject to customary closing prorations, credits, and adjustments. In connection with the closing, Stewards Real Estate LLC entered into a mortgage loan in the principal amount of \$4,000,000. The mortgage loan bears interest at a fixed rate of 12% per annum and matures on March 11, 2029. The Property is intended to serve as the Company's corporate headquarters and operational facility and supports the Company's strategy of consolidating administrative functions and supporting long term operational growth.

Address of the issuer's principal executive office:
4300 N. University Drive Suite D-105 Lauderhill, Florida 33351

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: Clear Trust Stock Transfer
Phone: (813) 235-4490

Email: inbox@ClearTrustTransfer.com Address:
16540 Pointe Village Drive, Suite 205
Lutz, Florida 33558

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:	SWRD	
Exact title and class of securities outstanding:	Common Stock ("Common Stock")	
CUSIP:	07712Q304	
Par or stated value:	\$0.0001	
Total shares authorized:	500,000,000	as of date: March 31, 2026
Total shares outstanding:	209,102,106	as of date: March 31, 2026
Total number of shareholders of record:	376	as of date: March 31, 2026

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.
None

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:	Series A Preferred Stock ("Preferred Stock")	Par or stated value:	\$0.0001	
Total shares authorized:	71,250,000	as of date:	March 31, 2026	
Total shares outstanding:	71,250,000	as of date:	March 31, 2026	
Total number of shareholders of record:	2	as of date:	March 31, 2026	

Exact title and class of the security:	Series B Preferred Stock ("Preferred Stock")	Par or stated value:	\$0.0001	
Total shares authorized:	10,000,000	as of date:	March 31, 2026	
Total shares outstanding:	10,000,000	as of date:	March 31, 2026	
Total number of shareholders of record:	1	as of date:	March 31, 2026	

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.
None

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.

None

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

Series A

Under the Certificate of Designation, filed on June 5, 2023, holders of Series A Preferred Stock are entitled to a liquidation preference of \$0.25 per share, the Stated Value, over our common stock and Series C Preferred Stock in the event of a dissolution, liquidation or winding up of the company.

After twenty-four months, each share of Series A Preferred Stock may be converted into shares of common stock, the number of which is determined according to the following formula, subject to adjustments for stock splits, stock dividends, recapitalizations, reorganizations, reclassifications, combinations, subdivisions or other similar events: Conversion Amount (\$0.25) / Conversion Price (\$0.25).

In connection with any conversion, each holder of Series A Preferred Stock is subject to a beneficial ownership limitation of 9.99% of our outstanding common stock.

The holders of Series A Preferred Stock vote together with the holders of Common Stock, the Series C Preferred Stock and any other class or series of stock entitled to vote thereon as a single class on an as converted basis.

Each holder shall be entitled to receive an annual dividend of six percent (6%) of the Stated Value times the number of Preferred Shares held by such holder payable on a quarterly basis beginning at the end of the Company's fiscal quarter following the original issue date. Dividends on the Preferred Shares are payable, at the Company's option, in (a) cash or (b) shares of the Company's Common Stock or a combination thereof.

The Company may, in its sole discretion, elect to redeem all or a portion of the outstanding Preferred Shares at the Redemption Amount. As used herein, the term "Redemption Amount" shall equal the Stated Value. If the Company does not redeem all of the outstanding Preferred Shares, but instead opts for a partial redemption, it must be done in at least \$250,000 increments and for every \$250,000 redeemed the Company will issue to the Holder a warrant to purchase 1,000,000 shares of the Company's Common Stock at an exercise price of \$0.25 share.

On November 29, 2023, the Company elected to increase its authorized shares of Series A preferred shares from 20,000,000 shares to 81,250,000 shares.

On August 25, 2025, pursuant to a Conversion Agreement with Forfront Capital, LLC, the Company converted 10,000,000 shares of Series A Preferred Stock into 10,000,000 shares of Series B Preferred Stock. The converted Series A shares were subsequently cancelled and retired.

As of March 31, 2026, there were 71,250,000 outstanding shares of Series A Preferred Stock.

Series B

Under the Certificate of Designation filed on August 25, 2025, the Company authorized 10,000,000 shares of Series B Preferred Stock, par value \$0.0001 per share. The Series B Preferred Stock carries super-voting rights, with each share entitling the holder to fifty (50) votes on all matters submitted to a vote of the stockholders. Holders of Series B Preferred Stock vote together with holders of Common Stock and Series A Preferred Stock as a single class on an as-converted basis.

The Series B Preferred Stock was created to promote governance stability and alignment of voting control with the Company's founders during a critical strategic phase, including a corporate rebranding and planned capital infusion. The Series B Preferred Stock carries no liquidation preference, dividend rights, or other economic participation, underscoring its governance-only purpose.

Five years after the date of issuance, each share of Series B Preferred Stock may be converted into one share of Common Stock at the option of the holder. The conversion ratio is subject to standard adjustments for stock splits, stock dividends, recapitalizations, reorganizations, or similar events.

Pursuant to a Voting Agreement executed concurrently with the issuance, holders of Series B Preferred Stock have agreed to vote their shares in accordance with the direction of the Company's founders, Vincent Napolitano, Shaun Quin, and Glen Steward, with the Company's President designated as proxy holder.

As of March 31, 2026, there were 10,000,000 shares of Series B Preferred Stock outstanding, all held by Forfront Capital, LLC, which received the shares in exchange for the cancellation of 10,000,000 Series A Preferred shares pursuant to the Conversion Agreement dated August 25, 2025.

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

No Additional

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.

On May 9, 2025, Vincent Napolitano, our officer, director and shareholder of the Company issued a notice of conversion to our company to convert 18,750,000 shares of his Series C Preferred Stock into 18,750,000 shares of our company's common stock, as provided for under the Certificate of Designation, as amended, for the Series C Preferred Stock.

On the same date, we instructed our transfer agent to convert the 18,750,000 shares of Series C Preferred Stock into common stock and, as per the instructions of Mr. Napolitano, to issue 18,750,000 new shares of common stock to entities related to our officers and directors, as follows:

VK Nap Family, LLC (10,359,375 shares)
S & T Quin Family Limited Partnership (5,578,125 shares)
Stewards Investment Capital Limited (2,812,500 shares)

As a result of the above conversion, there are no outstanding shares of our Series C Preferred Stock and there has been an increase in our outstanding shares of common stock of 18,750,000 shares.

Following the completion of this conversion, the Company's Board of Directors approved the formal withdrawal of the Certificate of Designation for the Series C Preferred Stock. On August 25, 2025, this withdrawal was filed with the Nevada Secretary of State, and the 18,750,000 shares previously designated as Series C Preferred Stock were returned to the Company's pool of authorized but unissued blank check preferred shares.

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 <u>Opening Balance</u> : Date <u>12/31/2023</u> Common: <u>87,554,734</u> Preferred: <u>47,170,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
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.
<u>02/28/2024</u>	<u>New Issuance</u>	<u>125,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Sebastian Darmodihardjo</u>	<u>Services</u>	<u>R</u>	<u>4(a)(2)</u>
<u>02/28/2024</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Robin Paws, LLC (Robin Nadeau-Campus)</u>	<u>Acquisition Cost</u>	<u>R</u>	<u>4(a)(2)</u>
<u>05/01/2024</u>	<u>New Issuance</u>	<u>600,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Liro Holdings (Rocco Trotta)</u>	<u>Services</u>	<u>R</u>	<u>4(a)(2)</u>
<u>06/18/2024</u>	<u>New Issuance</u>	<u>600,000</u>	<u>Series A Preferred Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Forfront Capital/ Glen Steward, Bilal Adam and Nathaniel Tsang Mang Kin</u>	<u>Issuance</u>	<u>R</u>	<u>4(a)(2)</u>
<u>07/19/2024</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Ernest P. Hart</u>	<u>Services</u>	<u>R</u>	<u>4(a)(2)</u>
<u>10/18/2024</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Series A Preferred Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Forfront Capital/ Glen Steward, Bilal Adam and Nathaniel Tsang Mang Kin</u>	<u>Issuance</u>	<u>R</u>	<u>4(a)(2)</u>
<u>10/21/2024</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Series A Preferred Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Forfront Capital/ Nathaniel Tsang Mang Kin</u>	<u>Issuance</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Richard Batzer and Frances Batzer</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Richard Batzer and William Batzer</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>William Batzer</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Darren Brungardt</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Margherita Cacioppo Trust</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>

<u>12/12/2024</u>	<u>New Issuance</u>	<u>400,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Ivan Caplan</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Ronald Chupp</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>John Darger</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Matthew J Eames</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Brian Eskin</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>4,000,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Forfront Capital</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>James Godfrey and Nida Godfrey</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>James C Gumin a</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Herbert Family Trust</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Peter V Houme re</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Richard Jaffe</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Barry Kern</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Daniel B Koons</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Daniel B Koons and Kimberly A Wrobel</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Daniel L Koons and Margaret Koons</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Jordan G Nayden ov</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Jeffrey A Niezgo da</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Daniel Passacantilli</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Pulliam Trust</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>400,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>John M Raney</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Robert Riviere and Mary Riviere</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>

<u>12/12/2024</u>	<u>New Issuance</u>	<u>400,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Glen Schneider</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>SHB Equities [Henry Bergmann]</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/12/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>The Lovely Living Trust</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>01/22/2025</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Robin Paws</u>	<u>Acquisition Cost</u>	<u>R</u>	<u>4(a)(2)</u>
<u>05/08/2025</u>	<u>New Issuance</u>	<u>32,000,000</u>	<u>Series A Preferred Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Stewards International Funds PCC (Glen Steward)</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>05/09/2025</u>	<u>Share Conversion</u>	<u>(18,750,000)</u>	<u>Series C Preferred Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Vincent Napolitano</u>	<u>Share conversion</u>	<u>R</u>	<u>3(a)(9)</u>
<u>05/09/2025</u>	<u>New Issuance/ Share Conversion</u>	<u>10,359,375</u>	<u>Common Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>VK Nap Family, LLC (Vincent Napolitano)</u>	<u>Share conversion</u>	<u>R</u>	<u>3(a)(9)</u>
<u>05/09/2025</u>	<u>New Issuance/ Share Conversion</u>	<u>5,578,125</u>	<u>Common Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>S & T Quin Family Limited Partnership (Shaun Quin)</u>	<u>Share conversion</u>	<u>R</u>	<u>3(a)(9)</u>
<u>05/09/2025</u>	<u>New Issuance/ Share Conversion</u>	<u>2,812,500</u>	<u>Common Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Stewards Investment Capital Limited (Glen Steward)</u>	<u>Share conversion</u>	<u>R</u>	<u>3(a)(9)</u>
<u>06/30/2025</u>	<u>New Issuance</u>	<u>400,000</u>	<u>Common Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Investors in Bridge Raise (all issuances on 12/12/2024)</u>	<u>Amendment to Extend Registration</u>	<u>R</u>	<u>4(a)(2)</u>
<u>07/11/2025</u>	<u>New Issuance</u>	<u>768,633</u>	<u>Common Stock</u>	<u>\$0.76</u>	<u>No</u>	<u>Jagfam Investments LLC</u>	<u>Block 40 LLC acquisition</u>	<u>R</u>	<u>4(a)(2)</u>
<u>07/11/2025</u>	<u>New Issuance</u>	<u>3,309,768</u>	<u>Common Stock</u>	<u>\$0.76</u>	<u>No</u>	<u>Manton 3 LLC (Harish Mehta)</u>	<u>Block 40 LLC acquisition</u>	<u>R</u>	<u>4(a)(2)</u>
<u>07/11/2025</u>	<u>New Issuance</u>	<u>2,506,182</u>	<u>Common Stock</u>	<u>\$0.76</u>	<u>No</u>	<u>Muirfield USA LLC (Kiran Reddy)</u>	<u>Block 40 LLC acquisition</u>	<u>R</u>	<u>4(a)(2)</u>
<u>07/11/2025</u>	<u>New Issuance</u>	<u>5,031,791</u>	<u>Common Stock</u>	<u>\$0.76</u>	<u>No</u>	<u>ARG Property Holdings LLC (Charles R. Abele, Jr)</u>	<u>Block 40 LLC acquisition</u>	<u>R</u>	<u>4(a)(2)</u>
<u>07/11/2025</u>	<u>New Issuance</u>	<u>746,929</u>	<u>Common Stock</u>	<u>\$0.76</u>	<u>No</u>	<u>BCP Regional LLC (Jose R. Boschetti, Silvia Boschetti, Luis Boschetti, Lina Boschetti)</u>	<u>Block 40 LLC acquisition</u>	<u>R</u>	<u>4(a)(2)</u>
<u>07/11/2025</u>	<u>New Issuance</u>	<u>2,775,278</u>	<u>Common Stock</u>	<u>\$0.76</u>	<u>No</u>	<u>DBM@Block 55 LLC (Peter J. Jago)</u>	<u>Block 40 LLC acquisition</u>	<u>R</u>	<u>4(a)(2)</u>
<u>07/11/2025</u>	<u>New Issuance</u>	<u>355,263</u>	<u>Common Stock</u>	<u>\$0.76</u>	<u>No</u>	<u>Dejager Investments LLC (Annari de Jagger)</u>	<u>Block 40 LLC acquisition</u>	<u>R</u>	<u>4(a)(2)</u>
<u>07/11/2025</u>	<u>New Issuance</u>	<u>887,054</u>	<u>Common Stock</u>	<u>\$0.76</u>	<u>No</u>	<u>FAHA 2 Trust LLC (Estate of Don McCarthy)</u>	<u>Block 40 LLC acquisition</u>	<u>R</u>	<u>4(a)(2)</u>
<u>07/11/2025</u>	<u>New Issuance</u>	<u>5,514,196</u>	<u>Common Stock</u>	<u>\$0.76</u>	<u>No</u>	<u>Four@Block 40 LLC (Peter J. Jago)</u>	<u>Block 40 LLC acquisition</u>	<u>R</u>	<u>4(a)(2)</u>

07/11/2025	<u>New Issuance</u>	4,144,737	<u>Common Stock</u>	<u>\$0.76</u>	<u>No</u>	<u>Gomo II LLC (Jose R. Boschetti)</u>	<u>Block 40 LLC acquisition</u>	<u>R</u>	<u>4(a)(2)</u>
07/11/2025	<u>New Issuance</u>	36,337,333	<u>Common Stock</u>	<u>\$0.76</u>	<u>No</u>	<u>Hollywood Circle Holdings LLC (Peter Jago and Charles R. Abele, JR. various EB-5 investors)</u>	<u>Block 40 LLC acquisition</u>	<u>R</u>	<u>4(a)(2)</u>
07/11/2025	<u>New Issuance</u>	148,026	<u>Common Stock</u>	<u>\$0.76</u>	<u>No</u>	<u>Gail Mackenzie</u>	<u>Block 40 LLC acquisition</u>	<u>R</u>	<u>4(a)(2)</u>
07/11/2025	<u>New Issuance</u>	148,027	<u>Common Stock</u>	<u>\$0.76</u>	<u>No</u>	<u>Graham Mackenzie</u>	<u>Block 40 LLC acquisition</u>	<u>R</u>	<u>4(a)(2)</u>
08/13/2025	<u>New Issuance</u>	<u>1,000,000</u>	<u>Series A Preferred Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Forfront Capital/ Glen Steward, Bilal Adam and Nathaniel Tsang Mang Kin</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
08/13/2025	<u>New Issuance</u>	<u>4,000,000</u>	<u>Series A Preferred Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Stewards International Funds PCC (Glen Steward)</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
08/15/2025	<u>New Issuance</u>	315,000	<u>Common Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Mathew Dimicco</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
08/15/2025	<u>New Issuance</u>	105,000	<u>Common Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Barger Excavation, Inc</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
08/15/2025	<u>New Issuance</u>	105,000	<u>Common Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Greg Franklin & Evelyn Franklin</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
08/15/2025	<u>New Issuance</u>	105,000	<u>Common Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Daniel Higgins</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
08/15/2025	<u>New Issuance</u>	52,500	<u>Common Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Peter V Houmere & Sarah Houmere</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
08/15/2025	<u>New Issuance</u>	210,000	<u>Common Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Howard Howell & Jonathan Howell</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
08/15/2025	<u>New Issuance</u>	105,000	<u>Common Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Richard Jaffe</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
08/15/2025	<u>New Issuance</u>	52,500	<u>Common Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Joseph Moriarty</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
08/15/2025	<u>New Issuance</u>	52,500	<u>Common Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Ray Robert Ricigliano</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
08/15/2025	<u>New Issuance</u>	105,000	<u>Common Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Stephen Carmel Trustee</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
08/15/2025	<u>New Issuance</u>	630,000	<u>Common Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Stewards Investment Capital Limited (Glen Steward)</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
08/25/2025	<u>Conversion</u>	-10,000,000	<u>Series A Preferred Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Forfront Capital/ Glen Steward, Bilal Adam and Nathaniel Tsang Mang Kin</u>	<u>Conversion</u>	<u>R</u>	<u>3(a)(9)</u>
08/25/2025	<u>Conversion</u>	10,000,000	<u>Series B Preferred Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Forfront Capital/ Glen Steward, Bilal Adam and</u>	<u>Conversion</u>	<u>R</u>	<u>3(a)(9)</u>

						<u>Nathaniel Tsang</u> <u>Mang Kin</u>			
09/02/2025	<u>New Issuance</u>	<u>200,000</u>	<u>Series A</u> <u>Preferred</u> <u>Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Forfront Capital/</u> <u>Glen Steward,</u> <u>Bilal Adam and</u> <u>Nathaniel Tsang</u> <u>Mang Kin</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
10/31/2025	<u>New Issuance</u>	<u>21,128,838</u>	<u>Common</u> <u>Stock</u>	<u>\$0.76</u>	<u>No</u>	<u>25 EB-5</u> <u>Investors</u>	<u>EB-5 Conversion</u>	<u>R</u>	<u>4(a)(2)</u>
11/03/2025	<u>New Issuance</u>	<u>2,125,000</u>	<u>Common</u> <u>Stock</u>	<u>\$0.76</u>	<u>No</u>	<u>Robin Paws,</u> <u>LLC</u> <u>(Robin Nadeau-</u> <u>Campus)</u>	<u>Second</u> <u>Amendment to</u> <u>the Business</u> <u>Commission</u> <u>Agreement</u>	<u>R</u>	<u>4(a)(2)</u>
12/05/2025	<u>New Issuance</u>	<u>7,030,000</u>	<u>Series A</u> <u>Preferre</u> <u>Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Stewards</u> <u>International</u> <u>Funds PCC</u> <u>(Glen Steward)</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
12/12/2025	<u>New Issuance</u>	<u>11,500</u>	<u>Common</u> <u>Stock</u>	<u>\$4.08</u>	<u>No</u>	<u>Employees</u>	<u>Employee</u> <u>Compensation</u>	<u>R</u>	<u>4(a)(2)</u>
12/17/2025	<u>New Issuance</u>	<u>34,465</u>	<u>Common</u> <u>Stock</u>	<u>\$0.76</u>	<u>No</u>	<u>15-352</u> <u>Associated, LLC</u> <u>[Henry</u> <u>Bergmann]</u>	<u>Conversion</u>	<u>R</u>	<u>3(a)(9)</u>
12/17/2025	<u>New Issuance</u>	<u>526,315</u>	<u>Common</u> <u>Stock</u>	<u>\$0.76</u>	<u>No</u>	<u>Robert Harpur</u>	<u>Conversion</u>	<u>R</u>	<u>3(a)(9)</u>
12/17/2025	<u>New Issuance</u>	<u>135,537</u>	<u>Common</u> <u>Stock</u>	<u>\$0.76</u>	<u>No</u>	<u>SHB Equities,</u> <u>LLC [Henry</u> <u>Bergmann]</u>	<u>Conversion</u>	<u>R</u>	<u>3(a)(9)</u>
1/22/2026	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u> <u>Stock</u>	<u>\$0.25</u>	<u>No</u>	<u>Robinpaws LLC</u>	<u>Acquisition Cost</u>	<u>R</u>	<u>3(a)(9)</u>
<u>Shares Outstanding Ending Balance: Date 3/31/2026</u>									
<u>Common: 209,102,106</u> <u>Preferred: 81,250,000</u>									

Example: A company with a fiscal year end of December 31st 2025, 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, 2024 through December 31, 2025 pursuant to the tabular format above.

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

None

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 ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
October 14, 2025	\$400,000	\$400,000	October 14, 2026	At any time, the Holder may, at its sole option, convert all or any portion of the outstanding principal and accrued interest into shares of the Company's common stock at the Conversion Price of \$0.76 per share.	None	526,316	Rob Harpur	Working Capital
October 30, 2025	\$129,204	\$129,204	October 30, 2025	At any time, the Holder may, at its sole option, convert all or any portion of the outstanding principal and accrued interest into shares of the Company's common stock at the Conversion Price of \$0.76 per share.	None	170,002	Henry Bergmann (315-352 Associated, LLC and SHB Equities, LLC)	Working Capital

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

None

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")

We are a diversified financial services company with two complementary business platforms: Private Credit and Real Estate. Our strategy is to provide alternative financing solutions to small and medium-sized businesses (SMBs) underserved by traditional lenders, while also building a portfolio of income-producing and value-enhancing real estate assets. Together, these businesses are designed to broaden our revenue base, strengthen the balance sheet with tangible assets, and support long-term, capital-efficient growth.

The Private Credit Division provides revenue-based funding and related financing products to SMBs nationwide. Since 2020, we have originated more than \$153 million in funding and supported over 10,000 businesses across the United States. The Real Estate Division, launched in 2025, targets strategic investments in residential, mixed-use, and commercial properties designed to generate stable rental income and have the potential for long-term value appreciation. These real estate holdings improve our overall capital efficiency by anchoring the balance sheet with durable, income-producing assets, lowering our blended cost of capital, and providing recurring cash flows that enhance liquidity management.

As part of our broader strategic plan, we are pursuing a measured integration of digital-asset technologies across both business segments to enhance liquidity, settlement efficiency, and access to capital. Through partnerships with established financial-technology providers, currently limited to the Dolomite Foundation, the Company is

developing frameworks for the use of digital payment instruments in its Private Credit operations and evaluating opportunities for tokenization within its Real Estate platform, which consists of the ownership and management of income-producing commercial real estate assets. These initiatives are intended to improve operational transparency, reduce transaction costs, and expand financing optionality within existing regulatory and accounting standards. As of the date of this Annual Report, these digital asset initiatives are not deployed in our live business operations and we do not currently conduct transactions, custody assets, or generate revenues through blockchain based or tokenized instruments. At this time, we have not established a definitive timeline for completion of any integration, and implementation, if any, will depend on a number of factors, including evolving regulatory requirements, accounting and audit considerations, the design and testing of appropriate internal controls and compliance procedures, technology partner readiness, cybersecurity and operational risk management, and market acceptance.

While each division operates independently, they are designed to complement one another. The real estate business provides steady, long-term income and strengthens overall financial stability, while the private credit business offers faster-turnover funding with attractive near-term returns. Together, they create a balanced model in which real estate adds stability and efficiency, private credit drives growth, and digital-asset infrastructure provides additional flexibility and modernization of the Company’s capital management strategy.

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

Subsidiary Name	Domicile	Officer/Director/Manager	% Owned	Owned By
Favo Holdings, LLC	<u>Delaware</u>	<u>Vincent Napolitano</u>	<u>65</u>	<u>Vincent Napolitano</u>
Favo Holdings, LLC	<u>Delaware</u>	<u>Vincent Napolitano</u>	<u>35</u>	<u>Shaun Quin</u>
FORE Funding CA, LLC	<u>Delaware</u>	<u>Vincent Napolitano</u>	<u>100</u>	<u>Stewards Inc</u>
FAVO Funding CA, LLC	<u>Delaware</u>	<u>Vincent Napolitano</u>	<u>100</u>	<u>Stewards Inc</u>
FAVO Funding, LLC	<u>Delaware</u>	<u>Vincent Napolitano</u>	<u>100</u>	<u>Stewards Inc</u>
Honeycomb, LLC	<u>Delaware</u>	<u>Vincent Napolitano</u>	<u>100</u>	<u>Stewards Inc</u>
FORE Funding, LLC	<u>Delaware</u>	<u>Vincent Napolitano</u>	<u>100</u>	<u>Stewards Inc</u>
FC Sub Fund LLC	<u>Delaware</u>	<u>Vincent Napolitano</u>	<u>100</u>	<u>Stewards Inc</u>
LendTech CRM LLC	<u>Florida</u>	<u>Shaun Quin</u>	<u>100</u>	<u>Stewards Inc</u>
DBOSS Funding LLC	<u>Florida</u>	<u>Shaun Quin</u>	<u>100</u>	<u>Stewards Inc</u>
FAVO Capital	<u>Dominican Republic</u>	<u>Shaun Quin</u>	<u>100</u>	<u>Stewards Inc</u>
FAVO Capital DR	<u>Dominican Republic</u>	<u>Shaun Quin</u>	<u>99</u>	<u>Stewards Inc.</u>
Block 40, LLC	<u>Florida</u>	<u>Block 40 Managers, LLC</u>	<u>100</u>	<u>Stewards Inc.</u>
Block 40 Managers, LLC	<u>Florida</u>	<u>Stewards Inc.</u>	<u>100</u>	<u>Stewards Inc.</u>
Block 40 Investments Holdings, LLC	<u>Florida</u>	<u>Stewards Inc.</u>	<u>100</u>	<u>Stewards Inc.</u>
Stewards Management, LLC	<u>Nevada</u>	<u>Shaun Quin</u>	<u>100</u>	<u>Stewards Inc.</u>
Stewards Real Estate LLC	<u>Nevada</u>	<u>Katuischia Murless</u>	<u>100</u>	<u>Stewards Inc.</u>
Stewards Private Credit LLC	<u>Nevada</u>	<u>Katuischia Murless</u>	<u>100</u>	<u>Stewards Inc.</u>

C. Describe the issuers’ principal products or services.

Stewards, Inc. operates as a diversified financial services company with two primary business divisions: Private Credit and Real Estate.

The Private Credit Division provides alternative financing solutions to small and medium-sized businesses that may not qualify for traditional bank credit. These financing products include merchant cash advances, revenue-based financing, and short-term working capital facilities. Stewards originates, underwrites, and services these instruments directly, generating revenue primarily through fees and interest associated with its funding activities. The company's private credit operations focus on disciplined risk management, diversified exposure across industries, and high-yield performance-based returns.

The Real Estate Division acquires, owns, and manages income-producing commercial and mixed-use properties located in growth markets. The company's real estate assets are selected for their potential to generate stable cash flows, capital appreciation, and complementary support for its private credit operations. The division's portfolio currently includes 1818 Park, a 281,493-square-foot mixed-use development in Hollywood, Florida, comprising residential, retail, office, and food-and-beverage components.

Together, these businesses form an integrated platform designed to balance short-duration, high-yield private credit income with the long-term stability of tangible real estate holdings. This structure enhances liquidity, supports credit facility access, and strengthens overall capital efficiency.

Finally, as part of our broader strategic plan, we are pursuing a measured integration of digital-asset technologies across both business segments to enhance liquidity, settlement efficiency, and access to capital.

Private Credit Overview

Our Private Credit Division provides alternative financing solutions to SMBs across the United States. The core of our business is the origination and funding of merchant cash advances (MCAs), both directly and through syndication arrangements with our partners. These MCA activities represent our principal line of business and generate the substantial majority of our revenues.

Since 2020, we have originated over \$153 million in capital and supported more than 10,000 SMBs nationwide. We are headquartered in Fort Lauderdale, Florida, with operations in New York and the Dominican Republic. In addition to our MCA business, we occasionally act as a broker for other funders, earning commissions when SMB customers we refer obtain financial products such as MCA or lines of credit. These brokerage activities are ancillary to our MCA operations and represent a smaller portion of our business.

Our MCA business is conducted through operating subsidiaries that sit under our private credit holding company. These subsidiaries include FAVO Funding LLC, Honeycomb LLC, and Fore Funding LLC, which originate and service MCA transactions. Our brokerage activities, which consist of referring merchants to third-party funders and earning commissions, are conducted through Fore Funding LLC and DBOSS Funding LLC, also held within the same private credit platform.

Merchant Cash Advances

Merchant cash advances ("MCAs") have evolved as an alternative capital source primarily for small businesses, and they represent the principal product we currently originate and fund. In our MCA transactions, a merchant sells a portion of its future receipts to us at a discount in exchange for an upfront lump-sum payment. The merchant then remits a specified percentage of its sales receipts, typically through daily Automated Clearing House ("ACH") transfers, until we have received the full amount of purchased receipts.

Unlike loans or securities, MCAs are structured as purchases and sales of future receipts and the assignment of related rights. Our small and medium-sized business ("SMB") customers typically use these advances for working capital, such as inventory purchases, equipment financing, or other immediate business needs.

While MCAs represent the substantial majority of our revenues today, we also generate brokerage income on a limited basis by referring merchants to third-party funders for products such as MCAs and lines of credit. These

brokerage activities account for a smaller share of our business relative to our directly originated and syndicated MCA portfolios.

We operate a direct and syndication revenue-based funding platform to serve SMBs in need of liquidity to fulfill their financial responsibilities. Through our direct sales, marketing, underwriting, and operational platform, and in collaboration with our six primary Syndication Partners, each of which operates in the same revenue-based financing business as Stewards, we provide funding solutions for customers. These syndication arrangements allow us to participate in a percentage of approved transactions, with participation amounts ranging from 10% to 95% of the deal value. Pursuant to Master Participation Agreements and related agreements, Stewards not only originates and funds transactions but also provides servicing and collection services on behalf of itself and its Syndication Partners. This structure enables us to diversify risk, leverage partner deal flow, and expand the scale of our funding platform while maintaining consistency with our underwriting criteria.

We originate and provide revenue-based financing to businesses primarily through MCAs. We provide convenient, fully automated financial solutions to our customers. An SMB customer who enters into an MCA commits to delivering a percentage of its receipts through ACH or wire debits or by splitting credit card receipts until all purchased receipts are remitted to us.

We believe traditional lenders face a number of challenges and limitations that make it difficult to address the capital needs of SMBs, such as:

§ *Organizational and Structural Challenges.* The costly combination of physical branches and manually intensive underwriting procedures makes it difficult for traditional lenders to efficiently serve SMBs. They also serve a broad set of customers, including both consumers and enterprises, and are not solely focused on addressing the needs of SMBs.

§ *Technology Limitations.* Many traditional lenders use legacy or third-party systems that are difficult to integrate or adapt to the shifting needs of small businesses. These technology limitations make it challenging for traditional lenders to aggregate new data sources, leverage advanced analytics and streamline and automate credit decisions and funding.

§ *Products not Designed for SMBs.* SMBs are not well served by traditional loan products. We believe that traditional lenders often offer products characterized by larger loan sizes, longer durations and rigid collateral requirements. By contrast, SMBs often seek small loans for short-term investments.

As a result, we believe that SMBs feel underserved by traditional lenders. Our solution was built specifically to address SMBs' capital needs. We offer products to SMBs to enable them to access capital. We facilitate eligible merchants to secure cash advances and accelerate the growth of their business by providing access to simple, fast, and convenient working capital under MCAs. This structure has some advantages over the structure of a conventional loan. Most importantly, payments towards an MCA can be modified for hardships suffered by a business, giving the merchant greater flexibility with which to manage their cash flow, particularly during an unforeseen event. MCAs are processed much faster than a typical loan, giving borrowers quicker access to capital.

Direct and Syndicated Funding

A key challenge in the merchant cash advance industry is securing sufficient capital to meet strong demand from small businesses. We address this challenge through two complementary channels: (i) direct funding, where we originate, underwrite, fund, and service MCAs on our own balance sheet, and (ii) syndicated funding, where we participate alongside six established syndication partners under Master Participation Agreements. Syndication participation levels generally range from 10% to 95% of each transaction, subject to our investment guidelines.

Our direct portfolio consists of MCAs that we originate and service end-to-end, allowing us to capture full economics, including origination and administrative fees. By contrast, syndicated transactions are originated by our partners, with our participation aligned to our underwriting standards. Direct Funding with a syndication

partner vs Direct Funding as the lead funder refers mainly to how the deal is concluded and what type of relationship the Company has with the merchant. Direct Funding with a syndication partner is differentiated by the fact that the contract with the merchant is entered into by the syndication partner, and the Company only benefits from its portion of the deal. Direct funding as the lead funder in comparison is where the Company enters into the contract with the merchant directly and therefore also services the entire deal. When the company is acting as the lead funder on a deal we will only fund a deal directly with a merchant not through an intermediary funder. To manage risk, we actively monitor exposures and do not participate in any syndication arrangement where our share would exceed 40% of a partner's total portfolio.

We generate revenues from both models: (i) factor rate returns, origination, and administrative fees on our direct portfolio, and (ii) participations in syndicated transactions, supplemented by servicing and collection fees earned on receivables we manage on behalf of partners. This approach balances higher-margin direct fundings with the capital efficiency and risk diversification benefits of syndication. The table below outlines key differences between the two models.

Aspect	Direct Funding	Syndicated Funding
Definition	A single funder provides the entire merchant cash advance directly, enters into the contract with the merchant and services the MCA completely independently.	Multiple funders co-fund a single MCA through a syndication structure. The syndication partner enters into the contract with the merchant and services the MCA but the capital is provided by multiple investors who all participate in the transaction.
Revenue Model	Factor-rate revenues accrue entirely to the direct funder.	Revenues are shared pro rata among participants; the lead funder typically earns servicing fees and profit allocations.
Capital Deployment	Fully funded from the company's own capital.	Capital is pooled from several investors, enabling larger transactions.
Risk Exposure	100% of performance risk rests with the direct funder.	Risk is distributed among participants, limiting exposure for any one investor.
Underwriting	Relies solely on the funder's internal, AI-enabled data-driven underwriting process.	The lead funder applies its underwriting and servicing standards to all participants' portions.
Funding Scale	Constrained by the funder's available reserves.	Greater capacity to fund larger or multiple deals through pooled participation (e.g., 10%–95% of deal size).
Administration	Originator manages servicing, collections, and remittances directly.	The lead funder administers servicing and distributes proceeds to syndicate participants under Master Participation Agreements.
Economic Participation	All returns (and losses) accrue to the originator.	Returns are distributed according to participation levels; lead funder receives priority servicing fees.
Speed of Execution	Often faster, with fewer parties involved.	May require additional coordination but leverages partner networks for deal flow.

Direct vs. Syndicated Funding Structures

In direct fundings, the merchant enters into a bilateral purchase and sale agreement with a single funder. The funder advances its own capital, bears all risk of non-performance, and retains all revenue, including origination fees, administrative fees, and MCA income. The agreement is relatively straightforward, with no third-party stakeholders.

By contrast, syndicated fundings involve multiple parties: the merchant, a lead funder, and syndicate participants (investors or co-funders). The merchant contract is executed with the lead funder, while the syndicate participants enter into a Master Participation Agreement (and, where applicable, Independent Sales Organization agreements) governing their respective rights and obligations. These agreements outline servicing authority, profit-sharing mechanics, and the allocation of risk among participants. Syndicated contracts are inherently more complex than direct fundings, as amendments or enforcement actions require coordination among multiple parties.

In direct fundings, the funder provides the entire advance from its own capital and assumes 100% of the exposure. In syndicated fundings, the lead funder may contribute a portion (e.g., 60%) while syndicate partners contribute the balance (e.g., 40%). Losses are borne pro rata, and syndicate participants typically have limited recourse against the lead funder, except in cases of mismanagement or breach of fiduciary duty. Most syndicated MCAs are structured as non-recourse transactions, meaning the risk of merchant non-performance is shared collectively across all participants.

Syndicated transactions may also carry additional costs, such as platform fees charged by syndication partners (generally 3%–5% of remittances), and administrative costs associated with servicing multiple stakeholders. These fees can increase the effective cost of capital relative to direct fundings.

For direct fundings, our revenue includes origination fees, administrative fees, MCA income, and ancillary fees (e.g., non-sufficient funds, collections, Uniform Commercial Code filings), all recognized over the contract term as payments are received.

For syndicated fundings, we do not typically retain origination or administrative fees. Instead, our revenue is derived from:

- our proportionate share of MCA income
- servicing and collection fees earned as lead funder and servicer, and

Year	Direct Funding	Syndicated Funding	Total Funding
2023	\$17,284,157	\$17,351,122	\$34,635,279
2024	\$12,997,355	\$18,025,300	\$31,022,655
2025	\$7,222,173	\$12,095,202	\$19,317,375
Q1 2026	\$131,000	\$1,803,140	\$1,934,140

Our direct funding portfolio has SMBs across multiple segments and industry types, but most of our merchants fall into the services, construction, and retail industries. These include restaurants, construction and development projects, physical fitness facilities, accounting and bookkeeping practices, home furnishings and equipment stores, and automotive repair shops, among others.

The composition of our syndication portfolio closely aligns with that of our direct investments, both of which are strategically shaped by evolving market dynamics. Key determinants include macroeconomic conditions, the influence of domestic and international government policy decisions, and the relative advantages of specific U.S. geographic regions. Regulatory and policy environments, whether supportive or restrictive, impact sector performance and are carefully considered in our portfolio construction and allocation strategy.

Although syndication currently represents a larger share of total funding volume, our strategic priority is to expand direct funding given its higher margin profile and greater control over underwriting and servicing economics. The Simplified Acquisition was undertaken specifically to increase our capacity for direct originations. Over time, we expect direct funding to comprise a greater portion of total originations, with syndication continuing to play a complementary role in providing capital efficiency and risk diversification.

MCA – Syndication Partners

We identify leading funders in the industry through market research, funding forums, the Revenue Based Funding Coalition (RBFC), and long-term business relationships, all of which have established underwriting and operational capabilities that allow partners to participate in their deal flow. The RBFC includes funders, brokers,

Independent Sales Organizations, and industry vendors that provide technology and operational services to the sector. It was established to educate policymakers and regulators on issues affecting the non-bank commercial finance industry and to support responsible growth of revenue-based financing. At the same time, the MCA industry remains subject to ongoing regulatory scrutiny at both the federal and state levels, and participation in industry groups such as the RBFC reflects our effort to stay aligned with evolving standards and compliance expectations.

We currently maintain relationships with six syndication partners, three core partners and three secondary partners, all of whom operate in the Merchant Cash Advance industry and provide revenue-based financing solutions. From time to time, we syndicate on various deals that our partners have approved for funding, with syndication participation amounts typically ranging from 10% to 95% of the transaction value. These arrangements are governed by Master Participation Agreements and Independent Sales Organization agreements, which establish the terms of engagement and responsibilities of each party.

To manage concentration risk, we do not participate in any syndication arrangement where our exposure exceeds 40% of a partner's total portfolio. We also actively manage participation amounts to ensure diversification and maintain a balanced portfolio mix. All syndication partners are provided with investment guidelines aligned with our internal underwriting standards, and they are required to adhere to those criteria, ensuring consistency and risk alignment across all investments. This framework enables FAVO to leverage the scale and capabilities of its partners to expand access to funding for SMBs while maintaining rigorous risk management discipline.

Brokered Products

In addition to our direct and syndicated MCA operations, we act as an intermediary in brokering financial products, earning commissions from funders when transactions close. Within this category, merchant cash advances and lines of credit are the meaningful contributors, while equipment financing and business term loans comprised the balance. Our activity in U.S. Small Business Administration (SBA) loans and invoice factoring was not material during the reporting period, though these products remain available as part of our platform and may contribute to revenues in the future as merchant demand evolves.

Our role in these transactions is limited to acting as an intermediary: we identify merchants with financing needs, match them with appropriate funders, and earn referral or brokerage fees, typically calculated as a percentage of the funded amount, once the transaction is completed. We do not originate or fund these products directly and do not assume credit risk on the underlying obligations.

This brokerage activity complements our MCA operations by broadening merchant relationships and creating repeat commission opportunities. Applications are sourced through marketing initiatives, including online advertising, outbound calling, trade show participation, and referrals, with additional support from a call center located in the Dominican Republic. We maintain relationships with a network of funding sources, such as commercial banks, online lenders, SBA-approved institutions, and factoring companies.

Once a funder approves and funds a transaction, our role is complete, and we earn compensation directly from the funder, typically built into the financing cost. By offering MCAs and lines of credit through third-party partners alongside our direct activities, we diversify our revenue streams and expand our reach, while continuing to maintain our primary focus on revenue-based funding solutions.

While brokerage commissions represented approximately 20% of our total revenues for the year ended December 31, 2024, we do not view this segment as a core growth driver. We position brokerage primarily as a complementary offering that broadens merchant relationships, rather than as a business line we intend to scale.

MCA - Cost of Sales

We incur sales commissions costs for direct and syndicated originations. Commission expense is recognized over the term of the deal. Additionally, we incur marketing expenses associated with direct MCA originations. Marketing expenses consist of various lead generation, internet, phone, advertising, and other costs associated

with new account originations. Marketing expenses are recognized as incurred.

MCA Platform and Service Fees

For each Syndicated MCA origination, we are charged a platform or servicing fee. The fee is calculated as a percentage of the advance receipt collected on our behalf and is deducted from the amount disbursed.

MCA Credit Losses

Under the current expected credit loss (CECL) model of ASC 326, we recognize an allowance for a portion of the receipts at the time of concluding a deal and additional allowances based on the amount of time since a payment was last received and whether the receivable has been handed over to collections. The approach is based on the Company's internal knowledge and historical default rates over the expected life of the receipts and is adjusted to reflect current economic conditions. This evaluation takes into account the customer's ability and intention to pay the consideration when it is due along with incorporating changes in the forward-looking estimates. If the expected financial condition of the Company's customers were to improve, the allowances may be reduced accordingly.

Underwriting Process and Credit Assessment of Merchant Customers

Our underwriting process is central to both our direct MCA portfolio and our syndicated funding activities. Each merchant applicant is evaluated using a structured combination of automated data analysis, artificial intelligence (AI), and human review to assess the business's ability to generate consistent receivables and meet repayment obligations.

We apply a multi-step framework designed to filter out higher-risk applicants and identify merchants most likely to perform, with fewer than 5% of applications proceeding to funding. This process integrates anomaly detection and fraud-prevention tools with professional underwriter judgment, allowing us to evaluate applications efficiently while maintaining credit discipline. Over time, this selective approach has resulted in portfolio performance with loss and default levels consistent with the high thresholds established by our underwriting standards.

Integration of Artificial Intelligence and Automation

We employ a combination of automation, machine learning, and human oversight within our underwriting process. These tools help authenticate documents, identify inconsistencies, and structure raw data into decision-ready formats. Human underwriters remain responsible for final approvals, ensuring that technology outputs are reviewed within a controlled decision framework.

AI-driven capabilities are applied within secure, compliance-oriented environments. All merchant data is collected with applicant consent, either through direct submissions (e.g., bank statements, tax filings, credit reports) or third-party data-aggregation providers. Data is handled under encryption and access-controlled systems. We do not disclose, sell, or repurpose merchant data for non-underwriting uses.

Key capabilities include:

- Document authentication and fraud detection: Identifying tampering or inconsistencies in submitted records.
- Anomaly detection: Flagging unusual cash-flow activity or mismatches in bank transaction data.
- Automated structuring: Converting bank statements and financial documents into standardized data for review.
- Risk scoring: Predictive models that compare applicants against internal credit parameters.

Applications flagged by automation are escalated for manual review. This blended model allows for efficient processing while maintaining oversight and compliance.

Data Collection and Analysis

We collect a range of information from merchants during the application process, including:

- Traditional credit bureau data (e.g., consumer and commercial credit histories).
- Government and legal records (e.g., state filings, tax records, liens, judgments).
- Behavioral and transactional data (e.g., bank activity, repayment patterns, landlord feedback).
- Digital presence and reputation data (e.g., online visibility, reviews, social media).
- Network-shared performance data from other funders on defaults or fraud.

Because small businesses lack a standardized credit score equivalent to consumer FICO ratings, we supplement bureau data with these alternative sources. Greater emphasis is placed on demonstrated business performance, cash-flow resilience, and repayment history than on an owner’s personal credit profile.

Below is a description of our underwriting process for applicant merchants, with four steps to completion.

<p>1. Initial Screening</p> <ul style="list-style-type: none"> ✓ Verify document integrity and application completeness. ✓ Apply automatic decline rules (e.g., prohibited industries, prior defaults, negative banking history). ✓ Use anomaly-detection tools to flag inconsistencies in financial submissions. ✓ Confirm business legitimacy through entity verification and basic fraud checks. 	<p>2. Full Underwriting</p> <ul style="list-style-type: none"> ✓ Analyze business expenses, legal compliance, and online presence. ✓ Review historical bank statements and repayment trends. ✓ Assess revenue concentration, seasonality, and debt obligations. ✓ Supplement automated scoring with underwriter review. ✓ Price transactions according to internal risk models and repayment capacity.
<p>3. Approval</p> <ul style="list-style-type: none"> ✓ Transactions are escalated based on size and risk profile: ✓ Up to \$35,000: approved by senior underwriters. ✓ \$35,000 – \$100,000: requires underwriting committee approval. ✓ Above \$100,000: reviewed by the CFO and requires final approval from the CEO. ✓ Decisions incorporate both model outputs and manual judgment. 	<p>4. Final Verification and Funding</p> <ul style="list-style-type: none"> ✓ Conduct background checks for legal and financial risks. ✓ Re-verify revenue consistency using most recent bank data. ✓ Confirm terms with a recorded verification call. ✓ Wire transfers are executed by the CFO or Credit Controller, subject to executive authorization.

Efficiency and Risk Considerations

Our process is designed to be more efficient than traditional bank lending, generally allowing approvals and funding within 24–72 hours versus weeks for banks. Efficiency is achieved through automated data aggregation, AI-driven anomaly detection, and human oversight.

We depend on third-party providers for certain inputs, such as bank-statement verification, credit bureau data, and fraud detection. Disruptions in these services could affect our ability to process applications efficiently, as described in our risk factors.

Over time, we believe that this disciplined, technology-enhanced underwriting process has contributed to

portfolio performance consistent with our selective funding standards, supporting stable cash flows and risk-adjusted returns.

Integration of Digital Asset Strategy within Private Credit

The Company is evaluating the integration of digital-asset infrastructure within its Private Credit operations to enhance liquidity management, settlement efficiency, and transparency across funding channels. As part of this initiative, the Company has entered into a strategic partnership with the Dolomite Foundation, a Cayman-based entity that develops tokenized financial infrastructure and digital-settlement frameworks. Through this relationship, the Company intends to explore the use of U.S.-dollar-denominated digital instruments and related blockchain settlement tools to facilitate the movement of funds among institutional lenders, subsidiaries, and counterparties. The objective of this framework is to shorten funding cycles, reduce transaction costs, and strengthen auditability within the Company's credit origination, syndication, and servicing processes. The Company's participation in these activities will be implemented on a measured basis, consistent with applicable banking, securities, and anti-money-laundering regulations, and subject to continuing review by management and external advisors. As of the date of this Annual Report, these technologies are not deployed in the Company's live Private Credit operations, and the Company does not currently conduct credit funding, syndication, servicing, or settlement activities using digital-asset or blockchain-based systems. Any future implementation would be undertaken on a limited and controlled basis and remains subject to a number of factors, including regulatory developments, accounting and audit considerations, internal controls and compliance readiness, cybersecurity and operational risk management, and technology partner performance. There can be no assurance that these initiatives will be implemented within any specific timeframe, or at all.

Real Estate Overview

Our Real Estate Division, launched in 2025, focuses on acquiring and managing income-producing properties that complement our private credit platform. We target residential, mixed-use, and commercial assets in strategic U.S. markets that provide stable cash flows and have the potential for long-term value appreciation.

The division emphasizes stabilized, cash-flowing properties that diversify revenue streams and strengthen the Company's overall asset base with tangible collateral. By anchoring the balance sheet in real estate, we enhance institutional creditworthiness, improve access to competitively priced financing, and support capital efficiency. These investments are conducted through wholly owned subsidiaries dedicated to property acquisition and management, with the objective of broadening our revenue base and supporting sustainable long-term growth.

Strategic Role of the Real Estate Division

The Real Estate Division plays a complementary role to our MCA and broader private credit operations. Tangible, income-generating real estate assets enhance the depth and quality of our balance sheet, which broadens the collateral base available for institutional financing arrangements and supports access to lower-cost capital. This stronger asset position improves lender confidence and provides flexibility in structuring credit facilities, ultimately enhancing net yields across our MCA originations and related credit activities.

In addition, recurring income from rental streams and condominium sales will provide supplemental cash flow that offsets variability inherent in the MCA portfolio. Over time, appreciation in property values may further enhance shareholder value through refinancing or selective asset sales, though the division's primary role is to improve capital efficiency and financial resilience rather than to serve as a direct source of short-term liquidity.

By combining the steady, asset-backed stability of real estate with the faster turnover and scalability of private credit, the Company aims to create a balanced model that enhances credit quality, reduces overall cost of capital, and supports sustainable growth across both business segments.

Target Acquisition Strategy

Our real estate division is focused on acquiring well-located, income-producing properties at attractive entry

prices relative to replacement cost or market comparables. We target assets in the US that have strong underlying fundamentals and sustained tenant demand, seeking opportunities where operational, leasing, or capital structure enhancements can drive value creation. Our acquisition approach is disciplined and data-driven, evaluating both current income potential and future upside through repositioning or improved capital deployment.

Acquisitions are guided by defined financial criteria. We generally target properties expected to deliver internal rates of return (IRR) and capitalization rate spreads that are accretive to our weighted average cost of capital (WACC). We also consider loan-to-value (LTV) thresholds, projected funds from operations (FFO) contribution, and the stability of expected cash flows in assessing each opportunity. This framework provides consistency in evaluating potential transactions and ensures that capital is allocated with the objective of balancing risk, return, and liquidity.

Value creation is achieved through two primary models:

- **Rental Model:** We focus on maintaining high occupancy levels, capturing market rent growth, controlling operating expenses, and implementing targeted capital improvements to enhance tenant experience and asset performance.
- **Condominium Model:** Where applicable, we seek to optimize unit pricing, manage sales velocity, and implement focused marketing campaigns to maximize sales proceeds. While condominium projects may involve higher development and redevelopment costs relative to stabilized rental assets, we evaluate them within a disciplined financial framework that considers expected absorption rates, pricing sensitivity, and project-level return thresholds. Our intent is to maintain a balanced mix, with stabilized rental assets representing the core of the portfolio and condominium projects pursued selectively where market demand and projected returns justify the added risk. In condominium transactions, we also assess occupancy and absorption targets as key performance indicators to ensure that projected timelines and sales velocity align with overall capital allocation discipline.

Exit Strategies

We evaluate multiple exit strategies for each asset at the time of acquisition and throughout the hold period, with the objective of maximizing total return and maintaining flexibility in capital deployment. Our primary strategy is a long-term hold, whereby properties are retained to generate recurring rental income and potential capital appreciation. This approach supports predictable cash flows and strengthens the balance sheet, which in turn improves the Company's overall capital efficiency and weighted average cost of capital (WACC).

Where market conditions, interest rate environments, or asset performance create favorable opportunities, we may pursue a sale, refinancing, or recapitalization to optimize return on invested capital (ROIC). These decisions are guided by disciplined financial criteria, including expected yields, debt costs, and projected cash-on-cash returns, rather than reliance on asset sales for short-term liquidity. Potential strategies may include selling an asset outright, entering into a joint venture with new capital partners, or refinancing to unlock equity while retaining ownership.

For condominium projects, we may implement a phased sell-down strategy to optimize pricing and absorption rates while managing supply risk. Select units may be retained within the rental portfolio to generate ongoing income and preserve long-term optionality. Across all property types, our exit planning is structured to align with long-term capital allocation discipline, balancing current income generation with capital recycling into higher-yielding opportunities.

Leasing & Sales

We employ a disciplined, market-responsive approach to both leasing and sales activities, designed to optimize occupancy, rental yields, and asset value across its portfolio. For rental assets, lease structures may include fixed-term agreements, percentage-based leases tied to tenant sales performance, or hybrid models that combine base rent with variable components. Renewal options are strategically incorporated to enhance tenant retention, minimize downtime, and maintain consistent revenue streams. Lease terms are negotiated to align with market

demand, asset positioning, and long-term strategic objectives, while protecting downside risk through creditworthy tenant selection and appropriate security provisions.

For assets operated under a condominium sales model, we implement a phased release strategy to manage market absorption and achieve optimal pricing. Units are brought to market in stages, allowing us to respond dynamically to buyer demand, interest rate conditions, and competitive supply. This approach is supported by targeted marketing campaigns, pre-sale strategies, and selective retention of certain units for ongoing rental income or future disposition. By maintaining flexibility in leasing and sales strategies, we seek to balance predictable cash flows with opportunities for potential capital appreciation and value realization.

Property Management

Our property management practices are designed to preserve and enhance asset value while ensuring the operational integrity of our real estate portfolio. Currently, properties are managed by experienced third-party firms engaged under agreements that include defined performance benchmarks addressing occupancy levels, tenant retention, service quality, and cost efficiency.

Management activities focus on timely and responsive tenant service, preventative maintenance programs to extend the useful life of building systems and improvements, and disciplined control of operating expenses. Performance is monitored on an ongoing basis, with operational adjustments implemented as necessary to maintain market competitiveness, mitigate vacancy risk, and support stable long-term income generation.

Performance Monitoring

We employ a structured, data-driven approach to monitoring the performance of our real estate assets to ensure they meet targeted financial and operational benchmarks. Key performance indicators include occupancy levels, net operating income (NOI), lease expiration schedules, rent collection trends, and, for condominium projects, sales velocity and absorption rates. These metrics are reviewed regularly at both the property and portfolio levels, enabling management to identify trends, risks, and opportunities in real time.

Insights derived from this monitoring process inform tactical and strategic decisions, including adjustments to marketing campaigns, leasing incentives, and tenant mix optimization. In addition, capital expenditure priorities are continuously reassessed to ensure that property improvements deliver measurable returns and align with evolving market conditions. This active management framework is intended to maintain asset competitiveness, maximize revenue, and preserve long-term value.

1818 Park

Overview

On July 11, 2025, we entered into multi-entity member interest purchase agreements to acquire 1818 Park, a 281,493-square-foot mixed-use property located in Hollywood, Florida. The asset comprises approximately 237,173 square feet of residential space, 19,737 square feet of commercial space, 16,800 square feet of parking facilities, 5,171 square feet of office space, and 2,612 square feet of storage. The residential component includes 273 rental units in a mix of studios, one-bedroom, two-bedroom, and three-bedroom layouts, of which two are penthouse residences, the largest of which spans 2,319 square feet. The commercial component features a diversified tenant mix including a national bank branch, a hair salon, multiple food and beverage operators, and a 12,000-square-foot food hall. The office component includes one 4,113-square-foot office currently under development and nearing completion. As of March 31, 2026, occupancy was approximately 93%, supported by an established tenant base.

The acquisition of 1818 Park aligns closely with our real estate division's acquisition criteria. The property was secured at a favorable price relative to replacement cost and market comparables, in a location (Young Circle) characterized by strong population growth, robust tenant demand, and ongoing economic investment. The asset's diversified mix of residential, commercial, and food hall space provides multiple income streams and diversification benefits that reduce reliance on any single segment.

Operationally, we intend to pursue initiatives aimed at enhancing occupancy, optimizing lease terms, and implementing targeted capital improvements to support rental growth and tenant retention. In addition, we are evaluating potential refinancing options with respect to the existing Blackstone senior mortgage loan. Any such refinancing, if achieved, may reduce the interest burden and improve the relationship between operating cash flows and debt service requirements. There can be no assurance, however, that such refinancing will be completed on favorable terms, or at all. These initiatives, together with the property's established tenant base and location within a growth corridor, are expected to strengthen the property's long-term positioning, while also addressing current cash flow challenges.

Purchase Price and Consideration

On July 11, 2025, we completed the acquisition of the 1818 Park property in Hollywood, Florida through a multi-entity transaction structured as follows:

- Block 40 Managers, LLC – Acquired 100% of the membership interests in the property management company responsible for day-to-day operations, tenant services, and facility oversight.
- Block 40 Investment Holdings, LLC – Acquired 100% of the membership interests in the investment holding entity, which owns certain contractual rights and interests related to 1818 Park.
- Block 40, LLC – Acquired 100% of the membership interests in the investment holding entity, which holds all assets and certain liabilities of the primary property-owning entity, including the real estate, fixtures, and contracts, as well as the existing Blackstone secured mortgage debt and other obligations.

The total contractual purchase price for the Block 40 acquisition was approximately \$74 million, structured entirely as a stock-for-liabilities transaction. Consideration consisted of the issuance of shares of our common stock to the sellers and the assumption of certain indebtedness and other liabilities.

Issuing equity rather than using cash or additional debt preserved liquidity for our private credit operations and avoided incremental leverage that could restrict future financing flexibility. The structure strengthened our balance sheet by adding a substantial income-generating real estate asset, which enhances the Company's overall capital efficiency, broadens the collateral base considered by institutional lenders, and supports access to more competitively priced financing. By making the seller a shareholder, the transaction further aligns their interests with the Company's long-term performance and value creation, reinforcing management's focus on sustainable growth and shareholder returns.

This multi-entity structure ensured continuity of operations, preserved key contractual rights, and facilitated a seamless transition for tenants, positioning the asset for operational stability and long-term value creation.

Acquisition and Financing Structure

The acquisition of 1818 Park was completed through the purchase of all of the membership interests of Block 40, LLC, the entity that owns the property and its related liabilities. As a result, the Company acquired indirect ownership of the real estate asset together with the obligations tied to it. As part of this transaction, the Company assumed a senior secured mortgage loan originally in the principal amount of \$84.0 million. Following scheduled principal repayments, the outstanding loan balance has been reduced to approximately \$73.6 million by Q3 2025.

On June 1, 2022, Block 40 Property, LLC entered into a senior secured mortgage loan in the original principal amount of \$84.0 million with Deutsche Bank, maturing on June 1, 2025. On June 1, 2025, Blackstone, as the new holder of the loan, extended the maturity date by one month. On July 1, 2025, Blackstone further extended the maturity date to June 1, 2026. In connection with the June and July 2025 extensions, the interest rate increased from Term SOFR plus 2.75% to Term SOFR plus 3.00%, and the existing interest rate cap agreement remains in effect. As part of the extension agreements, the borrower was also required to make scheduled principal curtailments, which reduced the outstanding loan balance in line with agreed amortization milestones, to

approximately \$73.6 million.

The loan is secured by a first-priority mortgage lien on the property, an assignment of leases and rents, and certain reserve and cash accounts, and is generally non-recourse subject to customary carve-outs.

Key Loan Features

- Borrower: Block 40 Property, LLC (entity that owns the property and subsidiary of Block 40, LLC)
- Original Loan Amount: \$84.0 million
- Scheduled Principal Payments: \$10,375,000
- Current Balance (post-closing repayments): \$73.625 million as at March 31, 2026.
- Lender / Agent: Blackstone (successor to Deutsche Bank AG, New York Branch)
- Interest Rate: Term SOFR + 3.00% per annum (floating)
- Interest Rate Protection: Interest rate cap agreement in place to mitigate rate risk. Interest capped at 4% p.a.
- Maturity Date: June 1, 2026
- Collateral: First priority mortgage lien on 1818 Park, assignment of leases and rents, security interest in reserve/cash management accounts, and collateral assignment of the interest rate cap
- Recourse: Non-recourse except for customary carve-outs (fraud, misappropriation, certain covenant breaches)
- Guaranty of Carry Costs: Personal guaranties from prior owners covering debt service shortfalls, taxes, insurance, and essential operating expenses

EB-5 Investor Exchange Offer

As part of the July 11, 2025 acquisition of the Block 40 Entities and the membership interest in Block 40 of Hollywood Circle Capital, LLC, the company assumed the obligations associated with EB-5 investors in Block 40, LLC. These investors held preferred membership interests with cumulative preferred return features that, absent conversion or redemption, would have remained outstanding indefinitely. The contractual purchase price for the transaction was approximately \$74 million.

On September 30, 2025, the Company executed an exchange agreement offering these EB-5 investors the opportunity to convert their preferred membership interests into shares of the Company's common stock, with elections due by October 31, 2025. As of March 31, 2026, a total of 21,128,838 shares were issued to participating investors. The objective of this exchange was to eliminate the long-term accrual burden associated with the EB-5 preferred return structure, simplify the capital structure, and align the interests of legacy investors with those of the Company's common shareholders. These obligations are specific to the 1818 Park real estate transaction and are structurally distinct from the Company's preferred return arrangements within its private credit business.

Tenant Base

The property generates rental income from both residential and commercial tenants, with residential units comprising the majority of leased space and retail, dining, office, and co-working uses contributing additional revenue. The residential portion consists of multiple unit types, with leases generally structured as fixed-term agreements that include renewal options and periodic rent escalations, and occupancy has remained consistently high across a diversified tenant base. The commercial component includes retail, dining, service, and food hall tenants operating under fixed-rent, percentage-of-sales, and hybrid lease structures, with agreements typically providing base rent, renewal rights, and customary landlord protections, while office and co-working areas are also available for lease to professional tenants and are expected to further contribute to revenue diversification as leasing progresses. No individual tenant represents a material portion of the property's total rental revenue, and the tenant base is diversified across residential and commercial categories, reducing concentration risk and limiting reliance on any single tenant or use type.

Strategic Integration with Private Credit Operations

The inclusion of 1818 Park in our real estate portfolio strengthens our balance sheet by adding a sizable income-producing asset that generates recurring cash flows. While the property is subject to a first-priority mortgage, both its operating performance and equity value may be considered by institutional lenders in evaluating our credit profile, which could enhance our ability to obtain or negotiate credit facilities at more favorable terms.

The property's tenant base is diversified across residential and commercial leases. Longer-term commercial leases provide a stable source of revenue, while the recurring turnover and renewal cycle of residential units creates opportunities to adjust pricing in line with prevailing market conditions. This diversification reduces reliance on any single tenant category and mitigates cash flow volatility.

By integrating income-generating real estate into our capital structure, we aim to improve overall capital efficiency by anchoring our balance sheet with tangible assets, providing supplemental cash flows to offset variability in merchant cash advance performance, and supporting access to competitively priced debt financing. This complementary structure aligns with our broader strategy of balancing the higher-velocity nature of private credit activities with the stability and asset backing provided by long-term real estate holdings.

Integration of Digital Asset Strategy within Real Estate

Within its Real Estate segment, the Company is assessing opportunities to apply digital-asset technologies to improve capital efficiency, transparency, and investor participation in property-backed structures. In collaboration with the Dolomite Foundation, the Company is evaluating the development of frameworks that may enable tokenized representations of ownership or participation interests in income-producing properties or related financing instruments. Such structures could, in the future, facilitate fractional participation by qualified investors, expand access to alternative funding channels, and improve secondary liquidity for certain classes of real-estate-linked assets. The Company expects these efforts to be undertaken in coordination with its valuation consultants, auditors, and existing financing counterparties to ensure consistency with prevailing accounting standards, property laws, and securities regulations. Any implementation will be subject to regulatory review and internal governance approval before deployment. As of the date of this Annual Report, the Company has not deployed any digital-asset or blockchain-based technologies within its Real Estate operations and does not currently offer tokenized real estate interests or conduct transactions using such structures. Any future implementation would be undertaken on a limited and controlled basis and would be subject to ongoing evaluation, including coordination with valuation advisors, auditors, legal counsel, and existing financing counterparties, as well as compliance with applicable property laws, securities regulations, accounting standards, and internal governance approvals.

Digital-Asset Strategy within the Overall Business

The Company has initiated a digital-asset integration strategy designed to enhance operational efficiency and capital management across both its Private Credit and Real Estate segments. Rather than operating as a separate division, this framework is intended to support existing business lines through the measured adoption of digital-finance technologies. The Company is developing relationships with financial-technology providers, including the Dolomite Foundation, to facilitate the use of U.S.-dollar-denominated digital payment instruments and tokenized settlement tools that may improve liquidity and funding flexibility. Within its Private Credit operations, these instruments are expected to streamline the transfer of funds among institutional lenders, subsidiaries, and counterparties, while maintaining adherence to applicable banking, securities, and anti-money-laundering requirements. Within the Real Estate segment, the Company is evaluating the potential use of digital representations of ownership or participation interests in real-asset portfolios to expand access to institutional capital and improve balance-sheet efficiency. All digital-asset activities are being pursued on a limited and controlled basis, subject to ongoing oversight by management and external advisors, and are intended to complement the Company's core objective of building a diversified, capital-efficient financial platform.

Current Status of Digital-Asset Integration

The Company's digital-asset initiatives are currently in an early evaluation and development stage. As of the

date of this Annual Report, the Company has not deployed digital-asset technologies in live production across its business operations and does not currently conduct transactions, custody assets, or generate revenues through blockchain-based or tokenized instruments. The timing and scope of any future implementation remain uncertain and are dependent on a number of factors, including evolving regulatory guidance, accounting and audit considerations, the design and testing of internal controls and compliance procedures, cybersecurity and operational risk management, technology partner readiness, and market acceptance. There can be no assurance that these initiatives will be implemented within any particular timeframe, or at all.

Dolomite Strategic Agreement

On November 3, 2025, the Company entered into a Securities Purchase Agreement (the “Agreement”) with Dolomite Foundation, a Cayman Islands foundation acting for itself and on behalf of its syndicate of investors (the “Dolomite Syndicate”). Pursuant to the Agreement, the Company agreed to issue pre-funded warrants to purchase up to 2,450,980 shares of its common stock. The economic value per warrant share is \$4.08, based on the 30-trading-day volume-weighted average price (VWAP) of the Company’s common stock for the period from September 19, 2025 to October 30, 2025. The actual exercise price of the prefunded warrants is \$0.0001 per share, with substantially all consideration delivered upfront via \$DOLO tokens as in-kind payment. The transaction provides for an aggregate investment amount of \$10,000,000, payable in \$DOLO tokens as in-kind consideration. The warrants are structured in ten equal tranches of \$1,000,000 each, becoming exercisable upon achievement of specified \$DOLO 30-day VWAP milestones. Tokens will be held in a jointly controlled multi-signature wallet on the Arbitrum One blockchain, requiring a three-of-four authorization threshold (two company signatories and two investor signatories) for any release. Shares issued upon exercise of the warrants will be subject to a 12-month lock-up period, and all unissued tranches are subject to cancellation in the event that \$DOLO’s 30-day VWAP falls below \$0.01. The structure is designed to align the Company’s digital-asset exposure with Dolomite’s platform development milestones while minimizing immediate dilution and supporting the Company’s longer-term liquidity and capital-efficiency objectives. Proceeds of the transaction are intended to support continued growth of the Private Credit and Real Estate segments and the controlled implementation of the Company’s digital-asset strategy.

For the avoidance of doubt, any ‘support’ to our Private Credit or Real Estate businesses from the Dolomite SPA is strategic, i.e., evaluating potential future tokenization and settlement tooling and not financial proceeds for operating liquidity or segment funding.

The material terms of the Dolomite Strategic Agreement are as follows:

Parties; instruments; aggregate amount and consideration.

On November 3, 2025, we entered into a Securities Purchase Agreement (the “SPA”) with the Dolomite Foundation. We agreed to issue pre-funded warrants to purchase up to 2,450,980 shares of our common stock at an exercise price of \$0.0001 per share. The economic value per warrant share is \$4.08, based on the 30-trading-day VWAP of our common stock from September 19–October 30, 2025. The SPA contemplates an aggregate \$10,000,000 investment, payable in \$DOLO tokens as in-kind consideration, structured in ten equal \$1,000,000 tranches to be released only upon satisfaction of milestone conditions. We do not expect to receive cash proceeds under this structure.

Milestones and cancellation.

Each \$1,000,000 tranche becomes exercisable only upon achievement of specified \$DOLO 30-day VWAP milestones; unissued tranches are cancellable if \$DOLO’s 30-day VWAP falls below \$0.01. As of the most recent practicable date, no tranches have been exercised and no \$DOLO tokens have been released.

Monetization or transfer of \$DOLO.

Any \$DOLO tokens, if released, will be retained solely for limited, non-operational evaluation of digital-asset infrastructure and will not be used for operating liquidity or to fund our Private Credit or Real Estate segments. We have no current intention to monetize tokens; any future disposition, if considered, would be solely to manage exposure, non-programmatic, immaterial, and subject to internal controls and approvals. Shares issued upon any exercise of the pre-funded warrants are subject to a 12-month lock-up.

Valuation of \$DOLO.

If any tokens are received, we will measure them at fair value at each reporting date using quoted prices in the principal market, consistent with applicable U.S. GAAP.

Balance-sheet exposure conditions.

The SPA limits potential exposure through (i) price-based tranche gating, (ii) cancellation of unissued tranches below a \$0.01 30-day VWAP, and (iii) the current status that no tokens have been released. We do not maintain and have no present plan to adopt a \$DOLO treasury strategy; the percentage of our treasury we intend to invest in \$DOLO during the next twelve months is 0%. We do not maintain a hedging program for \$DOLO and have no intention to establish one.

Custody of \$DOLO.

If tokens are released, they will be held in a dedicated, jointly controlled 3-of-4 multi-signature wallet on Arbitrum One (two Company signatories; two investor signatories). Our key material is maintained offline (cold), and the on-chain structure programmatically segregates assets. We do not currently maintain separate insurance for digital-asset loss. Subject to asset support and diligence, we may transition to a reputable qualified custodian (e.g., BitGo or Coinbase) for cold-storage custody and on-chain segregation, subject to Board approval and satisfactory contractual terms.

Term and termination.

The SPA remains outstanding until tranches are exercised or cancelled under the milestone and cancellation mechanics described above. Shares issued upon exercise are subject to the 12-month lock-up noted above.

Status as of the most recent practicable date.

No tranches have been exercised, no \$DOLO tokens have been released, and we do not expect cash proceeds under the SPA.

Further Clarification on Digital asset custody Arrangements***Digital-Asset Custody — \$DOLO (pre-release and post-release).***

As of the date of this Annual Report, no tranches have been exercised and no \$DOLO tokens have been released under the SPA. Prior to satisfaction of the VWAP milestones and the exercise of the pre-funded warrants, any \$DOLO reserved for potential delivery under the SPA will be held in a jointly-controlled, 3-of-4 multi-signature wallet on Arbitrum One and will not be available to the Company. This escrow-style arrangement reflects that the tokens are not released to us unless and until the applicable conditions are met. The multi-signature wallet will be implemented using a widely used multi-sig framework (e.g., a Gnosis Safe) or an institutional MPC wallet solution (e.g., Fireblocks or Fordefi). All Company-controlled private keys will be kept 100% in cold storage, and we will not operate any Company hot wallets for \$DOLO under this arrangement. Tokens associated with the SPA are programmatically segregated on-chain in addresses dedicated to this arrangement. There is no commercial insurance policy currently available for this pre-release arrangement, which we believe provides an appropriate level of security until and unless any tokens are released upon milestone achievement and warrant exercise.

If and when any \$DOLO is released to the Company upon milestone satisfaction and warrant exercise, we intend to transfer such tokens to an appropriate third-party qualified custodian (for example, Coinbase or BitGo), subject to those custodians supporting \$DOLO. If suitable third-party custodial support is not available, the released tokens will be held in a Company-controlled institutional MPC wallet (e.g., Fireblocks or Fordefi). Third-party custodial storage profiles (including cold-storage percentages), segregation terms, and any available insurance coverage will depend on the custodian's offerings at the time; as of the date of this Annual Report we have not executed a third-party custody agreement for \$DOLO. Upon execution of any such agreement, we will disclose the material terms (including segregation, storage profile, and any insurance) and file the agreement as an exhibit to this registration statement to the extent required by Item 601 of Regulation S-K.

Due to the nature of \$DOLO and current market infrastructure, it may be the case that a third-party custodian with specific \$DOLO insurance is unavailable; likewise, institutional MPC wallet arrangements typically do not

carry separate third-party insurance. Consistent with our overall digital-asset posture, any tokens, if released, will not be used for operating liquidity or to fund our Private Credit or Real Estate segments.

Status of Warrant Tranches and Exercise Mechanics

As of the date of this Annual Report, none of the pre funded warrant tranches issued pursuant to the Agreement have been exercised, as the initial \$DOLO 30 day volume weighted average price milestone required for exercisability has not been achieved. Accordingly, the Company has not received any \$DOLO tokens as in kind consideration under the Agreement. Each tranche of warrants becomes exercisable only upon satisfaction of the applicable milestone conditions, including achievement and confirmation of the specified \$DOLO 30 day VWAP threshold. Exercise of each tranche is not automatic and may occur only at the option of the warrant holder following satisfaction of the applicable conditions and delivery of a valid exercise notice. If the milestone conditions for a tranche are not satisfied, such tranche is not exercisable and may be subject to cancellation as provided in the warrant agreement.

Creation and Supply of \$DOLO

\$DOLO tokens are not mined, the total maximum supply of \$DOLO is capped at 1,000,000,000 tokens, all of which were generated instantaneously at the token generation event on April 24, 2025. There is currently no inflation mechanism to go beyond that cap. While the protocol's governance framework allows for the potential activation of inflation in the future via decentralized governance, no such mechanism is currently enabled. The Company has no ability to control or influence token issuance, supply parameters, or governance decisions related to the Dolomite protocol. As of the date of this Annual Report, the supply statistics for \$DOLO are as follows, based on publicly available data from CoinGecko: circulating supply of approximately 458.3 million tokens, total supply of approximately 998.45 million tokens, maximum supply of 1.0 billion tokens, and approximately 1.55 million tokens permanently removed from circulation through a protocol exit fee mechanism. The Dolomite Foundation holds approximately 9.65 percent of the total supply, or approximately 96.5 million tokens, which are allocated to an ecosystem treasury and subject to internal governance controls. At the token generation event, the initial circulating supply was approximately 405 million tokens, representing approximately 40.5 percent of the total supply. This amount included tokens distributed through airdrops, ecosystem incentives, and locked veDOLO positions. Following the token generation event, additional tokens have entered circulation not through inflation, but through the protocol's oDOLO mechanism. oDOLO represents an option based incentive distributed to active liquidity providers that permits the purchase of vesting DOLO tokens at a discount. This structure is intended to align incremental token distribution with sustained protocol participation rather than passive issuance.

The Dolomite Foundation and Digital Asset Strategy

The Dolomite Foundation is a Cayman Islands foundation company established to support the development, governance, and ecosystem growth of the Dolomite protocol. The Foundation operates independently and is not a subsidiary of the Company. There are no shared directors, officers, or controlling persons between the Company and the Dolomite Foundation. In connection with the Company's digital asset initiatives, the Dolomite Foundation serves as a strategic technology and ecosystem partner. Its role is limited to providing technical documentation and infrastructure support to enable the Company to evaluate the interfacing of its systems with the Dolomite protocol's open source smart contract framework. The Foundation does not manage, operate, or deploy digital asset activities on behalf of the Company.

Relationship Between the Dolomite Foundation and \$DOLO Tokens

The Dolomite Foundation's relationship to \$DOLO tokens is limited to ecosystem stewardship. At the inception of the protocol, the Foundation was allocated approximately 9.65 percent of the total \$DOLO supply, which is held in a restricted ecosystem treasury. These tokens may be used by the Foundation, at its discretion, to support protocol development initiatives, community incentives, and security related activities. The Company does not have any ownership interest in, claim to, or control over the Dolomite Foundation's \$DOLO holdings and does not receive \$DOLO tokens from the Foundation for operational or financing purposes. References to \$DOLO in this Annual Report relate solely to its use as in kind consideration under the Dolomite Securities Purchase

Agreement and to the Company's evaluation of potential technology integrations, and not to any digital assets issued, held, or controlled by the Company.

Recent Developments on Financing Strategy

On November 16, 2025, following a comprehensive review of financing alternatives, our Board of Directors ratified the continued use of: (i) the Series A Preferred Stock facility (up to 81,250,000 shares at \$0.25 per share, ~\$2.5–\$3.0 million remaining); and (ii) the \$100 million Loan Agreement with Stewards International (8.0% interest, warrants at \$0.76/share). The Board determined these are the only viable funding sources currently available. The Board concluded that continued reliance on affiliate financing is necessary to fund operations and growth. Management was directed to cease Series A issuances upon full authorization and to pursue the Loan Agreement only until superior third-party terms are secured.

No external financing alternatives were identified despite active exploration. The company's bridge raise in 2024 raised \$4.3 million but short of the \$6 million needed at the time and the offering amounts raised were matched dollar-for-dollar by affiliates of the company. The company could not reach an acceptable agreement for a larger raise with investment bank backing. The company continues to seek the best forms of financing available to it, and lacking available alternatives, plans to use the current financing sources described above.

Revenue Model and Distribution by Offering

We generate revenue through two primary business lines: (i) merchant cash advances and related financing solutions for small and medium-sized businesses, and (ii) real estate activities, including the sale of condominium units and the leasing of residential and commercial spaces. For each of these offerings, our revenue model is defined by the contractual terms of our agreements, and our ability to reach customers and counterparties is supported by a mix of direct marketing, referral networks, broker relationships, and strategic partnerships. The following provides a detailed description of how we generate revenue, the types of agreements that govern these activities, our distribution methods, and the degree of customer concentration associated with each line of business.

Merchant Cash Advances (MCAs)

- **Revenue Model:** We generate revenue from MCAs primarily through factor rates applied to the purchase of future receipts. These receipts are remitted by merchants via daily or weekly automated debits until the purchased amount is satisfied.
- **Related Agreements:** Each MCA is documented by a standardized purchase and sale agreement, which sets forth the advance amount, purchased receipts amount, remittance schedule, and factor rate. In syndicated MCA transactions, we act as servicer under syndication agreements, earning servicing fees, retained participations, and profit allocations. Syndication agreements generally provide that we manage collections and distribute remittances, with servicing compensation paid on a priority basis.
- **Distribution:** Applications are sourced through direct marketing, referrals, industry partnerships, and independent sales organizations (ISOs). ISOs submit merchant applications under broker agreements, which typically provide for referral compensation based on funded amounts.
- **Customer Dependence:** Our MCA activities are diversified across a large number of small and medium-sized businesses. We are not dependent on any single merchant or a small group of merchants, and no individual customer accounts for a material portion of our MCA revenues.

Real Estate Activities

- **Revenue Model:** Our real estate strategy contemplates generating revenue from both (i) recurring rental income from residential and commercial leases and (ii) the marketing and sale of condominium units. At present, our revenues are derived exclusively from rental income, which is generated under tenant lease agreements providing for monthly rental payments, security deposits, and customary landlord protections. While the marketing and sale of condominium units remain part of our long-term strategy, no condominium sales have been completed to date, and no revenue has been recognized from condominium transactions.

- **Related Agreements:** Leasing revenue is governed by lease agreements that specify rental rates, term lengths, renewal options, and maintenance obligations. In the future, condominium sales will be documented through purchase and sale agreements that define purchase price, deposit requirements, and closing conditions.
- **Distribution:** We market rental opportunities through broker networks, digital and traditional advertising campaigns, referral programs, and on-site promotional activities directed at potential tenants. In anticipation of future condominium sales, we also maintain marketing infrastructure that can be extended to prospective buyers. In certain cases, we establish relationships with co-investors and developers through joint ventures or co-investment agreements to support property development and positioning.
- **Customer Dependence:** While real estate revenues are inherently more concentrated by project than our MCA activities, we maintain a diversified base of tenants across properties, which reduces reliance on any single tenant. We are not dependent on any single tenant, buyer, or co-investor for our real estate activities.

Distribution

Our financing solutions are marketed and distributed through both direct channels and independent sales organizations (ISOs). A significant percentage of our MCA deal flow is sourced through ISOs, who submit merchant applications to us under broker agreements. We also acquire customers directly through online marketing, referrals, and industry partnerships. We are not dependent on any single customer or a small group of customers for our financing or real estate activities. Our customer base is diversified across a wide range of merchants, developers, and investment partners, which reduces concentration risk and limits dependence on any individual relationship.

Our real estate activities currently generate revenue solely from the leasing of residential and commercial spaces within our projects. Leasing revenue is supported by marketing efforts directed at potential tenants, which may include broker networks, digital and traditional advertising, referral programs, and on-site promotional campaigns. While our long-term real estate strategy also contemplates revenue from the marketing and sale of condominium units, no such sales have yet occurred. Compared to our MCA distribution network, real estate revenues are more concentrated by project, but we maintain a diversified base of tenants across properties, which reduces reliance on any single party.

Intellectual Property

We believe that our intellectual property and proprietary rights are vital to our success. To protect our intellectual property and proprietary rights in our brand, technology, products, services, data, improvements and inventions, we plan to rely on a combination of patent, trademark, copyright, trade secret, and other laws, as well as contractual restrictions on disclosure, such as confidentiality agreements with strategic partners, employees, consultants and other third parties. However, we cannot guarantee that such laws or contractual restrictions will provide us with sufficient protection or that we have entered into confidentiality agreements with each party that has or may have had access to our confidential or proprietary information, know-how or trade secrets.

Furthermore, effective patent, trademark, trade dress, copyright, and trade secret protection may not be available in every region where we conduct business. In addition, the legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain and still evolving.

Employees

We presently have 121 employees: Vincent Napolitano, our Chairman, Chief Executive Officer, Secretary, member of the Board of Directors, and a significant stockholder, Shaun Quin, our President and member of the Board of Directors, and a significant stockholder, Vaughan Korte, our Chief Operations Officer, Katuischia Murless, our Chief Financial Officer and Treasurer, Scott McGowan, our Chief Marketing

Officer 4 software engineers, 3 IT technicians, 20 Administration team and 5 Department Managers. the balance of 83 staff are made up of sales across, New York, Florida and Dominican Republic.

Over time, we may be required to hire employees or continue to engage independent contractors in order to execute the projects necessary to grow and develop the business. These decisions will be made by our officers and directors, if and when appropriate.

Corporate History

We were incorporated on July 12, 1999, in the State of Nevada under the name “Beeston Enterprises Ltd.” Since the middle of 2006 to 2014, the Company has been in the exploration stage, primarily engaged in the acquisition, exploration, and development of mining properties.

On October 4, 2018, the District Court of Nevada appointed Custodian Ventures, LLC as custodian for Beeston Enterprises Ltd., proper notice having been given to the officers and directors of Beeston Enterprises Ltd. There was no opposition. The custodianship was granted by the court because the prior officers and directors of Beeston Enterprises Ltd. had abandoned its business and had failed within a reasonable time to take steps to dissolve, liquidate or distribute its assets in accordance with Chapter 78 of the Nevada Revised Statutes.

On October 12, 2018, we filed a certificate of reinstatement with the state of Nevada, and appointed David Lazar as President, Secretary, Treasurer and Director.

On March 5, 2003, we filed an SB-2 registration statement. On October 29, 2018, we filed a Form 15 with the Securities and Exchange Commission to suspend the Company’s Section 15(d) reporting obligations under the Exchange Act.

On December 12, 2018, Custodian Ventures, LLC sold (i) the 25,000,000 shares of Series C Preferred Stock to Vincent Napolitano, (ii) 5,000,000 shares of common stock to Liro Holdings, LLC, and (iii) 468,350,000 shares of common stock to Favo Group, LLC for an aggregate purchase price of \$175,000. At this point there was a change of control of our company and David Lazar resigned as President, Secretary, Treasurer and Director and Vincent Napolitano was appointed as President, Secretary, Treasurer and Director.

On September 18, 2018, we changed our name to Favo Realty, Inc. and we received a market effective from FINRA on January 9, 2019. At the time, we were a real estate investment company, intending to invest in a diversified portfolio of quality commercial real estate properties and other real estate investments located throughout the United States and Puerto Rico.

On January 9, 2019, we received a market effective date from FINRA for a 1-for-50 reverse stock split on our common stock outstanding, as well as a change in symbol to “FAVO.”

On April 6, 2019, we acquired RLT Atwood, a cryptocurrency mining operation listed on Merj Exchange (Seychelles Stock Exchange) with its mining operations in Sweden and created FAVO Blockchain Inc.

On January 31, 2020, we entered into a stock purchase agreement with Basebay, LLC. Pursuant to the agreement, we sold Favo Blockchain Inc., our wholly owned subsidiary, to Basebay, LLC.

On September 2, 2020, we changed our name from Favo Realty, Inc. to Favo Capital, Inc., which is the point at which our business changed from a real estate investment company to a private credit company providing alternative financing solutions to small and medium-sized businesses (SMBs) across the United States.

On May 31, 2023, we entered into an acquisition and financing agreement between the principals of FAVO Group and Stewards Investment Capital Limited. As part of the acquisition, the principals of FAVO Group transferred 100% of their membership interest in Favo Group LLC, FAVO Group Human Resources, LLC, FAVO Funding LLC, Honeycomb Sub Fund LLC, FORE Funding LLC, FORE Funding CA LLC and FAVO

Funding CA LLC into our company. These consolidation entities with Favo Capital, Inc. are referred to herein as the “Favo Group of Companies.” Stewards Investment Capital Limited will also serve on the advisory board for a 3 year term and for these services they will receive 15,000,000 shares of the Company’s common stock.

Business activities of the entities acquired through common control is as follows:

- Favo Group LLC- Acted as the management company and tasked with ensuring smooth operations across all entities.
- Favo Funding LLC- Direct Merchant Cash Advance Funder.
- FAVO Capital Inc syndicated deals with FAVO Funding LLC.
- Honeycomb Sub Fund LLC- Syndication company that syndicates on deals with other third-party funders.
- Fore Funding LLC- The sales office for FAVO Funding LLC and also acts as broker for other third-party funders.
- Favo Funding CA LLC- Direct Merchant Cash Advance Funder for businesses in California state, no activity for the periods presented.
- Fore Funding CA LLC- Sales office for business in California state, no activity for the periods presented.
- Favo Group Human Resources LLC- Payroll processing for Favo Capital Inc.

As consideration for the acquisition, the Company will pay \$14,200,000 in cash, Senior Secured Notes and equity to an entity (FAVO Holdings LLC) owned by the previous members, namely Shaun Quin and Vincent Napolitano.

The Company raised the financing for this transaction by selling 18 million shares of its Series A Preferred Stock at \$0.25 for total of \$4,500,000. \$4,500,000 in cash has been paid to the principals of FAVO Group for the transfer of their membership. \$2,500,000 of this financing was paid on the closing date of this transaction. The remaining \$2,000,000 was paid as follows: \$1,250,000 on August 31, 2023, and the remaining \$750,000 on October 26, 2023.

On June 7, 2023, we filed with the Secretary of State of the State of Nevada a Certificate of Amendment to the Articles of Incorporation to increase our authorized shares of preferred stock from 25,000,000 shares to 50,000,000 shares, par value \$0.0001 per share. The Amendment did not increase our authorized shares of common stock, which remained at 500,000,000 shares, par value \$0.0001 per share.

On November 27, 2023, we filed with the Secretary of State of the State of Nevada a Certificate of Amendment to the Articles of Incorporation to increase our authorized shares of preferred stock from 50,000,000 shares to 100,000,000 shares, par value of \$0.0001 per share. The Amendment did not increase our authorized shares of common stock, which remained at 500,000,000 shares, par value \$0.0001 per share.

On November 29, 2023, we filed with the Secretary of State of the State of Nevada a Certificate of Amendment to the Certificate of Designation for the Series C Preferred Stock to decrease our authorized shares of Series C preferred shares from 25,000,000 shares down to 18,750,000 shares.

On November 29, 2023, we filed with the Secretary of State of the State of Nevada a Certificate of Amendment to the Certificate of Designation for the Series A Preferred Stock to increase our authorized shares of Series A preferred shares from 20,000,000 shares up to 81,250,000 shares.

On January 2, 2024, the Company completed the acquisition of the proprietary software platform and call center of LendTech CRM Solutions LLC, Believe PMF EIRL and DBOSS Funding, LLC (the “Simplified Companies”) in a common stock, cash and deferred commission deal, consisting of the aggregate purchase consideration, which includes 4,000,000 shares of the Company’s common stock for a fair value of \$740,000 to be issued after the acquisition date in tranches. The fair value of these shares on the acquisition date is included in additional paid-in capital. The Company entered into Business commission agreement with the selling shareholders for new business referrals and business renewals. As these business commissions are paid primarily for the benefit of the acquirer and based on post combination efforts by the selling shareholder, these commissions have been accounted separately from the business combination. The Company recognized

commission expenses of \$489,557 for the year ended December 31, 2024, included under general and administrative expenses in the consolidated statement of operations and comprehensive loss. The Company obtained control of the Simplified Companies upon transfer of cash consideration to the selling shareholders. The total consideration transferred in the acquisition was \$2,167,996. Based upon the timing of the Simplified Acquisition, the Company's consolidated financial statements for the year ended December 31, 2024 reflect the results of Favo Capital for the portion of the period after the completion of the Simplified Acquisition. The Company's consolidated financial statements for the year ended December 31, 2023, do not reflect the results of Simplified.

The Simplified Companies are engaged in the business of using proprietary software and call centers in the Dominican Republic and Florida to offer secured and unsecured financial products and services to clients with funders across the United States. The business generates revenue from the commissions generated from the funders.

The primary reason for the business combination is to grow the direct funding business and improve overall margins by leveraging the synergies between the Company and the Simplified Companies.

In connection with the acquisition, we entered into the above-mentioned Business Commission Agreement with Robinpaws, LLC, owned by Robin Nadeau-Campus that was amended in January 2025 to refer both new business clients and renewals of existing business clients of Robinpaws to services provided by Favo Capital in exchange for commissions. The parties amended the agreement to clarify some of the important terminology with regards to "renewal" business to avoid grey areas going forward.

On February 15, 2024, the Company filed with the Secretary of State of the State of Nevada Amended and Restated Articles of Incorporation.

On September 9, 2024, the Company entered into a securities purchase agreement (the "Securities Purchase Agreement") with certain purchasers (the "Purchasers") for the purchase and sale of Company's securities. In an initial closing, the Company issued 8,000,000 of the Common Units, each such Common Unit consisted of one share of the Company's common stock with a par value \$0.0001 per share ("Common Stock"), common warrants ("Warrants") to purchase one Common Stock, for every one share of common stock purchased and a pre-funded warrant ("Pre-funded Warrant") to purchase 3/200th share of Common Stock purchased. Pursuant to the Securities Purchase Agreement, the Common Units were sold at a purchase price of \$0.25 per share, with five-year Warrants having exercise price of \$0.40 per share and the Pre-funded Warrants having exercise price of \$0.0001 per share.

The sale of the Units to the Purchasers closed on December 12, 2024. The aggregate gross proceeds to the Company from the December 2024 offering were approximately \$2,000,000 before deducting placement agent fees and expenses and other transaction costs of \$207,600.

On May 8, 2025, the Company signed subscription agreements with Stewards International Funds PCC to purchase 32,000,000 shares of Series A preferred shares for a total investment of \$8,000,000.

On May 9, 2025, Vincent Napolitano, our officer, director and majority shareholder of the Company issued a notice of conversion to our company to convert 18,750,000 shares of his Series C Preferred Stock into 18,750,000 shares of our company's common stock, as provided for under the Certificate of Designation, as amended, for the Series C Preferred Stock.

On the same date, we instructed our transfer agent to convert the 18,750,000 shares of Series C Preferred Stock into common stock and, as per the instructions of Mr. Napolitano, to issue 18,750,000 new shares of common stock to entities related to our officers and directors, as follows:

VK Nap Family, LLC (10,359,375 shares)
S & T Quin Family Limited Partnership
(5,578,125 shares) Stewards Investment
Capital Limited (2,812,500 shares)

As a result of the above conversion, there are no outstanding shares of our Series C Preferred Stock and there has been an increase in our outstanding shares of common stock of 18,750,000 shares.

On July 11, 2025, the Company entered into and closed on three separate membership interest purchase agreements (“MIPAs”), two of which were for the purchase of all of the outstanding membership interests in Block 40 Investments Holdings, LLC and Block 40 Managers, LLC (the “Block 40 Entities”) from the member owners of the Block 40 Entities and the last for the purchase of all of the outstanding membership interests that Hollywood Circle Capital, LLC held in Block 40, LLC (the “Transaction”). In exchange, the Company agreed to issue an aggregate of 62,673,217 shares of our restricted common stock to the member owners of the Block 40 Entities pro rata to their holdings, valued at \$0.76 per share, and for the membership interests that Hollywood Circle Capital, LLC held in Block 40, LLC.

The Block 40 Entities and Hollywood Circle Capital, LLC own 100% of the membership interests of Block 40, LLC (“Block 40”). Block 40 owns 1818 Park, a modern, mixed-use development that features residential, office, and retail components. The property, detailed at 1818Park.com, is a newly built, stabilized asset boasting high occupancy and long-term lease agreements across its tenant base, offering durable cash flow and positioning FAVO Capital in the heart of Young Circle, one of South Florida’s most vibrant commercial hubs.

On July 14, 2025, the Company signed subscription agreements with Forfront Capital LLC to purchase 1,000,000 shares of Series A preferred shares for a total investment of \$250,000.

In a second closing under the initial Securities Purchase Agreement dated September 9, 2024, the Company issued 1,750,000 Common Units to the Purchasers. Each Common Unit was sold at a purchase price of \$0.25 per share and consisted of one share of common stock, a five-year warrant exercisable at \$0.40 per share, and a pre-funded warrant exercisable at \$0.0001 per share. The sale of the Common Units closed on July 30, 2025, resulting in aggregate gross proceeds of approximately \$437,500, before deducting placement agent fees, expenses, and other transaction costs totaling \$51,350.

Pursuant to the terms of the initial Securities Purchase Agreement, the Company subsequently issued an additional 5% in common stock and 5% in warrants to all participants from both the first and second closings, in connection with an extension of the effectiveness deadline to December 31, 2025. As a result, the Company issued 487,500 shares of common stock and warrants to purchase 487,500 shares of common stock to the investors.

Effective August 1, 2025, the Company transferred its 100% interest in FC Sub Fund LLC (the “VIE”) to Forfront Capital LLC for a consideration of \$1. Forfront is a related party. The VIE was not previously consolidated by the Company, as the Company was not the primary beneficiary of the VIE. The Company is still continuing its involvement with the entity in the form of a 2% management fee arrangement for managing the VIE’s assets.

On August 4, 2025, the Company signed subscription agreements with Stewards International Funds PCC to purchase 4,000,000 shares of Series A preferred shares for a total investment of \$1,000,000.

On August 7, 2025, the Board of Directors and a majority of shareholders of the Company approved a change in the name of the Company from Favo Capital Inc. to Stewards Inc. The Company has submitted an application with FINRA for a market effective date for the name change, as well as a change in symbol.

On August 7, 2025, our board and a majority of our shareholders approved a reverse stock split within the range of 1-for-2 to 1-for-100 of our issued and outstanding shares of common stock and authorized the Board, in its discretion, to determine the final ratio in connection with the reverse stock split. On November 6, 2025, the Board of Directors and the majority shareholders of the Company approved the abandonment of the previously authorized reverse stock split. The Board and shareholders determined that proceeding with the reverse split was no longer in the best interest of the Company or its shareholders.

On August 25, 2025, we filed a withdrawal of our certificate of designation, as amended, for our Series C

Preferred Stock.

On August 25, 2025, our board and shareholders approved the creation of Series B Preferred Stock and we later filed a certificate of designation with the State of Nevada. The certificate of designation provides that 10,000,000 authorized shares of preferred stock are designated as Series B Preferred Stock. The Series B Preferred Stock shall have no value in the event of the liquidation of our company or any rights to distributions declared by our company. After five years, the Series B Preferred Stock is convertible into shares of Common Stock on a 1 for 1 basis. Each share of Series B Preferred Stock is entitled to fifty (50) votes on any matter brought before the voting shareholders of our company.

Also on August 25, 2025, we entered into a Conversion Agreement with Forfront, LLC, an affiliate of our company, for it to convert 10,000,000 shares of Series A Preferred Stock into 10,000,000 shares of our newly created Series B Preferred Stock.

Finally, on August 25, 2025, we entered into Voting Agreement with Forfront, LLC, in which Forfront agreed to vote its shares of Series B Preferred Stock in accordance with the direction of our founders, which includes Vincent Napolitano, Shaun Quin and Glen Steward, with the President of our company receiving an irrevocable proxy from Forfront to vote its shares in accordance with the direction of our founders.

The conversion to Series B Preferred Stock and the Voting Agreement are part of a strategic initiative to streamline our capital structure, enhance governance control during a critical phase involving corporate rebranding, and align leadership with long-term objectives without diluting economic interests of non-affiliate shareholders. The Board determined this related-party transaction to be fair under Nevada law and ratified it by majority voting power.

On August 26, 2025, following the MIPA acquisition of the Block 40 Entities and the membership interest in Block 40 of Hollywood Circle Capital, LLC, we initiated an offer to EB-5 investors in Block 40, LLC to exchange their preferred membership interests for shares of our common stock. These EB-5 interests were legacy obligations specific to the Block 40 real estate project and were included in the contractual purchase price of approximately \$74 million. The EB-5 preferred interests in Block 40 carried cumulative preferred returns that continued indefinitely unless converted or otherwise repurchased. By offering equity in exchange, we seek to reduce the long-term accrual burden of these obligations, strengthen the balance sheet with a more permanent capital structure, and align these legacy investors with the Company's long-term growth strategy.

On September 1, 2025, the Company entered into a debt financing arrangement with Stewards International Funds PCC (on behalf of the Stewards Private Credit Fund), pursuant to which it may raise up to \$50 million through the issuance of unsecured and unsubordinated debt notes (the "Favo Debt Notes"). The notes carry a fixed annual interest rate of 8.00%, with a maturity date in August 2030. In connection with this facility, the Company agreed to issue warrants to the noteholder, exercisable for up to 65,789,474 shares of the Company's common stock at a fixed price of \$0.76 per share, with the number of warrants proportionately tied to each note issuance under the facility. The warrants are subject to a delayed exercise period, commencing no earlier than 12 months following an IPO or the maturity date, whichever is later, and are structured to minimize dilution around the time of the Company's planned public offering. The Company has preliminarily assessed the warrant terms and determined that they meet the criteria for classification within equity rather than as a liability under applicable accounting guidance. To date, no funds have been drawn or invested under the facility. Proceeds from the issuance of the Favo Debt Notes are to be used exclusively for (i) refinancing existing indebtedness, which currently carries an effective annual interest rate of approximately 15% and matures in June 2026, and (ii) funding the Company's general operational needs. This refinancing is intended to reduce cash interest expense, strengthen the Company's balance sheet, and improve financial flexibility to support long-term growth.

On September 2, 2025, the Company signed subscription agreements with Forfront Capital LLC to purchase 200,000 shares of Series A preferred shares for a total investment of \$50,000

On September 16, 2025, the Company appointed Zachary Graeve to its Board of Directors as an independent director and Chair of the Nominating and Corporate Governance Committee. Mr. Graeve brings over 20 years

of experience in corporate governance, investor relations, and capital markets strategy to support the Company's growth and planned uplisting initiatives.

On September 23, 2025, the Company entered into a Note Purchase Agreement with accredited investor Valeriya Nayshevska for the purchase of a secured promissory note in the principal amount of \$1,000,000. The proceeds from this transaction are intended for general corporate purposes and investments in merchant cash advances, secured real estate loans, and other revenue-based financing activities. The Note Purchase Agreement provides for the potential issuance of additional secured notes on identical terms, with each note ranking pari passu in right of payment. The funds were received on October 3, 2025.

On September 29, 2025, the Company appointed Dr. Wael Barsoum to its Board of Directors as an independent director. Dr. Barsoum is a seasoned healthcare executive and former CEO of Cleveland Clinic Florida, bringing extensive governance and operational leadership experience to support the Company's growth and oversight initiatives.

On September 30, 2025, Favo Capital Inc, issued a corresponding Secured Promissory Note to J & T Family, LLC in the principal amount of \$1,000,000. The note bears interest at 15% per annum, payable monthly, and is secured by the Company's receivables and right-to-receive interests within its short-term trade finance operations. All notes issued under the Note Purchase Agreement are pari passu in payment priority and governed by the laws of the State of Nevada. The funds were received on the same day.

On October 14, 2025, the Company issued an automatic convertible promissory note in the principal amount of \$400,000 to Rob Harpur. The note bears simple interest at 1.0% per annum and matures on October 14, 2026. At the holder's option, all or any portion of the outstanding principal and accrued interest may be converted into shares of the Company's common stock at a fixed conversion price of \$0.76 per share. The note may also be prepaid by the Company prior to maturity upon written notice. The transaction provides a flexible financing mechanism that can convert into equity upon maturity or qualified financing, and the proceeds are intended to support general corporate and lending operations.

On October 15, 2025, the Board of Directors of FAVO Capital, Inc. appointed Gary F. Baumann as an independent member of the Board. Mr. Baumann brings more than 25 years of experience in construction and commercial litigation, including advising large-scale infrastructure projects on compliance and risk management. The Company believes his expertise in legal governance and institutional operations will strengthen Board oversight and support its long-term strategic growth across financial services and real-asset investment segments.

On October 28, 2025, Mr. Gary Baumann resigned as a member of the Board of Directors of FAVO Capital, Inc. and from all committee appointments. The resignation was not the result of a disagreement with the Company, known to an executive officer of the Company, on any matter relating to the Company's operations, policies, or practices.

On October 30, 2025, the Company's Board of Directors approved and executed a Debt Exchange Agreement with 315-352 Associated, LLC and SHB Equities, LLC, pursuant to which outstanding promissory notes originally issued under Note Purchase Agreements dated April 1, 2021 and December 15, 2022, were exchanged for shares of the Company's common stock. The aggregate principal and accrued interest of approximately \$129,204 was converted into common shares at a fixed price of \$0.76 per share. The transaction was approved by unanimous written consent of the Board and eliminates the related-party debt obligations from the Company's balance sheet while strengthening shareholders' equity.

On October 30, 2025, FAVO Capital, Inc. (the "Company") executed Amendment No. 1 to the Loan Agreement with Stewards International Funds PCC (on behalf of the Stewards Private Credit Fund) (the "Lender"), originally dated September 1, 2025. The Amendment increases the aggregate principal amount authorized under the unsecured, unsubordinated debt note facility from \$50,000,000 to \$100,000,000, with corresponding adjustments to the number of notes and associated warrants to purchase up to 131,578,947 shares of the Company's common stock at an exercise price of \$0.76 per share. All other terms of the Loan Agreement, including the fixed annual interest rate of 8.00%, maturity date of August 31, 2030, and use of proceeds for

refinancing existing debt and funding general operational needs, remain substantially unchanged. Proceeds from the expanded facility will continue to support the Company's private credit and real estate operations, including working capital, payroll, and other ordinary-course business expenses. The debt note facility is expected to enhance liquidity, extend the Company's operational runway, and reduce the weighted average cost of capital.

On October 30, 2025, FAVO Capital, Inc. (the "Company") executed a Second Amendment to the Business Commission Agreement with Robinpaws LLC, a Florida limited liability company solely owned by Robin Nadeau-Camus. The Second Amendment replaces all prior compensation terms under the original Business Commission Agreement (dated December 21, 2023) and the First Amendment (dated April 1, 2024). Under the revised terms, all previous commission and renewal payment obligations are terminated and replaced with a fixed compensation package consisting of:

1. A lump-sum cash payment of \$460,000, payable in three monthly installments beginning January 1, 2026, as follows: \$200,000 in month one, \$200,000 in month two, and \$60,000 in month three; and
2. The issuance of 2,125,000 restricted shares of FAVO Capital, Inc. common stock to Robinpaws LLC within thirty (30) days of the effective date of the amendment, at an acquisition value of \$0.76 per share.

All other provisions of the Commission Agreement remain unchanged. The amendment settles all prior variable compensation obligations under the agreement and finalizes the structure of payments owed to Ms. Nadeau-Camus and Robinpaws LLC.

This amendment does not create any new debt obligation or contingent liability to the Company and was executed in the ordinary course of business as part of contractual restructuring of existing compensation arrangements.

On November 3, 2025, the Company, doing business as Stewards Inc., entered into a Securities Purchase Agreement (the "Agreement") with Dolomite Foundation, a Cayman Islands foundation acting for itself and on behalf of its syndicate of investors (the "Dolomite Syndicate"). Pursuant to the Agreement, the Company agreed to issue pre-funded warrants to purchase up to 2,450,980 shares of its common stock. The economic value per warrant share is \$4.08, based on the 30-trading-day volume-weighted average price (VWAP) of the Company's common stock for the period from September 19, 2025 to October 30, 2025. The actual exercise price of the prefunded warrants is .0001 per share, with substantially all consideration delivered upfront via \$DOLO tokens as in-kind payment. The transaction provides for an aggregate investment amount of \$10,000,000, payable in \$DOLO tokens as in-kind consideration. The warrants are structured in ten equal tranches of \$1,000,000 each, becoming exercisable upon achievement of specified \$DOLO 30-day VWAP milestones. Tokens are held in a jointly controlled multi-signature wallet on the Arbitrum One blockchain, requiring a three-of-four authorization threshold (two company signatories and two investor signatories) for any release. Shares issued upon exercise of the warrants will be subject to a 12-month lock-up period, and all unissued tranches are subject to cancellation in the event that \$DOLO's 30-day VWAP falls below \$0.01. The structure is designed to align the Company's digital-asset exposure with Dolomite's platform development milestones while minimizing immediate dilution and supporting the Company's longer-term liquidity and capital-efficiency objectives. Proceeds of the transaction are intended to support continued growth of the Private Credit and Real Estate segments and the controlled implementation of the Company's digital-asset strategy. The Company does not expect to receive cash proceeds in the transaction. If and when any \$DOLO tokens are received upon the exercise of the pre-funded warrants, the Company expects to hold such tokens in connection with its controlled evaluation of its digital-asset initiatives and does not intend to use them as a source of operating liquidity. For the avoidance of doubt, any 'support' to our Private Credit or Real Estate businesses from the Dolomite SPA is strategic, i.e., evaluating potential future tokenization and settlement tooling and not financial proceeds for operating liquidity or segment funding.

On November 6, 2025, the Board of Directors and the majority shareholders of the Company approved the abandonment of the previously authorized reverse stock split, originally approved on August 7, 2025, which had provided for a potential split ratio between 1-for-2 and 1-for-100. The Board and shareholders determined that proceeding with the reverse split was no longer in the best interest of the Company or its shareholders. On the same date, the Board and majority shareholders approved an amendment to the Company's Articles of

Incorporation to change its corporate name from Favo Capital, Inc. to Stewards, Inc. On November 14, 2025, the Company's previously announced corporate actions became effective, including its change of name from Favo Capital, Inc. to Stewards, Inc. and the corresponding change of its trading symbol from "FAVO" to "SWRD,"

On November 13, 2025, in anticipation of our planned uplisting to the Nasdaq Capital Market, and as part of our transition from a privately operated financial services group to a fully compliant SEC-reporting issuer, our Board of Directors and majority shareholders approved a series of significant governance and compensation actions prior to the filing of this registration statement. These approvals included the reconstitution of the Board and senior leadership team to align with public-company requirements, including the planned transition of Vincent Napolitano from Chief Executive Officer to Chairman Emeritus, the appointment of Glen Steward as President of the Company and Chairman of the Board, and the appointment of Shaun Quin as Chief Executive Officer. The Company had previously appointed two independent directors, Wael Barsoum (Chair of the Remuneration Committee) and Zachary Graeve (Chair of the Governance and Nominating Committee), and the Board also authorized the addition of an independent Audit Committee Chair and a further independent director in connection with the uplisting. In addition, the Board approved a one-time, pre-uplisting Restricted Stock Unit Recognition Grant of 3,000,000 RSUs issued under the Company's 2024 Equity Incentive Plan, subject to dual-trigger vesting based on the Company's uplisting and the effectiveness of a Form S-8. The Board and shareholders further adopted a comprehensive, market-based executive compensation program and a phased implementation plan covering 2025 through 2028, establishing new structures for base salary, short-term and long-term incentives, performance metrics, governance controls, and equity award mechanics. Finally, the Board approved a Director Compensation Plan providing for annual cash retainers and annual RSU awards for non-employee directors. These actions collectively strengthened the Company's governance architecture and compensation framework in preparation for operating as a public company.

On November 14, 2025, the Company's previously announced corporate actions became effective, including its change of name from Favo Capital, Inc. to Stewards, Inc. and the corresponding change of its trading symbol from "FAVO" to "SWRD,"

On November 14, 2025, the Company signed subscription agreements with Stewards International Funds PCC to purchase 1,280,000 shares of Series A preferred shares for a total investment of \$320,000.

On November 18, 2025, the Company entered into an AS IS Agreement of Sale and Purchase (the "Plantation Purchase Agreement") with Strata Group LLC, a Florida limited liability company (the "Seller"), pursuant to which the Company agreed to acquire certain real property located at 4350 NW 8th Court, Plantation, Broward County, Florida (the Plantation Property) for use as its corporate headquarters and operational facility.

Effective December 1, 2025, Glen Steward resigned from his position as Chief Strategy Officer of the Company. His resignation relates solely to his executive employment capacity. Mr. Steward continues to serve as a member of the Board of Directors.

On December 5, 2025, the Board of Directors of the Company approved, by written consent, the issuance of an aggregate of 11,400 shares of the Company's common stock to certain non officer employees as equity recognition awards in connection with the Company's Nasdaq uplisting efforts. The issuances consisted of 100 shares to each of 114 eligible employees, were made pursuant to the Company's 2024 Equity Incentive Plan, and were issued as restricted shares subject to applicable federal and state securities law requirements.

On December 12, 2025, the Company completed a debt exchange transaction with Rob Harpur pursuant to a debt exchange agreement dated October 14, 2025, under which outstanding promissory notes in the aggregate principal amount of \$400,000, together with accrued interest, were exchanged for shares of the Company's common stock at a conversion price of \$0.76 per share. The exchange was approved by the Board of Directors and resulted in the issuance of restricted shares in full satisfaction of the underlying debt obligation.

On December 12, 2025, the Company completed a debt exchange transaction with SHB Equities, LLC and 315-352 Associated, LLC pursuant to a debt exchange agreement dated October 30, 2025, under which outstanding promissory notes in the aggregate principal amount of approximately \$129,204, together with accrued interest,

were exchanged for shares of the Company's common stock at a conversion price of \$0.76 per share. The exchange was approved by the Board of Directors and resulted in the issuance of restricted shares in full satisfaction and cancellation of the underlying debt obligations.

On December 17, 2025, the Company entered into a subscription agreement with Stewards International Funds PCC, on behalf of the Stewards Private Credit Fund, pursuant to which the investor subscribed for 5,750,000 shares of the Company's Series A Preferred Stock at a purchase price of \$0.25 per share, for aggregate gross proceeds of approximately \$1.44 million. The issuance of the Series A Preferred Stock was approved by the Board of Directors and the shares were issued as restricted securities in accordance with applicable federal and state securities laws.

On December 17, 2025, the Company entered into a subscription agreement with Stewards International Funds PCC, on behalf of the Stewards Private Credit Fund, pursuant to which the investor subscribed for \$3.0 million in aggregate principal amount of unsecured, unsubordinated debt notes under the Company's existing loan agreement dated September 17, 2025. In connection with this financing, and pursuant to Board approval, the Company also authorized the issuance of 3,947,368 warrants to purchase shares of the Company's common stock at an exercise price of \$0.76 per share, which were issued by the Company's transfer agent as restricted warrants. .

On December 18, 2025, the Board of Directors of the Company appointed John Bode as a member of the Board of Directors. Concurrently, Mr. Bode was appointed as Chair of the Audit Committee of the Company, and as a member of the Compensation and Nominating and Corporate Governance Committees.

On December 19, 2025, the Company executed Amendment No. 2 to its unsecured loan agreement dated September 17, 2025 with Stewards International Funds PCC, on behalf of the Stewards Private Credit Fund, which expanded the permitted uses of proceeds to include acquisitions of companies and assets, in addition to refinancing existing indebtedness and funding general corporate and operational needs.

On December 21, 2025, the Company executed Amendment No. 3 to the loan agreement, which amended transfer and registration provisions to require that the notes be issued and maintained in registered form, established a formal note register, and clarified restrictions on transfers and replacement obligations in order to comply with applicable U.S. federal tax requirements.

On December 31, 2025, the Company entered into a guaranty of payment in favor of the property manager of the 1818 Park real estate project, pursuant to which the Company agreed to guarantee the payment of certain management fees that may otherwise be collected, swept, or retained by the senior lender under the applicable loan documents. The guaranty is limited in scope, expressly subordinated to the senior mortgage financing, and applies solely to amounts that would have been payable to the manager under the management agreement but for the lender's exercise of its rights.

On January 13, 2026, in connection with the Company's ownership of the 1818 Park real estate property, the Company, together with its subsidiary Block 40 Property, LLC, entered into a Fourth Omnibus Amendment to the existing loan documents governing the senior mortgage financing for the property. As part of this amendment, the Company executed a joinder to the guaranty and environmental indemnity, pursuant to which it became an additional guarantor under the loan, and Block 40 Property, LLC assigned the property management agreement to the lender and subordinated related management fees. These actions were undertaken in connection with the lender's consent to the ownership transfer and did not result in an increase to the outstanding principal balance of the loan.

On January 15, 2025, the Company completed a rebranding of its funding operations, changing the name of its small business lending division from FAVO Funding to Stewards Business Capital. The rebrand was undertaken to unify the Company's operating subsidiaries under the Stewards brand, simplify its go to market strategy, and better align the branding of its private credit and lending activities with the Company's broader corporate identity. The rebranding did not involve any changes to the Company's legal structure, ownership, or core business operations.

On January 22, 2026, the Company issued 2,000,000 shares of its common stock to Robinpaws LLC pursuant to an asset purchase agreement originally entered into in December 2023, in connection with the acquisition of certain operating assets related to a proprietary funding and call center platform. The issuance was approved by the Company's Board of Directors, the shares were issued as restricted securities, and the consideration for the issuance was deemed fully paid and non assessable based on the agreed acquisition value set forth in the underlying asset purchase agreement.

On January 30, 2026, the Company entered into a subscription agreement with Stewards International Funds PCC, on behalf of the Stewards Private Credit Fund, pursuant to which the investor subscribed for \$1.5 million in aggregate principal amount of unsecured, unsubordinated debt notes under the Company's existing loan agreement dated September 17, 2025. In connection with this financing, and pursuant to Board approval, the Company also authorized the issuance of 1,973,684 warrants to purchase shares of the Company's common stock at an exercise price of \$0.76 per share.

On February 18, 2026, the Company entered into a subscription agreement with Stewards International Funds PCC, on behalf of the Stewards Private Credit Fund, pursuant to which the investor subscribed for \$2 million in aggregate principal amount of unsecured, unsubordinated debt notes under the Company's existing loan agreement dated September 17, 2025. In connection with this financing, and pursuant to Board approval, the Company also authorized the issuance of 2,631,578 warrants to purchase shares of the Company's common stock at an exercise price of \$0.76 per share, which were issued by the Company's transfer agent as restricted warrants.

On February 18, 2026, the Company entered into a subscription agreement with Stewards International Funds PCC, on behalf of the Stewards Private Credit Fund, pursuant to which the investor funded \$2 million in aggregate principal amount of unsecured, unsubordinated debt notes under the Company's existing loan agreement dated September 17, 2025. In connection with this financing, and pursuant to Board approval, the Company also issued 2,631,579 warrants to purchase shares of the Company's common stock at an exercise price of \$0.76 per share.

On March 11, 2026, the Company completed the acquisition of the Plantation Property pursuant to the Plantation Purchase Agreement. Title to the property was conveyed to Stewards Real Estate LLC, a wholly owned subsidiary of the Company, by Seller, pursuant to a Special Warranty Deed recorded in the public records of Broward County, Florida. The acquisition was completed for the previously agreed purchase price of \$5,861,185, subject to customary closing prorations, credits, and adjustments. In connection with the closing, Stewards Real Estate LLC entered into a mortgage loan in the principal amount of \$4,000,000. The mortgage loan matures on March 11, 2029. The Property is intended to serve as the Company's corporate headquarters and operational facility and supports the Company's strategy of consolidating administrative functions and supporting long term operational growth.

On March 26, 2026, the Company entered into a subscription agreement with Stewards International Funds PCC, on behalf of the Stewards Private Credit Fund, pursuant to which the investor funded \$600 thousand in aggregate principal amount of unsecured, unsubordinated debt notes under the Company's existing loan agreement dated September 17, 2025.

On April 28, 2026, the Company entered into a subscription agreement with Stewards International Funds PCC, on behalf of the Stewards Private Credit Fund, pursuant to which the investor funded \$500 thousand in aggregate principal amount of unsecured, unsubordinated debt notes under the Company's existing loan agreement dated September 17, 2025.

On May 7, 2026, the Company entered into a subscription agreement with Stewards International Funds PCC, on behalf of the Stewards Private Credit Fund, pursuant to which the investor funded \$500 thousand in aggregate principal amount of unsecured, unsubordinated debt notes under the Company's existing loan agreement dated September 17, 2025.

Risk Factors

Risks Related to our Financial Condition

We have a history of losses, and an accumulated deficit, and we may be unable to achieve or sustain profitability.

We have incurred net losses of \$20,756,466 and \$8,658,780 for the fiscal years ended December 31, 2025, and 2024, respectively. As of December 31, 2025, we had an accumulated deficit of approximately \$58,200,729. These losses and accumulated deficit are a result of, among other things, the substantial investments we made to grow our business, including the expenses incurred in connection with our 1818 Park acquisition, and the costs associated with scaling our Private Credit and Real Estate operations. We expect to continue making significant expenditures to grow our business in the future, including opportunistic investments in sales and marketing, technology infrastructure, and selective acquisitions.

Businesses we have acquired and may acquire in the future may have different levels of profitability than our core operations, which may affect our overall profitability until we realize expected synergies. These increased expenditures will make it more difficult for us to achieve profitability, and we cannot predict with certainty whether or when we will achieve profitability, if at all. Historically, certain of our costs have increased each year due to these factors and we expect to continue to incur increasing costs to support our anticipated future growth. If the costs associated with acquiring new customers, including online advertising and paid search costs, outbound lead generation, scaling our field sales teams, or the terms on which our partners refer clients to us, materially rise in the future, our expenses may rise significantly.

If we are unable to generate adequate revenue growth from our Private Credit revenue-based funding products and Real Estate rental income while managing expenses and restructuring or refinancing debt, we may continue to incur significant losses and may not achieve or maintain profitability. This could cause the trading price of our shares to decline further. Failure to generate adequate revenue growth may also result in decreases in asset values, including goodwill and other intangibles from acquisitions, that are deemed other than temporary, leading to additional impairment losses.

We may make decisions that will reduce our short-term operating results if we believe those decisions will improve the experiences of our customers and their consumers and if we believe such decisions will improve our operating results over the long-term. These decisions may not be consistent with the expectations of investors and may not produce the long-term benefits that we expect, in which case our business may be materially and adversely affected.

There is no guarantee that cash flow from operations, debt financings, equity financings (including the Dolomite transaction), or other sources will provide sufficient capital to meet our expansion goals, working capital needs, debt service obligations, or ongoing operations.

Our strategic plan includes both organic growth in our Private Credit and Real Estate segments and potential acquisitions when market and competitive conditions permit. Due to the long-term nature of investments in acquisitions and the working capital required to support organic growth, our long-term and working capital needs may periodically exceed short-term cash flow from operations. We anticipate that we may need to raise additional external capital through the sale of common stock, preferred stock, debt instruments, or other means (in addition to cash flow from operations, which may not always be sufficient), to fund growth and working capital needs.

In the event we need to raise significant external capital, we may be required to do so under adverse market conditions, resulting in substantial and immediate dilution to existing shareholders and new investors. Debt financings may involve higher interest rates, more onerous covenants that restrict our financial and operational

flexibility, or other unfavorable terms. There can be no assurance that we will be able to raise capital on reasonable terms, or at all. Failure to obtain sufficient capital on acceptable terms could force us to delay, reduce, or abandon our growth plans, limit our ability to service existing debt, or materially harm our business, financial condition, and results of operations. Debt covenants in any instruments we issue could further limit our flexibility and adversely affect the market price of our common stock.

We have substantial debt, which could adversely affect our financial condition, limit our ability to raise additional capital, and prevent us from meeting our obligations.

As of March 31, 2026, our total indebtedness was approximately \$133,782,837 including mortgage loan of \$73,625,000 and notes payable of \$ 39,772,025 Our interest expense for the quarter ended March 31, 2026, currently amounts to approximately \$2,800,000.

This substantial debt could have important consequences, including the following: (i) a substantial portion of our cash flow from operations may be dedicated to the payment of principal and interest on indebtedness, thereby reducing the funds available for operations, future business opportunities and capital expenditures; (ii) our ability to obtain additional financing for working capital, debt service requirements and general corporate purposes in the future may be limited; (iii) we may face a competitive disadvantage to lesser leveraged competitors; (iv) our debt service requirements could make it more difficult to satisfy other financial obligations; and (v) we may be more vulnerable to economic downturns or adverse developments in our Private Credit or Real Estate businesses, limiting our ability to pursue important growth activities.

Our refinancing strategy is designed to systematically reduce higher-cost debt obligations over time, which we believe will improve financial stability and reduce cash flow pressure, potentially supporting sustained profitability within approximately three years. However, our ability to make scheduled principal and interest payments or to refinance our indebtedness depends on our financial and operating performance, which is subject to general economic, financial, competitive, business, and other factors beyond our control. If we cannot generate sufficient cash flow to service our debt or meet liquidity needs, we may need to restructure or refinance all or a portion of our debt, which could impair our liquidity. Any refinancing, if available at all, could occur at higher interest rates or with more restrictive covenants that further limit our business operations. Despite our current level of indebtedness, we may need to incur additional debt, which could exacerbate these risks.

We face risks from our digital-asset financing activities, including the Dolomite transaction, that could materially affect our liquidity, balance sheet, and capital-raising ability (see also “Risks Related to the Dolomite Transaction and the Company’s Digital-Asset Activities” for a detailed discussion).

Any \$DOLO tokens received are held for strategic treasury management purposes (subject to hold periods, multi-signature custody, and milestone conditions) rather than as a source of operating liquidity or direct segment funding. Significant volatility in digital-asset values could result in fair-value losses, accounting volatility, or tax mismatches that strain liquidity or impair our ability to service debt or raise additional capital on favorable terms. Custody, regulatory, or operational issues with tokens could further limit our financial flexibility.

Because we have a limited operating history, you may not be able to accurately evaluate our operations.

We have had limited operations to date. On September 2, 2020, we changed our name from Favo Realty, Inc. to Favo Capital, Inc., which is the point at which our business changed from a real estate investment company, to a private credit company providing alternative financing solutions to small and medium-sized businesses (SMBs) across the United States, through revenue-based funding solutions. We have recently acquired 1818 Park and are now engage in real estate operations. Therefore, we have a limited operating history upon which to evaluate the merits of investing in our company. Potential investors should be aware of the difficulties normally encountered by new companies and the high rate of failure of such enterprises.

The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the operations that we plan to undertake. These potential problems include, but are not limited to, unanticipated problems relating to the ability to generate sufficient cash flow to operate our business and additional costs and expenses that may exceed current estimates. We expect to continue to incur significant losses into the foreseeable future. We recognize that if the effectiveness of our business plan is not forthcoming, we will not be able to continue business operations. There is no history upon which to base any assumption as to the likelihood that we will prove successful, and it is doubtful that we will generate any operating revenues or ever achieve profitable operations. If we are unsuccessful in addressing these risks, our business will most likely fail.

As a growing company, we have yet to achieve a profit and may not achieve a profit in the near future, if at all.

We have not yet produced any significant revenues or profits and may not in the near future, if at all. Further, many of our competitors have a significantly larger industry presence and revenue stream and may have already achieved profitability. Our ability to continue as a going concern is dependent upon raising capital from financing transactions, increasing revenue and keeping operating expenses below our revenue levels in order to achieve positive cash flows, none of which can be assured.

These factors, individually or in combination with our substantial debt, ongoing losses, and the uncertainties associated with our digital-asset financing activities and recent real estate expansion, raise substantial doubt about our ability to continue as a going concern within one year after the date that our financial statements are issued. Our consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. If we are unable to raise sufficient capital, generate adequate cash flows, or achieve profitability, we may need to curtail operations, sell assets on unfavorable terms, or seek other remedies, any of which could materially and adversely affect investors.

Risks Related to Our Private Credit Business and Industry

Our growth may not be sustainable and depends on our ability to attract new customers, retain revenue from existing customers and increase sales to both new and existing customers.

We operate a direct and syndication funding platform to serve small and medium-sized businesses (“SMBs”) in need of liquidity to fulfill their financial responsibilities. Through our direct sales, marketing, underwriting and operational platform and with our syndication partners, we provide funding solutions for customers. We originate and provide financing to businesses primarily through a merchant cash advance (“MCA”) product offering. Under an MCA, businesses receive funds in exchange for a portion of the business’s future receipts at an agreed upon discount and repayment term. The majority of our portfolio will be invested in the MCA business.

We currently maintain relationships with six syndication partners, three core partners and three secondary partners, all of whom operate in the Merchant Cash Advance (MCA) industry and provide revenue-based financing solutions. Pursuant to Master Participation Agreements and related agreements, we participate in approved transactions with these partners at levels generally ranging from 10% to 95% of the deal value. The Company originates, funds, and services transactions, including collections, on behalf of itself and its partners. To manage concentration risk, we do not participate in any syndication arrangement where our exposure exceeds 40% of a partner’s total portfolio. All syndication partners are provided with investment guidelines aligned with our internal underwriting standards, and they are required to adhere to those criteria to ensure consistency and risk alignment across all investments. However, if one or more key syndication partners reduce participation, delay funding, or terminate agreements, our ability to originate and service MCAs at current volumes could be materially impaired, reducing revenue and limiting growth.

We focus on serving small and medium-sized businesses, many of which are in the entrepreneurial or early growth stage of development. These SMBs often lack long credit histories and are more susceptible than larger enterprises to macroeconomic pressures such as inflation, consumer spending shifts, and interest rate increases. As a result, they may have greater turnover or financing needs. Approximately 30–40% of our direct portfolio customers return for multiple rounds of funding.

Our underwriting framework, described above, is designed to address this heightened risk profile by incorporating a wide range of alternative data points beyond traditional credit bureau scores. For example, we may analyze merchant bank statement performance, cash flow patterns, digital footprint, landlord payment history, and government filings, in addition to credit bureau data. By relying on real-time business data and technology-enabled verification, we can better assess the true repayment capacity of SMBs whose financial stability may not otherwise be captured by conventional credit scoring methods.

This approach provides us with visibility into businesses that traditional lenders often overlook, while balancing risk and enabling us to meet the financing needs of entrepreneurial SMBs.

We may also fail to attract new customers, retain revenue from existing customers or increase sales to both new and existing customers as a result of a number of other factors, including:

- reductions in our current or potential customers' spending levels;
- a decrease in SMB spending, including due to a deteriorating macroeconomic environment;
- competitive factors affecting the markets for our financial products, including the introduction or innovation of competing financial products and other strategies that may be implemented by our competitors;
- global political, economic, social and environmental risks that may impact our operations or our customers' operations and/or decrease consumer spending, including pandemics and other global health crises, natural disasters, acts or threats of war or terrorism and other general security concerns such as the U.S. and Israeli military strikes and Iran's retaliatory actions throughout the Middle East, the Israeli-Palestinian conflicts and the ongoing military conflict between Russia and Ukraine;
- our ability to execute on our financial solutions roadmap, growth strategy and operating plans;
- our ability to successfully sell and transition new and existing customers to our financial solutions;
- our ability to meet the demands and requirements of larger customers;
- a decline in the market share of SMBs relative to large enterprises;
- a decline in our SMBs' level of satisfaction with our financial solutions;
- changes in our relationships with third parties, including syndicate brokers, underwriters, brokers, real estate professionals and others;
- the timeliness and success of new financial solutions and services we may offer in the future;
- customer perceptions of business in the context of our growth and in the context of acquisitions we complete;
- our brand recognition;
- concerns relating to actual or perceived privacy or security breaches;
- the frequency and severity of any system outages;
- terminations of relationships with certain customers or partners for unacceptable business practices, contract breaches or because required by law;
- technological changes or problems; and

- our focus on long-term value over short-term results, meaning that we may make strategic decisions that may not maximize our short-term revenue or profitability if we believe that the decisions are consistent with our mission and will improve our financial performance over the long-term.

Due to these factors and the continued evolution of our business, our historical revenue growth rate and operating margin may not be indicative of future performance. In particular, any material decline in repeat funding from existing customers or inability to replace lost syndication capacity could materially slow our revenue growth and adversely affect our results of operations.

We are subject to risks relating to the availability of capital to fund SMB customers, the ability of our customers to generate sales to remit receipts, general macroeconomic conditions, legal and regulatory risks and the risk of fraud.

We offer MCAs and other financial solutions for SMBs. This program provides cash advances to eligible small businesses and is designed to help them with overall business growth and cash management. Such merchant cash advance programs are subject to risks. For direct fundings, we handle the underwriting process, contract with the merchant directly and fund from our own resources. For syndicated fundings, however, we are dependent on our syndication partners and the lead funder in particular, to operationalize merchant cash advances. Further, if we cannot source capital to fund the advances for our customers, we might have to reduce the availability of this service, or cease offering it altogether.

A decline in macroeconomic conditions could lead to a decrease in the number of our customers eligible for an advance, and/or increase the risk of fraud or non-payment. If more of our customers cease operations, experience a decline in sales, or engage in fraudulent behavior, including subverting our underwriting processes, it would make it more difficult for us to obtain the receipts we have purchased via merchant cash advances or to obtain repayment of merchant cash advances we have made. In addition, if we fail to correctly predict the likelihood of timely repayment of merchant cash advances, our business may be materially and adversely affected. Merchant cash advances are generally unsecured obligations, and they are not guaranteed or insured in any way.

Loss rates on merchant cash advances may increase due to factors such as prevailing interest rates, the rate of unemployment, the level of consumer and business confidence, commercial real estate values, the value of the U.S. dollar, energy prices, changes in consumer and business spending, the number of personal bankruptcies, disruptions in the credit markets and other factors. While we believe that our underwriting process is designed to establish that our customers will be a reasonable credit risk, our merchant cash advances to SMBs may nevertheless be expected to have a higher default rate than advances made to customers with more established operating and financial histories.

We intend to continue to explore other financial solutions, models, structures and markets to advance cash or capital to our merchants. Some of those models, structures or markets may require, or be deemed to require, additional procedures, partnerships, licenses, regulatory approvals or capabilities. Should we fail to expand and evolve in this manner, or should these new products, models, structures, markets or new regulations or interpretations of existing regulations impose requirements on us that are impractical or that we cannot satisfy, the future growth and success of our merchant cash advance program may be materially and adversely affected.

Merchant cash advance businesses have historically been, and may in the future remain, more likely to be affected or more severely affected than large enterprises by adverse economic conditions.

Our direct funding portfolio has SMBs across multiple segments and industry types, but most of our merchants fall into the services, construction, and retail industries. These include restaurants, construction and development projects, physical fitness facilities, accounting and bookkeeping practices, home furnishings and equipment stores, and automotive repair shops, among others.

The composition of our syndication portfolio closely aligns with that of our direct investments, both of which are strategically shaped by evolving market dynamics. Key determinants include macroeconomic conditions, the influence of domestic and international government policy decisions, and the relative advantages of specific U.S. geographic regions. Regulatory and policy environments, whether supportive or restrictive, impact sector performance and are carefully considered in our portfolio construction and allocation strategy.

Given that our debtor mix involves merchants with a lack of resources compared with larger more established companies, these conditions may result in a decline in the demand for merchant cash advance businesses by potential customers, higher default rates by future customers, or slower rates of receiving cash advance income from third-party debtors. If any merchant cash advance businesses' future receipts are lower than the Company projected, collection of the merchant cash advance businesses' income will take longer than projected, which could result in a loss of income to the Company.

We will also bear a loss of income if the customer fails to generate future business sufficiently to deliver the total amount of cash advance income the merchant cash advance businesses expect. If a customer defaults on a cash advance, the cash advance enters a collections process where systems and collections teams initiate contact with the customer for payments owed. If a cash advance contract is subsequently charged off, the merchant cash advance business could sell the contract to a third-party collection agency and receive only a small fraction of the remaining amount payable to that merchant cash advance business in exchange for the sale. There can be no assurance that economic conditions, demand for cash advances, or default rates by customers will remain favorable for the merchant cash advance businesses, which will ultimately affect our business.

Reduced demand for cash advances would negatively impact merchant cash advance businesses growth and revenue, while increased default rates by cash advance customers may inhibit merchant cash advance businesses' access to capital and negatively impact profitability. Furthermore, if an insufficient number of qualified small businesses apply for the cash advances, merchant cash advance businesses and the Company's growth and revenue could decline.

If merchants provide information to us that is incorrect or fraudulent, we may misjudge a merchant's qualification to receive a cash advance and as a result, their operating results as well as ours may be harmed.

Our decisions to fund are based partly on information provided by applicant merchants. To the extent that these applicants provide information in a manner that we are unable to verify, we may not be able to accurately determine the associated risk. Inaccurate analysis of credit data that could result from false cash advance application information could harm our reputation, business and operating results. This would have a knock-on effect on our own ability to conduct business operations.

While we intend to use identity and fraud checks analyzing data provided by external databases to authenticate each merchant's identity, there is a risk that these checks could fail, and fraud may occur. We may not be able to recoup funds underlying cash advances made in connection with inaccurate statements, omissions of fact or fraud, in which case our revenue, operating results and profitability will be harmed. Fraudulent activity or significant increases in fraudulent activity could also lead to regulatory intervention, negatively impacting operating results, brand and reputation, and require us to take steps to reduce fraud risk, which could increase our costs. This may, in turn, put our company at greater risk to recoup.

An increase in customer defaults rates may reduce overall profitability.

Customer default rates may be significantly affected by economic downturns or general economic conditions beyond our control and beyond the control of individual customers. In particular, loss rates on cash advances may increase due to general economic and business factors such as prevailing interest and rates, the rate of

unemployment, the level of consumer and business confidence, commercial real estate values, the value of the U.S. dollar, energy prices, changes in consumer and business spending, the number of personal bankruptcies, disruptions in the credit markets and other factors. If customer default rates increase beyond forecast levels, this will harm merchant cash advance businesses reputation, operating results, and profitability, which will ultimately affect the Company's own business operations and investors may lose all or part of their investment.

Allowance for losses is determined based upon both objective and subjective factors and may not be adequate to absorb losses. Merchants may fail to deliver cash advanced income in full.

We maintain a reserve for such losses by establishing an allowance for losses, the increase of which results in a charge to its earnings as a provision for losses. We have established an evaluation process designed to determine the adequacy of those allowances for losses. While this evaluation process will use historical and other objective information, the forecasts and establishment of losses are also dependent on our subjective assessment based upon our experience and judgment. Actual losses are difficult to forecast, especially if such losses stem from factors beyond historical experience. As a result, there can be no assurance that our allowance for losses will be comparable to that of traditional banks subject to regulatory oversight or sufficient to absorb losses or prevent a material adverse effect on business, financial condition, and results of operations.

Investors have risks from inflation and from deflation

As a result of inflation, there has been a history of increasing taxes, energy and labor costs, and other operating and capital expenses. If the revenues generated by operations are not sufficient to pay fixed obligations, we may attempt to increase rates on cash advance income in addition to attempting to reduce operating expenses. However, competition may preclude such increases. On the other hand, deflation is likely to cause rates to decrease faster than expenses decrease. Inflation or deflation could have a material adverse effect on merchant cash advance businesses and our business, results of operations, and financial condition.

Merchant cash advance businesses may be unable to collect cash advance income on the cash advances made to customers.

Merchant cash advance ("MCA") businesses, such as Stewards, provide revenue-based financing to small and medium-sized businesses ("SMBs") by purchasing a portion of their future receipts at a discount. Our debtors are primarily SMBs in industries such as restaurants, construction, physical fitness and accounting services, which use cash advances to manage working capital, purchase inventory, fund marketing, or address short-term liquidity needs.

As an MCA provider, we advance funds to these SMBs in exchange for an agreed-upon percentage of their daily receipts until the purchased receipts have been fully remitted. Payments are typically collected through daily Automated Clearing House ("ACH") debits or, in some cases, through credit card split processing. Because MCA businesses are not banks, we do not have direct access to the ACH network and instead rely on third-party FDIC-insured depository institutions and payment processors to disburse funds to merchants and collect scheduled payments on our behalf.

Although we build redundancies by working with multiple banks and service our ability to collect receipts could be impaired if these institutions or processors cease providing services, experience operational disruptions, or terminate their agreements with us. While we would seek to transition to alternative providers, there can be no assurance that such transition would be seamless. Any inability to collect receipts on a timely basis could materially impact our revenue, cash flows, and operating results.

Our role within the MCA process is to (i) originate and underwrite advances directly, (ii) service and collect on those advances through our processing partners, and (iii) in the case of syndicated fundings, manage collections

on behalf of ourselves and our syndication partners. As such, disruptions in our ability to collect MCA receipts directly affect both our own portfolio and our servicing obligations to syndication partners.

We may not be able to successfully implement our growth strategy on a timely basis or at all.

Our future growth, profitability and cash flows depend upon our ability to successfully implement our growth strategy, which, in turn, is dependent upon a number of factors, including our ability to:

- build on our success in financial solutions, such as our merchant cash advance (or similar) offerings;
- accelerate expansion by introducing new financial solutions to our product portfolio;
- continue to establish a footing in the real estate markets; and
- selectively pursue and integrate strategic and value-enhancing acquisitions

There can be no assurance that we can successfully achieve any or all of the above initiatives in the manner or time period that we expect. Further, achieving these objectives will require investments which may result in short-term costs without generating any current revenue and therefore may be dilutive to our earnings. We cannot provide any assurance that we will realize, in full or in part, the anticipated benefits we expect our strategy will achieve. The failure to realize those benefits could have a material adverse effect on our business, financial condition and results of operations.

The merchant cash advance industry is not currently pervasively regulated, however, future regulations or in the way future regulations are applied to the merchant cash advance industry could adversely affect our business.

MCA regulation is generally not as stringent as small business loan regulation, but regulations do exist. There have been enactments in New York and California, followed by discussions and enactments in other states to implement regulations on the industry. State usury laws may not apply against merchant cash advance providers, but New York and California, for example, have state laws requiring merchant cash advance providers and other nonbank lenders to provide disclosures similar to those required under the Truth in Lending Act. These laws were enacted in order to create more transparency for small business borrowers surrounding their application for credit from non-conventional banking institutes. California further strengthened these requirements effective January 1, 2026 through SB 362, which limits misleading descriptions of factor rates, requires clearer APR comparison language, and expands oversight authority of the Department of Financial Protection and Innovation (DFPI). Texas enacted HB 700 in 2025, establishing disclosure requirements and conduct rules for sales-based financing products including merchant cash advances. The law requires disclosure of specific terms of the financing and prohibits automatic debits from a merchant's deposit account unless the financing provider has a validly perfected security interest in that account. This requirement poses challenges for many providers, as establishing such a security interest involves complex legal agreements.

There are also federal laws that apply to the industry. The Federal Trade Commission ("FTC"), for example, has the authority to sue merchant cash advance providers that engage in deceptive or predatory lending practices. Any merchant cash advance provider that engages in unfair or deceptive trade practices can be subjected to compensatory damages, civil penalties, and a permanent injunction from marketing, selling, or collecting merchant cash advances.

The Gramm-Leach-Bliley Act ("GLBA") has provisions that prohibit creditors from making false statements to obtain a customer's bank account information. These laws apply to merchant cash advance providers. Section 1071 of the Dodd-Frank Wall Street Reform and Consumer Protection Act requires covered financial institutions, including merchant cash advance providers, to collect and report to the Consumer Financial Protection Bureau ("CFPB") data on small business applications for credit. The rules generally require financial institutions that originate at least 100 small business credit transactions annually to collect and report loan application,

origination, and pricing information, as well as certain applicant/borrower demographic information, in a “small business lending application register.” For purposes of the rules, a small business is one with no more than \$5 million of gross revenues in its most recent fiscal year. However, in November 2025, the CFPB issued a proposed rule that would exclude merchant cash advances from the definition of covered credit transactions under Section 1071; this proposal remains pending and has not been finalized.

We cannot predict whether there will be any regulations adopted either by the federal government or individual state governments with respect to the merchant cash advance industry. If any such regulations are adopted and implemented, such regulations could place restrictions on the industry that could adversely affect our business. The adoption of laws or regulations or the regulatory application or judicial interpretation of the laws and regulations applicable to the industry could adversely affect our ability to continue to operate our business. Additionally, any such regulations could make it more difficult for us to collect payments on merchant cash advances by subjecting us to additional licensing, registration and other regulatory requirements in the future or otherwise. A material failure to comply with any such laws or regulations could result in regulatory actions and lawsuits, which could have a material adverse effect on our business and financial condition.

A proceeding relating to one or more allegations or findings of violations of any such laws or regulations could result in modifications in our methods of doing business that could impair our ability to collect payments on our merchant cash advances to customers or could require us to pay damages and/or cancel the balance or other amounts owing under merchant cash advance contracts associated with any such violations. We cannot assure you that such claims will not be asserted against us. To the extent it is determined that the merchant cash advances that have made to our customers were not originated in accordance with any and all applicable laws or regulations, our results of operations could be materially adversely affected.

Determination by a legislative or judicial body that a cash advance is a loan, rather than a purchase of future receipts, will adversely affect the merchant cash advance business and Company's business.

Currently, the merchant cash advance business structures its cash advances a purchase of future receipts, rather than loans. This allows merchant cash advance businesses to avoid applying for and complying with a commercial lending license. Additionally, state usury laws are often, if not always, inapplicable. However, courts and regulators have increasingly scrutinized MCA structures, applying a multi-factor test (typically focusing on whether repayment is fixed and non-contingent, whether reconciliation provisions are illusory, and whether the funder retains recourse or control) to determine whether the transaction is in substance a disguised loan. Recent enforcement actions and bankruptcy rulings illustrate this risk: in January 2025 the New York Attorney General secured a \$1.065 billion judgment against Yellowstone Capital and affiliates, finding that their MCAs were illegal high-interest loans (with rates up to 820% APR) and ordering cancellation of over \$534 million in merchant debt for more than 18,000 small businesses. In bankruptcy proceedings, courts in cases such as *In re Anadrill Directional Services Inc.* (Bankr. S.D. Tex. 2026), *In re JPR Mechanical Inc.* (2025), and *In re Williams Land Clearing* (2025) have allowed trustees to proceed with claims that certain MCAs should be recharacterized as loans, potentially permitting avoidance of payments as fraudulent transfers or preferences when the merchant received far less than the amount repaid.

If a legislative or judicial body determines that the merchant cash advances are loans or should be treated as loans, the merchant cash advance business could be found to be in violation of state and federal lending regulations. A material failure to comply with any such laws or regulations could result in regulatory actions, lawsuits, and damage to the merchant cash advance business reputation, which could have a material adverse effect on its business and financial condition.

A proceeding relating to one or more allegations or findings of the merchant cash advance business violation of such laws could result in modifications in its methods of doing business or could impair its ability to collect cash advance income or could result in the requirement that merchant cash advance businesses pay damages and/or

cancel the balance of cash advance income associated with such violation. In recharacterized cases, courts have voided contracts under state usury statutes, disallowed lender claims, and permitted recovery of prior payments. The Company cannot assure you that such claims will not be asserted against merchant cash advance businesses in the future. To the extent it is determined that the merchant cash advances that have made to our customers were not originated in accordance with any and all applicable laws or regulations, our results of operations could be materially adversely affected.

Many of our alternative financing solutions involve borrowers about which little, if any, information is publicly available, which may impair our ability to identify borrowers able to repay our advances and adversely affect the price of our publicly traded securities.

In pursuing our business, we often interact with privately held companies about which very little public information exists. As a result, we are frequently required to make financing decisions based on limited data, much of which is obtained directly from the merchant. To mitigate these risks, we use a combination of traditional credit bureau data, alternative data sources, and automated and AI-driven tools from third-party providers to verify bank statements, analyze cash flow, and detect potential fraud or anomalies.

Notwithstanding these processes, there are limitations. Automated and AI-driven underwriting tools may yield inaccurate or incomplete outputs, may be subject to manipulation, or may fail to detect fraudulent activity. Additionally, we depend on the accuracy and availability of third-party vendors and data sources. Disruptions, errors, or service terminations could materially impair our ability to underwrite effectively.

If we make advances to merchants that are less solvent or profitable than expected, if our AI or automation tools malfunction or are circumvented, or if third-party providers supply inaccurate or incomplete data, our loss rates may increase and our results of operations could be adversely affected, which in turn could negatively impact the trading price of our securities.

Failure to continue to innovate and respond to evolving technological changes may reduce demand for cash advances.

The cash advance industry is characterized by rapidly evolving technology and frequent product introductions. Merchant cash advance businesses rely on technology to make its platform available to customers, determine the creditworthiness of cash advance applicants, and service the cash advances it makes to customers. In addition, merchant cash advance businesses may increasingly rely on technological innovation as it introduces new products, expands its current products into new markets, and continues to streamline the cash advance process. The process of developing new technologies and products is complex and if merchant cash advance businesses are unable to successfully innovate and deliver a superior customer experience, customers' demand for the merchant cash advances may decrease and the merchant cash advance business and ultimately our growth and operations may be harmed.

Due diligence in merchant cash advance transactions is not as stringent as that of traditional loans, which presents a greater risk of fraud and inaccurate valuations.

The required information to be provided by a merchant for a merchant cash advance is less stringent and differs from that provided for traditional capital advances and loans from institutional lenders, giving rise to numerous risks. These risks include, but are not limited to, a funder receiving fraudulent or inaccurate financial data from a merchant, entering into a transaction with a merchant who has historical and/or current credit related issues, and facing market shifts which may outdate the market research a funder uses to create its approval methodology. Although the Uniform Commercial Code governs merchant cash advance transactions as commercial transactions and provides for certain legal protections, the lack of collateral required in merchant cash advance transactions presents a risk of total and unrecoverable loss.

Our growth strategy involves building on our success in financial solutions, which may present risks and challenges that we have not yet experienced.

Our financial solutions, such as our merchant cash advance (or similar) offerings, continue to become an increasingly important part of our business. Our strategy has and will continue to require significant investment in cross-functional operations and management focus, along with investment in supporting technologies and people. The availability of our financial solutions requires us to comply with different and evolving laws governing financial services, as well as the collection, storage and use of information and data, including personal data. We may incur additional costs and operational challenges in complying with these laws, and differences in these laws may cause us to operate our businesses differently in different territories. If so, we may incur additional costs and may not fully realize the investment in our expansion.

Development of new financial solutions incorporating technology is a complex process and subject to numerous uncertainties. Our success in developing such solutions will depend in part on our ability to develop them in a manner that keeps pace with continuing changes in technology, evolving industry standards, new financial solution and product introductions by competitors, changing client preferences and requirements and the interoperability of such solutions with our platform, including the platforms of companies we acquire, and third-party developed portions thereof.

In addition, we face competition from established financial solutions providers offering existing and proven financial solutions. These financial solutions providers and their financial product offerings benefit from a long history of market acceptance and familiarity as compared to our financial solutions. Potential customers for our financial solutions may be reluctant to adopt our solutions over existing solutions for a variety of reasons, such as transition costs, business disruption, or loss of functionality to which they are accustomed. Customers may also consider our solutions as inferior to similar solutions offered by our competitors. Finally, the marketability of our financial solutions we offer could be significantly affected by changes in economic or market conditions or by the adoption of new technologies and solutions. There can be no assurance that our customers will adopt our financial solutions over other competing solutions.

If we are unable to provide a convenient and consistent experience for our customers, our ability to compete and our results of operations could be adversely affected. In addition, if the solutions we offer do not appeal to our customers, reliably function as designed, or maintain the privacy and security of customer data, we may experience a loss of customer confidence or lost revenue, which could adversely affect our reputation and results of operations.

The markets in which we participate are highly competitive. We may not be able to compete successfully against current and future competitors.

We face competition in various aspects of our business, and we expect such competition to intensify in the future as existing and new competitors introduce new financial solutions or enhance existing solutions. We compete against companies and financial institutions across the retail banking, financial services, consumer technology and financial technology services industries, as well as other nonbank lenders serving credit-challenged consumers, including online marketplace lenders, check cashers, point-of-sale lenders and payday lenders. We may compete with others in the market who may in the future provide offerings similar to ours, particularly companies who may provide money management, lending and other services.

We have competitors with longer operating histories, larger customer bases, greater brand recognition, greater experience and more extensive commercial relationships in certain jurisdictions, and greater financial, technical, marketing and other resources than we do. Our potential new or existing competitors may be able to develop financial products and services better received by customers or may be able to respond more quickly and

effectively than we can to new or changing opportunities, technologies, regulations or customer requirements. In addition, some of our larger competitors may be able to leverage a larger installed customer base and distribution network to adopt more aggressive pricing policies or terms of service and offer more attractive sales terms or customer promotions, which could cause us to lose potential sales or to sell our financial solutions at lower prices. In addition, there are a number of companies that are not currently direct competitors but that could in the future shift their focus on our industries and offer competing products and services. There is also a risk that certain of our current customers and business partners could terminate their relationships with us and use the insights they have gained from partnering with us to introduce their own competing financial products and services. As our business evolves, the competitive pressure to innovate will encompass a wider range of financial products and services. There can be no assurance that our efforts to require new and existing customers to adopt our financial solutions will be successful and we may lose certain customers, and our operating results may be adversely affected if we are not successful in our efforts.

The impact of worldwide economic conditions such as inflation and changes in interest rates, including the resulting effect on the operations of and spending by SMBs and on consumer spending, may adversely affect our business, operating results and financial condition.

Our performance is subject to worldwide economic conditions and global events, including political, economic, social and environmental risks that may impact our operations or our customers' operations. Such conditions and events may adversely affect consumer confidence, consumer spending, consumer discretionary income or changes in consumer purchasing habits. Deterioration in general economic conditions, including any rise in unemployment rates, inflation and increases in interest rates, have adversely affected in the past and may in the future adversely affect consumer spending, consumer debt levels and payment card usage, and as a result, have adversely affected in the past and may in the future adversely affect our financial performance by reducing the number of transactions or average purchase amount of transactions processed using our financial solutions. Many of the customers that use our financial solutions are SMBs and many are also in the entrepreneurial stage of their development. SMBs may be disproportionately affected by the aforementioned economic conditions or economic downturns, especially if they sell discretionary goods. SMBs may also be disproportionately affected by other economic conditions, including labor shortages and global supply chain issues. SMBs frequently have limited budgets and may choose to allocate their spending to items other than our platform, especially in times of economic uncertainty or recessions. Economic and geopolitical uncertainties, including the Iran conflict, the Israel-Hamas war and Russia's invasion of Ukraine may further amplify such risks.

Weakening economic conditions may also adversely affect third parties, including suppliers and partners, with whom we have entered into relationships and upon whom we depend in order to operate and grow our business. Uncertain and adverse economic conditions may also lead to increased write-offs of our receivables, and refunds and chargebacks or potential losses to our merchant cash advance program, any of which could adversely affect our business.

Our business could be harmed if we fail to manage our growth effectively and efficiently.

The growth we have experienced in our business places significant demands on our operational infrastructure. The scalability and flexibility of our financial solutions depends on the functionality of our technology and network infrastructure and its ability to handle increased demand. Any problems with the transmission of increased data and requests could result in harm to our brand or reputation. Moreover, as our business grows, we will need to devote additional resources to improving our operational infrastructure and continuing to enhance its scalability in order to maintain the performance of financial offerings.

To support our growth, we expect to make sales and marketing expenditures to increase sales of our financial products and increase awareness of our brand. A significant portion of our investments in our sales and marketing

and research and development activities will precede the benefits from such investments, and we cannot be sure that we will receive an adequate return on our investments.

Our growth has placed, and will likely continue to place, a significant strain on our managerial, administrative, operational, financial and other resources. We intend to further expand our overall business with no assurance that our revenues will continue to grow. As we grow, we will be required to continue to improve our operational and financial controls and reporting procedures, and we may not be able to do so effectively. Furthermore, some members of our management do not have significant experience managing a large business operation, so our management may not be able to manage such growth effectively. In managing our growing operations, we are also subject to the risks of over-hiring and/or overcompensating our employees and over-expanding our operating infrastructure. As a result, we may be unable to manage our expenses effectively in the future, which may negatively impact our gross profit or operating expenses.

As a result of our growth, some of our employees have been with us for a short period of time, and many have joined in a remote work environment. As we continue to grow, we must effectively integrate, develop and motivate employees. We may find it difficult to maintain our corporate culture, which could limit our ability to innovate and operate effectively. Any failure to preserve our culture could also negatively affect our ability to recruit and retain personnel, to continue to perform at current levels or to execute on our business strategy effectively and efficiently.

Our brand is integral to our success. If we fail to effectively maintain, promote and enhance our brand, our business and competitive position may be harmed.

We believe that maintaining, promoting and enhancing brands is critical to expanding our business. Maintaining and enhancing our brand will depend largely on our ability to provide high-quality, well-designed, useful, reliable and innovative financial solutions, which we may not do successfully.

Errors, defects, data breaches, disruptions, outages or other performance problems with our technology or related services, including with third-party applications, may harm our reputation and brand. We may introduce new financial solutions or terms of service that SMBs do not like, which may negatively affect our brand. Additionally, if our customers have a negative experience using our financial solutions, such an experience may affect our brand, especially as we try and gain market acceptance.

Any unfavorable media coverage or negative publicity about our industry or our company, including, for example, publicity relating to our financial products, our privacy and security practices, our product changes, our financial reporting, pending or threatened litigation, regulatory activity, or the actions of our partners or our customers, could seriously harm our reputation, even if inaccurate or misleading. Such negative publicity could also adversely affect the size, demographics, engagement, and loyalty of our customers and result in decreased revenue, which could seriously harm our business.

We believe that the importance of brand recognition will increase as competition in our market increases. In addition to our ability to provide reliable and useful solutions at competitive prices, successful promotion of our brand will depend on the effectiveness of our marketing efforts. The success of our brand promotion efforts is partly dependent on our visibility on third-party advertising platforms and changes in the way these platforms operate or changes in their terms or data use practices could make marketing and promotion of our platform and brand more expensive and difficult. Our efforts to market our brand have involved significant expenses. Our marketing spend may not yield increased revenue, and even if it does, any increased revenue may not offset the expenses we incur in building and maintaining our brand.

Our growth depends in part on the success of our strategic relationships with third parties.

We anticipate that the growth of our business will continue to depend on third-party relationships, including strategic partnerships and relationships with our service providers and suppliers, including syndicate brokers, underwriters, brokers, real estate professionals and other partners. In addition to growing our third-party partner ecosystem, we have entered into agreements with, and intend to pursue additional relationships with, other third parties, such as technology and content providers. Some of the third parties that sell our services have direct contractual relationships with our customers, and in these circumstances, we risk the loss of such customers if those third parties fail to perform their contractual obligations, including in the event of any such third party's business failure. These third-party providers may choose to terminate their relationship with us or to make material changes to their businesses, products or services in a manner that is adverse to us.

Security breaches, denial of service attacks, or other hacking and phishing attacks on our systems or other security breaches, including internal security failures, could harm our reputation or subject us to significant liability, and adversely affect our business and financial results.

We operate in an industry that is prone to cyberattacks. Failure to prevent or mitigate security breaches and improper access to or disclosure of our data, customer data, or the data of their consumers, could result in the loss or misuse of such data, which could harm our business and reputation. The security measures we have integrated into our internal networks and platforms are designed to prevent or minimize security breaches but may not function as expected or may not be sufficient to protect our internal networks and platforms against certain attacks. In addition, incidents can originate on our partners' websites or systems, which can then be leveraged to access our website or systems, further preventing our ability to successfully identify and mitigate an attack. Threat actors are rapidly evolving the techniques used to sabotage or to obtain unauthorized access to networks in which data is stored or through which data is transmitted. As a result, we may be unable to anticipate these techniques or implement adequate preventative measures to prevent an electronic intrusion into our networks. While we have established cyberattack remediation plans to guide us in triaging and responding to such attacks, there can be no assurance that the measures set forth under such plan will be adequate in all circumstances nor that they will be effective in mitigating, or allowing us to recover from, the effects of such attacks. While we do not yet have insurance coverage and while we plan to obtain coverage in the near future, any coverage we acquire may be insufficient to compensate us for all liabilities that we may incur.

Our customers' storage and use of data to operate their businesses and deliver services to their consumers is essential to their use of our platform, which stores, transmits and processes our customers' proprietary information and personal information relating to them, their employees and their consumers. If a security breach were to occur, as a result of third-party action, employee error, breakdown of our internal security processes and procedures, malfeasance or otherwise, and the confidentiality, integrity or availability of our customers' data were disrupted, we could incur significant liability to our customers, to partners and to individuals whose information was being stored by our customers, and our platform may be perceived as less desirable, which could negatively affect our business and damage our reputation.

Our platform and third-party applications available on, or that interface with, our platform have been and, in the future, may be subject to distributed denial of service attacks ("DDoS"), a technique used by hackers to take an internet service offline by overloading its services. Since techniques used to deliver DDoS attacks are evolving, we may be unable to implement adequate preventative measures or stop DDoS attacks or security breaches while they are occurring. We cannot guarantee that applicable recovery systems, security protocols, network protection mechanisms and other procedures are or will be adequate to prevent network and service interruption, system failure or data loss. In addition, computer malware, viruses, ransomware, extortion, and hacking and phishing attacks or social engineering incidents by third parties are prevalent in our industry. We have experienced such attacks and security incidents in the past and may experience them in the future. For example, in Fiscal 2024 we were the target of frequent phishing and distributed DDoS attempts. Any actual or perceived DDoS attack or security breach could damage our reputation and brand, expose us to a risk of litigation and possible liability and require us to expend significant capital and other resources to respond to and/or alleviate problems caused by the DDoS attack or security breach.

Moreover, our platform and third-party applications available on, or that interface with, our platform could be breached if vulnerabilities in our platform or third-party applications are exploited by unauthorized third parties or due to employee error, breakdown of our internal security processes and procedures, malfeasance, or otherwise. If these third parties fail to adhere to adequate data security practices, or in the event of a breach of their networks, our own and our customers' data may be improperly accessed, used or disclosed. Further, threat actors may attempt to fraudulently induce employees or customers into disclosing sensitive information such as usernames, passwords or other information or otherwise compromise the security of our internal networks, electronic systems and/or physical facilities in order to gain access to our data or our customers' data. As a result of our increased visibility, the size of our customer base, and the increasing amount of confidential information we process, we believe that we are increasingly a target for such breaches and attacks. This threat may intensify in the event of retaliatory cyberattacks stemming from geopolitical events such as Russia's invasion of Ukraine. In addition to our own platform and applications, some of the third parties we work with may receive information provided by us, by our customers, or by our customers' consumers through web or mobile applications. If these third parties fail to adhere to adequate data security practices, or in the event of a breach of their networks, our own and our customers' data may be improperly accessed, used or disclosed.

Some jurisdictions have enacted laws requiring companies to notify individuals and authorities of data security breaches involving certain types of personal or other data and our agreements with certain customers and partners require us to notify them in the event of a security incident. Similarly, if our suppliers experience data breaches and do not notify us or honor their notification obligations to authorities or users, we could be held liable for the breach. We may not be in a position to assess whether a data breach at one of our suppliers would trigger an obligation or liability on our part. Such mandatory disclosures are costly, could lead to negative publicity, and may cause our customers to lose confidence in the effectiveness of our data security measures. Moreover, if a high-profile security breach occurs with respect to another SaaS provider, customers may lose trust in the security of the SaaS business model generally, which could adversely impact our ability to retain revenue from existing customers or attract new ones. Similarly, if a high-profile security breach occurs with respect to a retailer or eCommerce platform, customers may lose trust in eCommerce more generally, which could adversely impact our customers' businesses. Any of these events could harm our reputation or subject us to significant liability, and materially and adversely affect our business and financial results.

System failures, interruptions, delays in service, catastrophic events, inadequate infrastructure and resulting interruptions in the availability or functionality of our platform could harm our reputation or subject us to significant liability and adversely affect our business and financial results.

Our brand, reputation and ability to attract, retain and serve our customers are also dependent upon the reliable performance of our platform, including our underlying technical infrastructure. Our platform is mission critical for our customers who rely on it to manage their businesses, and the data collected in connection therewith, including transaction records, information about inventory and customers and other important business information and data. Our systems, those of our third- service providers may experience service interruptions, human error, earthquakes, hurricanes, floods, fires, natural disasters, power losses, disruptions in telecommunications services, fraud, military or political conflicts, terrorist attacks and other geopolitical unrest, cyberattacks or disruptions, computer viruses, ransomware, malware or other events. Our systems are also subject to break-ins, sabotage, and acts of vandalism.

Interruptions or other issues in the proper functioning of or upgrades to our information technology systems could cause disruption to our operations.

Our information technology systems require periodic modifications, upgrades, and replacement that subject us to costs and risks, including potential disruption to our internal control structure, substantial capital expenditures, additional administration and operating expenses, retention of sufficiently skilled personnel or outside firms to implement and operate existing or new systems, diversion of management's attention from other aspects of our business, and other risks and costs of delays or difficulties in transitioning to new or modified information

technology systems or of integrating new or modified information technology systems into our current technical infrastructure.

We are continually improving and upgrading our information technology systems, including systems of the companies we have acquired, which acquired systems we have integrated to varying degrees. Implementation of new information technology systems is complex, expensive, and time-consuming. If we fail to timely and successfully implement new information technology systems, or improvements or upgrades to existing or integrated information technology systems, or if such information technology systems do not operate as intended, this could have an adverse impact on our business, internal controls (including internal controls over financial reporting), results of operations and financial condition.

We heavily rely on our information technology systems to manage our various business operations and regulatory compliance. Our technical infrastructure has in the past and may in the future be subject to damage or interruption from a variety of sources, including power outages, computer and telecommunications failures, fraud, computer viruses, cybersecurity breaches, vandalism, severe weather conditions, catastrophic events, military or political conflicts, terrorism, and human error. If our information technology systems are damaged, fail to function properly, or otherwise become compromised or unavailable, we may incur substantial costs to repair or replace them, and we may experience loss of critical data and interruptions or delays in our ability to perform critical functions, which could adversely affect our business, results of operations and financial condition.

We store personal and other information of our partners, our customers and their consumers and our employees. If the security of this information is compromised or is otherwise accessed without authorization or is perceived to be compromised or accessed without authorization, our reputation may be harmed, and we may be exposed to liability and loss of business.

We store personal information and other confidential information of our partners and our customers and may also store credit card information of our customers. We also collect and maintain personal information of our employees. We do not regularly monitor or review the content that our customers upload and store, or the information provided to us through the applications integrated with our platform, and, therefore, we do not control the substance of the content hosted within our platform, which may include personal information. Additionally, we use third-party service providers and sub processors to help us deliver services to customers and their consumers. These service providers and sub processors may store personal information, credit card information and/or other confidential information.

We have in the past experienced and may in the future experience successful attempts by third parties to obtain unauthorized access to the personal information of our partners, our customers and our customers' consumers, and events or situations as a result of which this information was or could be exposed through human error, malfeasance or otherwise. The unauthorized or inadvertent release or access, or other compromise of this information could have a material adverse effect on our business, financial condition and results of operations. Even if such a data breach were to affect one or more of our competitors or our customers' competitors, rather than us, the resulting consumer concern could negatively affect our customers and/or our business.

Recent incidents in the fintech and payments sector, including third-party vendor compromises affecting millions of records (e.g., Allianz Life, TransUnion, and Prosper Marketplace in 2025), underscore the heightened risks from supply-chain and integration vulnerabilities that could similarly impact our operations.

We are also subject to federal, state, provincial and foreign laws regarding cybersecurity and the protection of data. The regulatory framework in Canada, the United States, Europe and many other jurisdictions in respect of privacy issues is constantly evolving and is likely to remain uncertain for the foreseeable future. Numerous laws and regulations, including Canada's Personal Information Protection and Electronic Documents Act, Québec's Law 25, the European Union's General Data Protection Regulation ("GDPR"), the UK's General Data Protection

Regulation, the California Consumer Privacy Act as modified by the California Consumer Privacy Rights Act, the Virginia Consumer Data Protection Act, the Colorado Privacy Act, the Connecticut Data Privacy Rights Act, and the Utah Consumer Privacy Act, have detailed requirements concerning the collection, use, disclosure, transfer, safeguarding, and retention of personal data and grant individuals certain rights related to their personal data.

As of March 2026, approximately 20 states have comprehensive consumer privacy laws in effect (including new laws in Indiana, Kentucky, and Rhode Island effective January 1, 2026, and amendments in states such as Connecticut, Colorado, and California that tightened thresholds, eliminated or shortened cure periods, or expanded oversight). These laws grant consumers rights like access, deletion, and opting out of data sales, while requiring “reasonable” security measures. Newer laws in states like Texas (Texas Data Privacy and Security Act, effective 2024) and New Jersey (effective 2025) follow this model, with variations in scope and enforcement.

The enactment of such laws could have potentially conflicting requirements that would make compliance challenging. Restrictions imposed by such laws may also impair our merchant's ability to sell or market their products or adversely impact our product development efforts, which could affect our operating results.

In addition to the foregoing, a breach of cybersecurity and data protection laws could result in regulatory investigations, reputational damage, orders to cease or change our data processing, enforcement notices, and / or assessment notices (for a compulsory audit). We may also face civil claims including representative actions and other class action type litigation (where individuals have suffered harm), potentially amounting to significant compensation or damages liabilities, as well as associated costs, diversion of internal resources, and reputational harm.

The interpretation and application of the above laws are often uncertain and such laws may be interpreted and applied in a manner inconsistent with our current policies and practices or require us to make changes to our platform. Additionally, laws in some jurisdictions, as well as our contracts with certain customers, require us to use industry-standard or reasonable measures to safeguard personal information or confidential information, and thereby mitigate the risk of a security incident. These laws and contractual obligations, which tend to focus on individuals' financial and payment related information, are increasingly relevant to us, as we have started to process more information from our customers' consumers through our platform.

Our failure to comply with legal or contractual requirements around the security of personal information could lead to significant fines and penalties imposed by regulators, as well as claims by our partners, our customers and their consumers, our employees or other relevant stakeholders. These proceedings or violations could force us to spend money in defense or settlement of these proceedings, result in the imposition of monetary liability or injunctive relief, diversion of management's time and attention, increase our costs of doing business, and materially adversely affect our reputation and the demand for our solutions. For example, under the GDPR and UK GDPR, fines can reach the greater of €20 million or 4% of global annual turnover; several U.S. states now authorize direct AG enforcement with civil penalties, and class actions or representative proceedings have become more common following high-profile breaches.

Significant increases in the cost or decreases in the availability of the insurance we maintain could adversely impact our financial condition.

To protect the Company against various potential liabilities, we maintain a variety of insurance programs, including key man insurance, workers' compensation and omissions and error insurance. We may reevaluate and change the types and levels of insurance coverage that we purchase. We are self-insured when insurance is not available or not available at reasonable premiums. We are currently looking into acquiring general liability insurance, and cyber security insurance. There are types of losses we may incur but against which we cannot be insured or which we believe are not economically reasonable to insure, such as losses due to acts of war, employee and certain other crime, certain wage and hour and other employment-related claims, including class actions, actions based on certain customer protection laws, and some natural and other disasters or similar events.

If we incur such losses and they are material, our business could suffer. Risks associated with insurance plans include:

- Insurance costs could increase significantly, or the availability of insurance may decrease, either of which could adversely impact our financial condition;
- Deductible or retention amounts could increase, or our coverage could be reduced in the future and to the extent losses occur, there could be an adverse effect on our financial results depending on the nature of the loss and the level of insurance coverage we maintained;
- Insurance may not be available to us at an economically reasonable cost, or our insurance may not adequately cover our liability in connection with claims brought against us; and
- As our business inherently exposes us to claims, we may become subject to claims for which we are not adequately insured. Unanticipated payment of a large claim may have a material adverse effect on our business.

Because we are a “Smaller Reporting Company,” we may take advantage of certain scaled disclosures available to us, resulting in holders of our securities receiving less company information than they would receive from a public company that is not a Smaller Reporting Company.

We are a “smaller reporting company” as defined in the Exchange Act. As a smaller reporting company, we may take advantage of certain of the scaled disclosures available to smaller reporting companies and will be able to take advantage of these scaled disclosures for so long as (i) our voting and non-voting common stock held by non-affiliates is less than \$250 million measured on the last business day of our second fiscal quarter, or (ii) our annual revenue is less than \$100 million during the most recently completed fiscal year and our voting and non-voting common stock held by non-affiliates is less than \$700 million measured on the last business day of our second fiscal quarter. To the extent we take advantage of any reduced disclosure obligations, it may make it harder for investors to analyze the Company’s results of operations and financial condition in comparison with other public companies.

Our reliance on syndication partners and contractual arrangements for funding MCAs exposes us to risks if such partners reduce participation, fail to perform, or terminate agreements.

A portion of our revenue is generated through syndication transactions, where third-party investors co-fund merchant cash advances. In these transactions, we typically act as the servicer under syndication agreements, which entitles us to servicing fees, retained participations, and profit allocations after repayment of the advance amount. These syndication arrangements expand our funding capacity but also create dependence on external partners whose decisions and capital commitments are outside our control.

If our syndication partners were to reduce their participation levels, delay capital deployment, terminate agreements, or demand terms less favorable to us, our revenue from syndication activities could be materially reduced. Because these arrangements are often concentrated among a limited number of investors, we are exposed to partner concentration risk. In addition, our reliance on contractual agreements creates the possibility of disputes regarding servicing performance, allocation of profits, or interpretation of key provisions. Any disruption in these relationships or disputes under these agreements could impair our ability to originate and service merchant cash advances at scale, reduce our revenue, and materially and adversely affect our business and results of operations.

Our dependence on ISOs and other third-party distribution partners for a significant portion of originations subjects us to risks relating to partner performance, regulatory compliance, customer quality, and potential concentration of deal flow.

We rely on independent sales organizations (ISOs) and other third-party distribution partners to originate a significant percentage of our merchant applications. Our agreements with ISOs typically provide for referral compensation based on funded amounts. If a material number of these ISOs were to cease submitting applications to us, shift their business to competitors, or demand higher compensation, our funded deal volume could decline, and our customer acquisition costs could increase. Because our internal business development resources are limited, we may not be able to quickly replace lost ISO-originated volume with direct originations, which could negatively affect our growth and revenues.

In addition, ISOs operate as independent contractors and are not subject to our direct supervision or control, which exposes us to operational and compliance risks. Misconduct, misrepresentation, or non-compliance by an ISO could harm our reputation, lead to regulatory scrutiny, or result in legal claims against us. Further, increased regulatory attention on ISOs and broker practices in the alternative lending industry could impose new compliance obligations on us as the funder, which may increase costs or reduce the attractiveness of ISO-originated transactions.

Our dependence on third-party ISOs and distribution partners therefore creates both financial and operational risks. If we are unable to effectively manage these relationships, ensure compliance with applicable laws, or diversify our origination channels, our business, financial condition, and results of operations could be materially and adversely affected.

Our use of AI, machine learning, and automated tools, together with reliance on third-party data providers, exposes us to risks involving accuracy, operational continuity, data security, and regulatory scrutiny, any of which could materially affect our ability to underwrite, detect fraud, and manage credit risk.

We rely on artificial intelligence (“AI”), machine learning (“ML”), and automation tools, in combination with human oversight, to support our underwriting, fraud detection, and data analysis processes. While we believe these technologies improve efficiency, reduce fraud risk, and enhance credit decision-making, they also introduce risks that could materially and adversely affect our business, financial condition, and results of operations.

Our underwriting process depends on sensitive data provided by merchants, including bank statements, financial records, tax filings, and transactional histories. This information is analyzed using AI-enabled tools that structure, authenticate, and evaluate the data. Although we implement strict safeguards, including encryption, access controls, audit trails, and limiting the use of such data exclusively to underwriting and servicing activities, there is a risk that these systems could be subject to unauthorized access, cyberattacks, or data breaches. Any such event could expose us to liability under data privacy laws, regulatory enforcement actions, reputational harm, and loss of customer confidence.

We also rely on third-party providers to aggregate and authenticate financial data, provide credit bureau information, and detect potential fraud. If these providers experience service disruptions, errors, inaccuracies, or terminate their services to us, our ability to process applications efficiently could be materially impaired. Because AI and ML models require continual updates to remain accurate, reliance on third parties introduces the risk that errors in their models could lead to inaccurate underwriting decisions, higher default rates, or lost business opportunities.

In addition, AI-driven analysis is based on patterns and assumptions derived from historical data. These models may fail to predict merchant behavior in changing macroeconomic conditions, during unexpected events, or when applied to businesses with limited operating histories. If our reliance on AI or ML produces inaccurate risk assessments, we could experience increased loss rates or fail to identify fraudulent applications.

Finally, while our AI-enabled underwriting process is designed to accelerate decision-making compared to traditional lenders, it is subject to significant regulatory scrutiny. Regulators may adopt new rules regarding the use of AI, ML, or alternative data in underwriting that could require changes to our processes, increase compliance costs, or limit our ability to use certain data sources. Any such developments could adversely affect our operations and results.

Our debt financing arrangement with Stewards International Funds PCC (on behalf of the Stewards Private Credit Fund) increases our fixed debt obligations and may result in shareholder dilution upon the future exercise of associated warrants.

On September 1, 2025, we entered into a financing arrangement with Stewards International Funds PCC (on behalf of the Stewards Private Credit Fund) pursuant to which we may raise up to \$50 million through the issuance of unsecured and unsubordinated debt notes (the “Favo Debt Notes”). On October 30, 2025 this debt note was extended to \$100 million. While this financing provides us with additional capital resources, it also introduces risks. The Favo Debt Notes carry a fixed annual interest rate of 8.0% and mature in August 2030. Servicing this debt will require ongoing cash interest payments, which may limit the funds available for operations, growth initiatives, or other strategic investments. Because the notes are unsecured, in the event of financial distress we would remain fully liable for repayment without the benefit of collateral-based restructuring flexibility.

In connection with the issuance of the Favo Debt Notes, we also agreed to issue warrants exercisable for ordinary shares at a fixed price of \$0.76 per share. Although the warrants are subject to a delayed exercise period, commencing no earlier than 12 months following an IPO or the maturity date, whichever is later, the eventual exercise of these warrants could result in dilution to existing shareholders. Furthermore, while the warrants are structured to minimize dilution around the time of our planned public offering, investor perception of potential dilution may nevertheless impact the trading price of our common stock.

The proceeds from this financing are required to be used exclusively for (i) refinancing existing debt, including obligations maturing in June 2026 that currently carry an effective interest rate of approximately 15%, and (ii) funding the Company’s general operational needs. The Favo Debt Notes are unsecured and unsubordinated obligations of the Company and are not secured against any particular assets. While this structure provides immediate interest savings and reduces our overall cost of capital, it does not generate incremental discretionary growth capital. If we are unable to refinance or repay the remaining portion of our indebtedness as it comes due, or if future financing is not available on acceptable terms, our liquidity and ability to execute our business strategy could be materially and adversely affected.

Risks Related to the 1818 Park Acquisition and Our Real Estate Business and Industry

Our high leverage, upcoming loan maturity, and dependence on refinancing expose us to significant risks, including increased sensitivity to property performance and interest rates, and the possibility that we may be unable to refinance on acceptable terms or may be forced to sell the property under adverse conditions.

Block 40, LLC, the entity through which we own 1818 Park, has a senior secured mortgage loan of \$73.6 million as of March 31, 2026. This loan matures on June 1, 2026. Our level of indebtedness increases our financial leverage and magnifies the impact that adverse changes in property operations, market conditions, or interest rates may have on our financial condition and results of operations. A high degree of leverage reduces our flexibility to respond to changing business and economic conditions, limits our ability to fund capital expenditures or other operational needs, and increases the risk of default if property-level cash flows decline.

Because the loan matures on June 1, 2026, we will be required to either repay or refinance this indebtedness. Our ability to refinance the mortgage on acceptable terms will depend on numerous factors, many of which are

outside our control, including the appraised value and performance of the property, the level of interest rates at the time of refinancing, credit market conditions, and lender appetite for real estate exposure in our markets. If we are unable to refinance on acceptable terms, we may be required to contribute additional equity, restructure the loan on unfavorable terms, or sell the property under distressed conditions, any of which could materially and adversely affect our liquidity, financial condition, and results of operations.

Furthermore, the mortgage is secured by 1818 Park, and a failure to meet our debt service obligations could result in foreclosure, which would cause us to lose the property and its associated income streams. Even if refinancing is available, rising interest rates or changes in lending standards could result in materially higher debt service costs, further constraining cash flows available for distribution or reinvestment.

Our exposure to floating interest rates increases our sensitivity to changes in market rates, and rising interest rates could significantly increase our debt service costs, reduce cash flow, and adversely affect our financial condition.

While we have entered into an interest rate cap agreement that provides protection against increases in one-month SOFR above 4% on \$73.6 million of notional principal through to July 1, 2026, this protection is limited in both duration and scope. The cap only applies to the SOFR index and does not cover the credit spread we are required to pay under our loan. Moreover, once the cap expires, we will be fully exposed to prevailing floating rates unless we are able to secure new hedging protection, which may be more costly or unavailable on acceptable terms. If benchmark interest rates increase materially, or if replacement protection is unavailable after the cap's termination, our debt service obligations could rise significantly, reducing our cash flow available for operations, impairing our ability to meet our debt covenants, and adversely affecting our financial condition and results of operations.

In addition, the need to refinance our mortgage loan upon maturity exposes us to further interest rate risk, as prevailing rates at the time of refinancing may be significantly higher than current levels. A sustained increase in market interest rates could therefore reduce the attractiveness of 1818 Park as an investment, depress its valuation, and adversely affect our overall financial condition and results of operations.

Our ability to generate rental income depends on maintaining high occupancy levels and stable tenant performance, and any decline in occupancy, increased lease turnover, or tenant defaults could reduce cash flows and adversely affect our financial condition.

The success of our investment in 1818 Park, and of our broader real estate strategy, depends heavily on our ability to attract and retain tenants on favorable terms. Rental income constitutes the primary source of cash flow for servicing debt and funding operating expenses. If occupancy levels decline due to competitive properties, unfavorable market conditions, or tenant relocations, we may be unable to generate sufficient revenue to cover our costs.

In addition, tenants may fail to perform under their leases for a variety of reasons, including financial difficulties, bankruptcy, or broader economic downturns. Tenant defaults or non-renewals would require us to incur additional leasing costs, offer rent concessions, or spend significant capital on tenant improvements in order to attract replacement tenants, all of which could materially reduce our cash flows. Even if we are able to re-lease space, there is no assurance that new tenants will pay rental rates equal to or greater than those paid by prior tenants, or that new leases will not include more burdensome terms.

Furthermore, high turnover in occupancy not only increases leasing and marketing costs but also creates potential downtime between tenants, during which no rental income is generated. A sustained decline in occupancy, or the loss of one or more significant tenants, would adversely affect our ability to meet debt service obligations, reduce cash available for distribution, and impair the value of our properties. These risks are heightened by the

concentration of income from a limited number of tenants, making us more vulnerable to the performance and creditworthiness of those tenants than if we had a more diversified tenant base.

A significant portion of our rental income is derived from a limited number of tenants, and if these tenants experience financial difficulties, default on their leases, or choose not to renew, our revenues could be materially and adversely affected.

Our rental revenue at 1818 Park, and potentially at other properties we may acquire, is concentrated among a limited number of tenants. As a result, the financial performance of a small group of tenants has a disproportionate impact on our overall cash flow and our ability to meet debt service obligations. If any of these tenants were to experience financial distress, bankruptcy, or operational challenges, they could seek to renegotiate lease terms, delay or withhold payments, or default altogether, materially reducing our revenue.

Even if tenants remain in good financial condition, we are subject to renewal risk at lease expiration. Tenants may elect not to renew their leases for reasons outside of our control, such as relocation, downsizing, or changes in their business strategy. Replacing a departing tenant could require us to offer significant lease concessions, incur material tenant improvement costs, or accept lower rental rates, any of which would negatively affect our cash flow. Additionally, periods of vacancy between tenants would generate no rental income, increasing our reliance on reserves or other sources of liquidity.

Given the limited number of tenants, the loss or default of even one major tenant could materially and adversely affect our results of operations, financial condition, and ability to satisfy debt obligations. This concentration risk reduces the diversification of our income stream and makes us more vulnerable to tenant-specific risks than a portfolio with a broader tenant base.

Our financial performance is heavily influenced by local market conditions and broader economic trends, and adverse changes in employment levels, consumer demand, interest rates, or the supply of competitive properties could materially and adversely affect occupancy rates, rental income, and property values.

The performance of 1818 Park, and any other properties we may acquire, is closely tied to conditions in the surrounding local market as well as broader national and regional economic trends. Local employment levels, population growth, and consumer spending patterns directly affect demand for both residential and commercial space within our properties. An increase in unemployment, a decline in consumer demand, or other adverse economic events in our market could lead to reduced demand for rental units, lower rental rates, and higher vacancy levels.

In addition, interest rates and capital market conditions affect not only the cost of our financing but also the purchasing power and financing ability of prospective tenants and buyers. Rising interest rates or tightening credit conditions may reduce tenant demand, constrain our ability to refinance debt, and lower property valuations. Moreover, increased supply of competitive residential or mixed-use properties in the same market could create downward pressure on occupancy levels, limit our ability to raise rents, and force us to offer greater concessions to attract and retain tenants.

Because our real estate portfolio is not widely diversified across geographic regions, negative developments in the local economy or broader economic environment could have a disproportionately adverse effect on our business, results of operations, and financial condition.

We may require additional capital to support operations, fund improvements, or meet debt service obligations, and if we are unable to generate sufficient cash flow from the property or access financing on favorable terms, our liquidity could be constrained, forcing us to defer capital projects, seek dilutive equity, or dispose of assets under unfavorable conditions.

The successful operation of 1818 Park requires sufficient liquidity to cover property-level operating expenses, debt service obligations, and periodic capital expenditures, including maintenance, renovations, or tenant improvements. If rental income and other cash flows generated by the property are insufficient, we may need to secure additional capital through borrowings, equity issuances, or asset sales. Our ability to obtain additional financing is subject to numerous factors, including the performance of the property, prevailing interest rate and credit conditions, the strength of the commercial real estate market, and our overall financial condition.

There can be no assurance that financing will be available on acceptable terms, or at all. If we are unable to refinance existing debt at maturity, raise additional debt or equity capital, or sell non-core assets on favorable terms, we may be forced to defer necessary capital projects, reduce operating flexibility, issue additional equity securities at prices that may be dilutive to existing stockholders, or dispose of assets under adverse market conditions, potentially at values below their carrying amounts. Any such outcome could materially and adversely affect our business, liquidity, results of operations, and financial condition.

Our ownership and operation of 1818 Park exposes us to property-specific risks, including physical condition issues, unanticipated capital expenditures, changes in local market demand, competition from nearby properties, and compliance with zoning, building, and environmental regulations, any of which could increase costs, reduce occupancy, or adversely affect the value and cash flow of the property.

Owning and operating 1818 Park involves risks unique to the property itself. The physical condition of the building may require ongoing repairs, capital expenditures, or upgrades that are more extensive than originally anticipated, particularly as the property ages or as building systems deteriorate. Unforeseen maintenance needs or structural issues could significantly increase operating costs and disrupt tenant occupancy.

In addition, the property's financial performance depends on local market dynamics, including demand for rental units, competition from newly developed or nearby properties, and demographic or economic shifts that may affect tenant demand. If competing properties offer more attractive amenities, pricing, or locations, 1818 Park could experience reduced occupancy or require rent concessions, thereby decreasing revenues.

The property is also subject to extensive regulation, including zoning restrictions, building codes, health and safety requirements, and environmental laws. Failure to comply with these regulations, or changes in applicable laws, could result in increased compliance costs, restrictions on operations, delays in improvements or redevelopment efforts, or the imposition of fines and penalties.

Together, these property-specific risks could impair our ability to maintain stable occupancy, generate consistent cash flow, or preserve the long-term value of 1818 Park, which in turn could adversely affect our financial condition and results of operations.

Integration of 1818 Park into our broader company operations may present challenges, including aligning property management systems, financial reporting, compliance controls, and strategic priorities, which could increase costs, divert management attention, or limit our ability to realize expected synergies.

The acquisition of 1818 Park requires integration into our broader company operations, which presents operational and strategic risks. Property management systems may not seamlessly align with our existing platforms, potentially requiring additional investment in new technology, staff training, or third-party services. Similarly, integrating financial reporting processes and compliance controls across both our private credit and real estate divisions may be complex, time-consuming, and costly.

In addition, integrating a large mixed-use property into our overall business strategy requires management attention and resources that could otherwise be directed toward our private credit operations or new real estate acquisitions. If our leadership is diverted from core business activities, we may experience inefficiencies, delays in execution, or reduced performance in other parts of our business.

Finally, we may not achieve the expected synergies from combining 1818 Park with our broader operations. Challenges in aligning property-level decision-making with corporate objectives, or in balancing capital allocation priorities across different business lines, may limit our ability to realize the financial and strategic benefits we anticipate. If integration costs are higher than expected or synergies fail to materialize, our financial results, cash flows, and overall growth strategy could be adversely affected.

Our acquisition of 1818 Park through a stock-for-liabilities transaction and the subsequent exchange of EB-5 investor interests for equity expose us to risks related to leverage, dilution, regulatory oversight, and investor relations.

In July 2025, we acquired Block 40, LLC, the owner of 1818 Park, in a transaction with a contractual purchase price of approximately \$74 million, structured as a stock-for-liabilities exchange. This acquisition required us to assume significant property-level debt and related obligations, which could increase our leverage and limit our financial flexibility. If property performance declines or real estate market conditions deteriorate, the carrying value of the asset and its contribution to our balance sheet could be adversely affected.

In addition, we initiated an offer to EB-5 investors in Block 40 to exchange their preferred membership interests for shares of our common stock. While intended to align investor interests with our long-term growth strategy, this exchange could result in shareholder dilution and potential disputes if investors challenge the terms, valuation, or tax treatment of the exchange. Further, the EB-5 program itself is subject to federal regulatory oversight, and any changes in interpretation or enforcement could affect investor participation or create compliance risks.

Taken together, the property-level debt and EB-5 exchange expose us to risks related to leverage, dilution, regulatory oversight, and investor relations, any of which could adversely affect our business, financial condition, or results of operations.

Because we have limited operating history in real estate relative to more established participants, we may face challenges in executing and scaling our strategy, which could materially and adversely affect our results.

We established our real estate division in 2025, and our operating history in this segment is limited compared to many established real estate owners, operators, and developers. As a result, we lack the depth of historical performance data, tenant relationships, operating infrastructure, and institutional knowledge that more seasoned participants rely upon when managing risk and pursuing growth. This relative inexperience may limit our ability to anticipate or respond effectively to market cycles, leasing trends, redevelopment challenges, or shifts in financing conditions.

In addition, our ability to scale our real estate platform will require significant investment in property management, leasing capabilities, compliance, and reporting systems. Building these competencies may take longer or prove more costly than anticipated. If we are unable to attract and retain the personnel, third-party partners, or systems necessary to operate at scale, our performance may lag behind competitors, reducing our ability to generate consistent rental income or execute value-enhancement strategies.

Moreover, because our broader business is rooted in private credit, there is a risk that real estate operations could be under-resourced or deprioritized relative to other initiatives, further limiting the effectiveness of our execution. If our limited operating history results in missteps in property management, capital allocation, or

market selection, our financial results, growth trajectory, and reputation in the real estate market could be materially and adversely affected.

Because repositioning, redevelopment, or execution of our real estate investment strategy may involve construction risk, leasing challenges, regulatory delays, or cost overruns, we may not achieve anticipated returns, and our results of operations and financial condition could be materially and adversely affected.

Our real estate strategy includes repositioning, redevelopment, and other value-enhancement initiatives, all of which expose us to execution risks that may prevent us from realizing expected returns. Construction and redevelopment projects are inherently subject to risks such as unexpected structural or environmental conditions, labor shortages, contractor defaults, supply chain disruptions, and material price volatility. These factors can lead to delays or cost overruns that materially increase the capital required to complete a project and extend the time before a property generates stabilized income.

In addition, redevelopment and repositioning require successful leasing execution, which depends on prevailing market demand, competitive supply, and tenant creditworthiness. There can be no assurance that newly redeveloped or repositioned space will be leased on acceptable terms, or within anticipated timeframes. Prolonged lease-up periods, increased concessions, or elevated tenant improvement costs could reduce rental income and delay the achievement of targeted returns.

Regulatory risks also pose challenges to execution. Zoning restrictions, permitting delays, changes in building codes, or unexpected regulatory requirements may materially increase costs or prevent us from proceeding with a planned repositioning or redevelopment. Because such projects often require substantial upfront capital, any inability to complete them as planned could materially reduce our liquidity and constrain our ability to fund other business operations.

Taken together, these risks mean that redevelopment and repositioning initiatives may not deliver the returns we anticipate. If costs materially exceed budget, projects are delayed, or leasing results fall short of expectations, our financial condition, results of operations, and ability to meet debt service obligations could be materially and adversely affected.

Because the value of our properties securing mortgage loans may decline due to market conditions, operational performance, or other factors, the collateral may not be sufficient to repay the indebtedness in the event of a foreclosure or forced sale, which could materially and adversely affect our financial condition and results of operations.

The mortgage loans secured by our real estate holdings are collateralized by the value of the underlying properties. If property values decline as a result of adverse market conditions, weakened tenant demand, unfavorable changes in interest rates, increased competition, or other operational factors, the collateral supporting our loans may not be sufficient to cover the outstanding debt in the event of foreclosure or a forced sale. In such circumstances, we could be required to recognize significant losses, impairments, or write-downs that would adversely affect our financial condition and results of operations.

Real estate values are inherently volatile and subject to factors outside of our control, including local economic conditions, employment trends, capital market liquidity, demographic shifts, and changes in governmental regulations such as zoning, property taxes, and building codes. Additionally, operational factors—such as declining occupancy, tenant defaults, or unexpected capital expenditures—can negatively impact property performance, further reducing collateral value.

If we are unable to maintain property values at levels sufficient to support our mortgage obligations, lenders could foreclose on the property and we could lose our investment, while still remaining liable for any deficiency

between the foreclosure proceeds and the outstanding loan balance. Even if we avoid foreclosure, we may be forced to sell properties at depressed valuations to raise liquidity, which could result in significant realized losses. Any such outcomes would materially and adversely impact our ability to meet debt service requirements, execute our business strategy, and protect shareholder value.

Because our ability to grow our real estate portfolio depends on sourcing and successfully closing attractive acquisitions on favorable terms, any inability to identify, negotiate, or complete acquisitions in a timely manner, or at expected values, could adversely affect our growth strategy and financial results.

Our real estate growth strategy is predicated on identifying, evaluating, and acquiring properties that meet our investment criteria. The success of this strategy depends on our ability to source attractive opportunities, conduct thorough due diligence, negotiate favorable terms, and close transactions efficiently. Competition for high-quality assets is intense, and we face established real estate companies, institutional investors, and private equity firms with greater resources, stronger relationships, and broader operating histories. As a result, we may not be able to acquire desirable properties on terms that meet our return objectives or in sufficient volume to achieve our growth targets.

In addition, acquisitions are subject to numerous uncertainties, including the availability and cost of capital, the accuracy of third-party information, potential regulatory or legal challenges, and the risk that a property may underperform relative to underwriting assumptions. If we are unable to identify and complete acquisitions on favorable terms, our ability to expand our portfolio, diversify revenue streams, and achieve economies of scale will be limited.

Even when acquisitions are successfully completed, integration challenges, such as aligning property management systems, incorporating assets into our compliance framework, and managing financing structures, may delay or prevent us from realizing expected returns. If our acquisitions do not perform as anticipated, or if we are unable to scale our real estate platform through disciplined and timely acquisitions, our growth strategy could be materially and adversely affected, which would negatively impact our financial condition, results of operations, and long-term prospects.

Because our real estate portfolio is concentrated in select geographic markets, our operating results are subject to local economic conditions, regulatory environments, and real estate market trends in those areas, and adverse developments in these markets could disproportionately affect our performance and financial results.

Our real estate investments are concentrated in a limited number of U.S. markets, which exposes us to risks associated with the specific economic, demographic, and regulatory conditions of those regions. Local factors such as employment levels, population growth, consumer demand, infrastructure development, and the availability of financing all directly influence property performance, occupancy rates, and asset values. If one or more of these markets experience an economic downturn, declining real estate demand, or adverse demographic shifts, our revenues and property values could be materially and disproportionately affected.

In addition, local regulations, including zoning laws, rent control measures, property tax assessments, building codes, and environmental restrictions, can significantly impact property operations and profitability. Changes in these laws, or stricter enforcement, could increase our costs, delay redevelopment or repositioning projects, and limit our ability to optimize returns.

Because our current portfolio is not broadly diversified across many geographic areas, the effects of negative developments in one market cannot be easily offset by stronger performance in others. As a result, adverse conditions in the select markets where we operate could materially and adversely impact our financial condition, results of operations, and growth prospects.

We face competition from established real estate owners, operators, and developers with greater resources, market presence, and operating experience, which may limit our ability to source acquisitions, attract tenants, achieve favorable lease terms, or realize our business objectives.

The real estate industry is highly competitive, and we compete with a large number of established owners, operators, and developers who have substantially greater financial resources, broader market presence, deeper operating experience, and longer-standing industry relationships than we do. Many of these competitors are able to access capital at lower costs, pursue larger or more complex transactions, and absorb operating risks more effectively than we can.

As a result, we may be at a disadvantage in identifying, negotiating, and acquiring attractive properties, particularly those located in supply-constrained or high-demand markets. We may also face challenges in attracting and retaining tenants, as larger and more established landlords may be able to offer more favorable lease terms, greater tenant improvement allowances, or stronger reputational benefits.

In addition, developers with significant resources may introduce new properties that increase competition for tenants in our markets, placing downward pressure on rental rates and occupancy. These dynamics could reduce the performance of our properties, delay or impair our growth strategy, and limit our ability to achieve our business objectives.

The valuation of our real estate assets is inherently uncertain and may not accurately reflect the prices we could realize upon sale or refinancing, which could result in material differences between reported values and actual transaction outcomes.

The value of our real estate assets is inherently subjective and depends on numerous factors, many of which are beyond our control. Independent appraisals, broker opinions, and management estimates rely on assumptions regarding property income, operating expenses, market rent levels, capitalization rates, and broader economic conditions. These assumptions may not prove accurate over time, particularly in periods of market volatility or when comparable transaction data is limited.

Because real estate markets are influenced by local supply and demand dynamics, interest rates, capital availability, and investor sentiment, the values we assign to our properties may differ materially from the amounts we would realize in an actual sale, refinancing, or other transaction. In addition, the carrying values reported in our financial statements may not reflect current market conditions or the liquidity of our properties.

If actual transaction outcomes are materially lower than reported or estimated values, we could be required to record impairment charges, accept less favorable refinancing terms, or dispose of properties under adverse conditions. Any such developments could adversely affect our financial condition, results of operations, and ability to execute our business strategy.

Market rents and real estate sales prices are subject to fluctuations driven by local supply and demand dynamics, interest rate environments, capital market conditions, and broader economic cycles, and such volatility could materially impact our rental income, asset valuations, and the proceeds we realize upon a sale or refinancing.

The performance and value of our real estate assets are highly dependent on external market conditions that we do not control. Market rents can decline if supply of comparable properties increases, demand from tenants weakens, or broader economic conditions reduce consumer or business spending. Similarly, the sales prices

achievable for our properties may be adversely affected by higher interest rates, reduced availability of financing, capital market dislocations, or declines in investor appetite for real estate in our target markets.

Volatility in rental rates and property values directly influences our ability to generate stable cash flows and realize expected returns. Lower rental income could reduce operating margins and impair our ability to service debt or fund property improvements, while lower sales prices could limit the proceeds we receive upon a disposition or refinancing. Periods of market stress may also increase the risk that we are forced to sell properties at depressed prices or accept refinancing terms that are less favorable than anticipated.

If market rents or sales prices decline significantly, the value of our assets, our revenues, and our ability to execute our business strategy could be materially and adversely affected.

Our real estate revenues depend on our ability to successfully attract condominium buyers and tenants through broker networks, advertising campaigns, referrals, and promotional efforts, and any failure or increased cost in executing these strategies could materially impact sales velocity, occupancy rates, and pricing power.

The success of our condominium sales and leasing activities depends on our ability to effectively market properties to potential buyers and tenants. We rely on broker networks, digital and traditional advertising, referral programs, and on-site promotional campaigns to generate sales and leasing activity. If these strategies are unsuccessful, ineffective, or become more costly, we may experience slower sales velocity, higher vacancy rates, extended absorption periods, or reduced rental pricing power.

Competition from other developers and landlords offering comparable residential or commercial properties may also limit our ability to attract buyers and tenants on favorable terms. Market conditions, such as rising interest rates, shifts in consumer demand, or broader macroeconomic downturns, could further weaken the effectiveness of our marketing efforts and diminish demand for our properties.

In addition, the success of our marketing strategies depends on our ability to allocate resources efficiently across multiple projects and adapt to evolving consumer preferences, including increased reliance on digital platforms and broker incentives. Failure to implement effective, targeted, and cost-efficient marketing and sales strategies could materially and adversely affect our real estate revenues, profitability, and overall business performance.

Risks Related to the Dolomite Transaction and the Company's Digital-Asset Activities

The Company's recent financing transaction involving digital tokens presents unique risks, including volatility, valuation uncertainty, and evolving regulatory treatment.

On November 3, 2025, the Company, doing business as Stewards Inc., entered into a Securities Purchase Agreement (the "Agreement") with Dolomite Foundation, a Cayman Islands foundation acting for itself and on behalf of its syndicate of investors (the "Dolomite Syndicate"). Pursuant to the Agreement, the Company agreed to issue pre-funded warrants to purchase up to 2,450,980 shares of its common stock. The economic value per warrant share is \$4.08, based on the 30-trading-day volume-weighted average price (VWAP) of the Company's common stock for the period from September 19, 2025 to October 30, 2025. The actual exercise price of the prefunded warrants is .0001 per share, with substantially all consideration delivered upfront via \$DOLO tokens as in-kind payment. The transaction provides for an aggregate investment amount of \$10,000,000, payable in \$DOLO tokens as in-kind consideration. The warrants are structured in ten equal tranches of \$1,000,000 each, becoming exercisable upon achievement of specified \$DOLO 30-day VWAP milestones. Tokens will be held in a jointly controlled multi-signature wallet on the Arbitrum One blockchain, requiring a three-of-four authorization threshold (two company signatories and two investor signatories) for any release. Shares issued upon exercise of the warrants will be subject to a 12-month lock-up period, and all unissued tranches are subject

to cancellation in the event that \$DOLO's 30-day VWAP falls below \$0.01. The structure is designed to align the Company's digital-asset exposure with Dolomite's platform development milestones while minimizing immediate dilution and supporting the Company's longer-term liquidity and capital-efficiency objectives. Proceeds of the transaction are intended to support continued growth of the Private Credit and Real Estate segments and the controlled implementation of the Company's digital-asset strategy. For the avoidance of doubt, any 'support' to our Private Credit or Real Estate businesses from the Dolomite SPA is strategic, i.e., evaluating potential future tokenization and settlement tooling and not financial proceeds for operating liquidity or segment funding.

Because the Company's investment proceeds under the Securities Purchase Agreement are tied to the market value of a single digital token, significant volatility in the \$DOLO token price could lead to unpredictable funding levels, valuation changes, and potential tax or liquidity impacts that may adversely affect the Company's financial condition.

The \$DOLO token, which serves as the form of consideration under the Company's Securities Purchase Agreement ("SPA") with the Dolomite Foundation, trades on unregulated digital-asset exchanges that are subject to extreme price volatility, varying liquidity, and limited regulatory oversight. The value of the Company's potential receipts under the SPA depends entirely on the market performance of the \$DOLO token. Tokens are released to the Company in stages only after predetermined 30-day volume-weighted average price ("VWAP") milestones are achieved. If the \$DOLO token fails to reach these milestones, the corresponding portion of tokens will not be released, and the associated tranches of pre-funded warrants will be cancelled. Accordingly, the Company may receive less than the total \$10 million investment contemplated by the SPA, or experience extended delays in funding.

Even if milestones are met, \$DOLO tokens may fluctuate significantly in value between the date of release and any subsequent liquidation or use by the Company. Because digital-asset markets are decentralized and not subject to the same trading, clearing, or reporting requirements as traditional securities exchanges, token prices may be influenced by speculative activity, large holders, automated trading algorithms, or market manipulation. As a result, the fair value of tokens held by the Company could decline rapidly and materially, adversely affecting reported results and liquidity.

Conversely, material increases in the \$DOLO token price could produce unrealized mark-to-market gains for accounting purposes, which may be subject to current U.S. tax recognition even though the Company has not converted the tokens into cash. This could create a cash-flow mismatch, where the Company incurs tax liabilities on paper gains without having liquid assets available to satisfy such obligations. Because the Company's ability to sell or convert tokens may also be constrained by lock-ups, exposure limits, or market conditions, significant volatility could lead to earnings volatility, unexpected tax obligations, or short-term liquidity strain.

In addition, if \$DOLO trading volumes or exchange availability decline, the Company may encounter difficulty obtaining reliable market data to establish fair value under U.S. GAAP. Any resulting valuation adjustments, impairments, or restatements could materially affect the Company's financial statements and investor perception. There can be no assurance that the Company will be able to realize the expected value of the tokens received under the SPA, or that token price volatility will not materially and adversely affect its results of operations, financial position, or cash flows.

Tokens issued under the Securities Purchase Agreement are subject to contractual, market, and regulatory restrictions that may delay or prevent their conversion into cash or other usable assets, constraining the Company's ability to fund operations, repay obligations, or deploy capital in accordance with its strategic objectives.

Tokens received from the Dolomite Foundation under the Securities Purchase Agreement ("SPA") are subject to contractual and market restrictions that may limit the Company's ability to freely convert, liquidate, or deploy

them for operational or treasury management purposes. The SPA and related agreements restrict the sale or disposition of tokens for a defined period following each release, and also impose conditions tied to overall digital-asset exposure on the Company's balance sheet. These limitations are designed to ensure compliance with applicable securities and listing regulations but may delay or prevent the Company from using tokens to fund operations, repay debt, or pursue other strategic opportunities.

Furthermore, the \$DOLO token currently trades in limited volumes on unregulated digital-asset exchanges, and there can be no assurance of sustained liquidity or reliable market access. If trading volumes decline, or if the Company's counterparties or custodians experience disruptions, the Company may be unable to sell tokens at prevailing market prices or in sufficient quantities to meet short-term liquidity needs. In addition, significant price volatility could make it impractical to hedge exposure through offsetting positions or derivative instruments, particularly if counterparties or compliant products are unavailable.

Because digital tokens are treated as non-cash assets under U.S. GAAP, the Company's ability to convert them into cash equivalents for operational purposes depends on the existence of functioning exchanges, custodial arrangements, and counterparties willing to transact at observable prices. Any sustained inability to convert or repurpose the tokens could adversely affect the Company's liquidity, capital resources, and financial condition, and may also increase volatility in reported earnings due to mark-to-market accounting requirements.

Because digital-asset custody depends on emerging technologies and valuation relies on prices from non-regulated markets, the Company may encounter risks related to loss, misstatement, or differing interpretations of applicable accounting standards, which could lead to delays, restatements, or increased audit scrutiny.

The Company will maintain custody of tokens received under the SPA through a multi-signature digital wallet administered in coordination with independent third-party service providers. While multi-signature custody is designed to reduce single-point-of-failure risk, it still depends on the integrity of private key management, secure communication protocols, and coordinated authorization among signatories. A loss, theft, or compromise of any private key, or an operational failure or cyber-security breach affecting one or more custodians, could result in the permanent loss of tokens, as digital assets typically cannot be recovered once transferred or misappropriated. The Company's ability to access or transfer tokens may also be delayed or restricted if a custodian experiences insolvency, operational downtime, or regulatory enforcement action.

In addition, digital-asset valuation and accounting involve inherent complexity and professional judgment. The fair value of tokens is determined using quoted prices from digital-asset exchanges that are not subject to the same regulatory oversight, market surveillance, or audit standards as national securities exchanges. Prices may vary significantly across exchanges, and trading volumes may be thin or subject to manipulation. Consequently, management's determination of fair value could differ materially from prices realized upon eventual sale or conversion, potentially requiring valuation adjustments, impairments, or restatements in future reporting periods.

Moreover, as digital-asset accounting guidance continues to evolve, auditors or regulators may challenge the Company's valuation methods, classification, or disclosures under U.S. GAAP. Any such challenge could result in delayed filings, increased audit costs, or financial statement revisions, and could adversely affect investor confidence in the Company's financial reporting and controls.

As regulatory expectations evolve and public scrutiny of digital-asset participation increases, the Company's association with token-based financing and blockchain initiatives may result in heightened compliance review, delays in listing approval, or negative investor perception, any of which could impact access to capital and market valuation.

As the Company expands its participation in digital-asset markets, regulators, exchanges, auditors, and institutional investors may perceive higher operational and compliance risks compared to traditional financial

activities. The regulatory environment governing digital assets remains fluid and varies significantly across jurisdictions. U.S. federal and state agencies, including the Securities and Exchange Commission (“SEC”), the Financial Industry Regulatory Authority (“FINRA”), and the Financial Crimes Enforcement Network (“FinCEN”), continue to evaluate the classification and treatment of digital tokens, token-based financing structures, and related custody and accounting standards. There can be no assurance that future guidance, rulemaking, or enforcement actions will not impose new licensing, registration, disclosure, or capital requirements that could increase costs, delay filings, or limit the Company’s ability to expand its digital-asset initiatives.

Additionally, national securities exchanges, including Nasdaq, have begun to apply heightened scrutiny to issuers with significant digital-asset exposure. As part of its uplisting review process, Nasdaq may request detailed information on the Company’s digital-asset holdings, valuation methods, internal controls, and counterparty risk management. Any delay or additional disclosure requirements could postpone or jeopardize the Company’s planned uplisting. Even if regulatory compliance is maintained, association with digital-asset activities could create perception risk among certain institutional investors, lenders, or strategic partners who may view the sector as speculative, volatile, or subject to future legal restriction.

The Company’s reputation and access to capital markets therefore depend on maintaining strong compliance standards, transparent disclosures, and alignment with evolving regulatory expectations. Any adverse regulatory development, reputational event, or change in listing standards could materially affect the Company’s ability to complete its planned Nasdaq uplisting, attract institutional investment, or execute its long-term digital-asset strategy.

Because the delivery and custody of tokens under the Securities Purchase Agreement depend on the performance and reliability of the Dolomite Foundation and its designated escrow agents, any operational failure, insolvency, or breach by those parties could result in delayed funding, loss of tokens, or limited ability to enforce contractual rights.

The If and when tokens are delivered under the SPA, the Company relies would expect to rely on the Dolomite Foundation and its designated escrow agents for the custody, release, and verification of digital tokens delivered under the Securities Purchase Agreement (“SPA”). All \$DOLO tokens associated with the SPA are to be held Any \$DOLO tokens delivered under the SPA would be held in a multi-signature wallet structure that requires coordination among several signatories to authorize transfers. The Company does not directly control all private keys associated with the escrow account and must therefore depend on the integrity and operational reliability of the counterparties administering the arrangement. If the Dolomite Foundation, any syndicate member, or an escrow signatory fails to perform its obligations, becomes insolvent, is subject to sanctions, or loses access to wallet credentials, the Company may be unable to obtain the tokens to which it is entitled or may experience delays in receipt. Because blockchain-based transactions are irreversible and not governed by centralized clearing systems, contractual remedies may be limited in practice, and recovery through litigation or arbitration may be uncertain, costly, or impracticable. Any failure or dispute involving the Foundation or its escrow agents could result in the partial or total loss of tokens, delay the funding of the SPA, or adversely affect the Company’s liquidity, financial condition, and ability to execute its digital-asset strategy.

Changes in tax or financial-reporting treatment of digital-asset transactions could increase the Company’s tax liabilities, create reporting mismatches, or require restatements.

The U.S. federal and state tax treatment of digital-asset transactions continues to evolve, and future regulatory or interpretive developments could materially affect how token-based consideration is recognized, valued, or taxed. If tax authorities revise or clarify existing guidance governing mark-to-market recognition, fair-value accounting, or the classification of digital-asset receipts, the Company may be required to amend prior returns, remeasure deferred taxes, or record additional tax liabilities. Inconsistent treatment between book and tax reporting could also increase the Company’s effective tax rate, generate temporary timing differences in

earnings, or create uncertainty in forecasting cash-tax obligations. Because digital-asset transactions are novel and may lack precedent under Internal Revenue Service or Financial Accounting Standards Board (“FASB”) rules, subsequent guidance could necessitate changes in accounting policies or financial statement presentation. Any such change could lead to amended filings, higher compliance costs, or potential penalties for underpayment, which could adversely affect the Company’s financial results and investor confidence.

Failures, vulnerabilities, or cyberattacks affecting blockchain networks or custody systems could result in loss or misstatement of the Company’s digital assets.

The operation of blockchain networks, smart-contract systems, and digital-asset custody solutions depends on complex software, cryptographic protocols, and reliable internet infrastructure. Defects, coding errors, or deliberate attacks—such as “51% attacks,” network forks, denial-of-service incidents, or smart-contract exploits—could impair the ability to verify transactions or transfer tokens held by the Company. Because digital assets are generally irreversible once transferred, a loss or compromise of private keys, multisignature access, or custodial systems could permanently reduce or eliminate the Company’s token holdings. In addition, cybersecurity breaches, unauthorized access by insiders or third parties, or operational failures at wallet providers or escrow participants could lead to misappropriation, downtime, or data loss. Any such event could disrupt the Company’s ability to use, account for, or safeguard the tokens received under the Securities Purchase Agreement, and could result in financial loss, increased compliance costs, or adverse effects on financial reporting and investor confidence.

Because the Company’s token holdings under the Securities Purchase Agreement are limited to \$DOLO, a single digital asset issued by a third-party platform, adverse movements in the digital-asset market or unfavorable regulatory developments affecting similar tokens could have a disproportionate impact on the Company’s liquidity, valuation, and overall financial condition.

The Company’s holdings under the Securities Purchase Agreement are limited to \$DOLO tokens, a single digital asset issued by an independent third-party ecosystem not controlled by the Company. This concentration increases the Company’s exposure to risks associated with the performance, governance, and adoption of the Dolomite platform. The market value and liquidity of \$DOLO may also be closely correlated with overall cryptocurrency market conditions, including changes in investor sentiment, regulatory actions, or macroeconomic developments affecting the digital-asset sector as a whole. A decline in digital-asset valuations—whether or not specific to Dolomite—could materially reduce the value of the Company’s token holdings, affect its reported results, and limit its ability to execute planned transactions. Because the Company does not currently maintain hedging arrangements or significant diversification across other digital assets, adverse movements in the \$DOLO token or the broader crypto market could have a disproportionate impact on its financial condition and capital resources.

Changes in accounting or classification standards for digital assets could require the Company to revise its financial reporting, resulting in restatements or compliance costs.

The accounting treatment of digital assets remains subject to evolving guidance from the Financial Accounting Standards Board (“FASB”), the Securities and Exchange Commission (“SEC”), and other regulatory bodies. Future updates to accounting standards or interpretations could change how digital-asset holdings are recognized, measured, or disclosed, including whether tokens are treated as intangible assets, financial instruments, or other asset classes. Such changes may require the Company to adjust previously issued financial statements, modify internal controls, or adopt new valuation methodologies. In addition, uncertainty regarding the classification of tokens received under the Securities Purchase Agreement could create inconsistencies in reporting or timing differences in earnings recognition. Any of these developments could increase audit complexity, lead to additional compliance costs, or affect comparability of financial information across reporting periods.

Risks Related to Acquisitions

We have in the past made, and in the future may make, acquisitions and investments that could divert management's attention, result in operating difficulties and dilution to our shareholders and otherwise disrupt our operations and adversely affect our business, operating results or financial position.

Pursuing strategic and value-enhancing acquisitions or investment opportunities is one of our key growth strategies and has been an important contributor to our past growth. We may also in the future evaluate potential divestitures to align with our growth strategy. Any transactions that we enter into could be material to our financial condition and results of operations. Acquisitions and integrations or divestitures could create unforeseen operating difficulties and expenditures, whether or not such transactions are ultimately completed. Acquisitions, divestitures, and investments involve a number of risks, such as:

- diversion of management time and focus from operating our business;
- use of resources that are needed in other areas of our business;
- in the case of an acquisition, implementation or remediation of controls, procedures and policies of the acquired company;
- in the case of an acquisition, difficulty integrating the accounting systems and operations of the acquired company;
- in the case of an acquisition, coordination of product, engineering and selling and marketing functions, including difficulties and additional expenses associated with supporting legacy services and products and hosting infrastructure of the acquired company and difficulty converting the customers of the acquired company onto our systems, platforms and contract terms, including disparities in the revenues, licensing, support or professional services model of the acquired company;
- in the case of an acquisition, difficulty integrating, supporting or enhancing acquired product lines or services, including difficulty in transitioning acquired solutions developed with different source code architectures to our integrated platforms, difficulty in supporting feature development across our full suite of house-built and acquired solutions and strain on resources from marketing and supporting multiple platforms prior to integration;
- in the case of an acquisition, retention and integration of employees from the acquired company, and preservation of our corporate culture;
- in the case of an acquisition, reliance on certain existing executive teams of acquired companies in new industries;
- in the case of an acquisition or divestiture, difficulty delivering on our product strategy, including building a platform that enables us to drive value across our full ecosystem of merchants, suppliers and consumers;
- unforeseen costs or liabilities;
- adverse effects to our existing business relationships with partners and customers as a result of the acquisition, investment or divestiture;
- the possibility of adverse tax consequences;
- in the case of an acquisition or divestiture, we may not be able to secure required regulatory approvals or otherwise satisfy closing conditions for a proposed transaction in a timely manner, or at all;
- fluctuations in the value of our investments, impairment to the value of our investments, or the failure to realize a return on such investments;
- regulatory risks, litigation or other claims inherited from or arising in connection with the acquired company, investment or divestiture;
- in the case of a divestiture, unforeseen loss of institutional knowledge, resources, know-how, or other assets;
- in the case of a divestiture, potential contractual obligations may trigger, such as change of control obligations, which may negatively impact our ability to execute on such divestiture, our business, our financial condition, or our operating results; and

- in the case of foreign acquisitions, the need to integrate operations across different cultures and languages and to address the particular economic, currency, political and regulatory risks associated with specific countries.

Acquisitions and investments may also result in dilutive issuances of equity securities, which could adversely affect our share price, or result in issuances of securities with superior rights and preferences to the subordinate voting shares or the incurrence of debt with restrictive covenants that limit our future uses of capital in pursuit of business opportunities. Divestitures may also not be well-received by the market, which could adversely affect our share price.

We may not be able to identify acquisition or investment opportunities that meet our strategic objectives, or to the extent that such opportunities are identified, we may not be able to negotiate terms with respect to the acquisition or investment that are acceptable to us. In addition, the acquisitions and investments that we consummate may fail to achieve our strategic objectives, in which case we may shut down, divest, or otherwise exit the acquired business or investment, which could harm our reputation and adversely affect our financial position and results of operations.

Businesses we acquire may not have disclosure controls and procedures and internal controls over financial reporting, cybersecurity controls and data privacy compliance programs, or their existing controls and programs may be weaker than or otherwise not in conformity with ours.

Upon consummating an acquisition, we seek to implement our disclosure controls and procedures, our internal controls over financial reporting as well as procedures relating to cybersecurity and compliance with data privacy laws and regulations at the acquired company as promptly as possible. Depending upon the nature and scale of the business acquired, the implementation of our disclosure controls and procedures as well as the implementation of our internal controls over financial reporting at an acquired company may be a lengthy process and may divert our attention from other business operations. Our integration efforts may periodically expose deficiencies or suspected deficiencies in the controls, procedures and programs of an acquired company that were not identified in our due diligence undertaken prior to consummating the acquisition. Where there exists a risk of deficiencies in controls, procedures or programs, we may not be in a position to comply with our obligations under applicable laws, regulations, rules and listing standards or we may be required to avail ourselves of scope limitations with respect to certifications required thereunder, and, as a result, our business and financial condition may be materially harmed.

We may consider potential business or asset acquisitions in different industries, and stockholders may have no basis at this time to ascertain the merits or risks of any business or asset that we may ultimately operate or acquire.

Our business strategy contemplates the potential acquisition of one or more additional operating businesses or other assets that we believe will provide better returns on equity than our previous businesses and/or enhance the returns achieved from our current operating segments. There is no current basis for stockholders to evaluate the possible merits or risks of a target business or asset with which we may ultimately consummate a business combination, acquisition, or other investment. Although we will seek to evaluate the risks inherent in any particular business or acquisition opportunity, we cannot assure stockholders that all of the significant risks present in that opportunity will be properly assessed. Even if we properly assess those risks, some of them may be outside of our control or ability to assess. We may pursue business combinations, asset acquisitions, or investments that do not require stockholder approval and, in those instances, stockholders will most likely not be provided with an opportunity to evaluate the specific merits or risks of any such transaction before we become committed to the transaction(s).

Resources will be expended in researching potential acquisitions and investments that might not be consummated.

The investigation of target businesses and assets and the negotiation, drafting, and execution of relevant agreements, disclosure documents, and other instruments has required and will continue to require substantial management time and attention, in addition to costs for accountants, attorneys, and others engaged from time to time to assist management. If a decision is made not to complete a specific business combination, asset acquisition, or other investment, the costs incurred up to that point relating to the proposed transaction likely would not be recoverable and would be borne by us. Furthermore, even if an agreement is reached relating to a specific opportunity, we may fail to consummate the transaction for any number of reasons, including those beyond our control.

Subsequent to an acquisition or business combination, we may be required to take write-downs or write-offs, incur restructuring costs, and incur impairment or other charges that could have a significant negative effect on our financial condition, results of operations, and share price, which could cause stockholders to lose some or all of their investments.

Even if we conduct extensive due diligence on a target business with which we combine or an asset which we acquire, we cannot assure stockholders that this diligence will identify all material issues that may be present with respect to a particular target business or asset, that it would be possible to uncover all material issues through a customary and reasonable amount of due diligence, or that factors outside of the target business and outside of our control will not later arise. As a result of these factors, we may be forced to later write-down or write-off assets, restructure our operations, or incur impairment or other charges that could result in our reporting losses. Even if our due diligence successfully identifies certain risks, unexpected risks may arise, and previously known risks may materialize in a manner not consistent with our preliminary risk analysis. Even though these charges may be non-cash items and therefore will not have an immediate impact on our liquidity, the fact that we report charges of this nature could contribute to negative market perceptions about us or our securities. In addition, charges of this nature may cause us to violate net worth or other covenants to which we may be subject as a result of assuming pre-existing debt held by a target business or associated with a target asset, or by virtue of our obtaining debt financing in connection with our future operations. Accordingly, stockholders could suffer a significant reduction in the value of their shares.

Risks Related to Our Management and Control Persons

We rely heavily on our management, and the loss of their services could adversely affect our business.

Our success is highly dependent upon a well-structured and diversely appointed Board of Directors, Officers and Directors. The loss of Key Personal within the organization could have a material adverse effect on the Company and its business operations.

The market for skilled employees is highly competitive, especially for employees in our industry. Although we expect that our planned compensation programs will be intended to attract and retain the employees required for us to be successful, there can be no assurance that we will be able to retain the services of all our key employees or a sufficient number to execute our plans, nor can there be any assurance we will be able to continue to attract new employees as required.

Our status as a controlled company and the concentration of voting power among our Founders could limit your ability to influence corporate matters.

As of March 31, 2026, there were 209,102,106 shares of common stock, 71,250,000 shares of Series A preferred Stock, and 10,000,000 shares of Series B Preferred Stock outstanding.

If listed on Nasdaq, we would be a “controlled company” within the meaning of Nasdaq Listing Rule 5615(c) because Vincent Napolitano, Shaun Quin, and Glen Steward (the “Founders”), through a voting agreement governing 10,000,000 shares of Series B Preferred Stock, each with 50 votes per share, collectively control approximately 87% of the voting power of our company.

Upon completion of this Offering, our original board members will have the ability to control the outcome of matters submitted to the shareholders for approval, including the election of directors and any merger, consolidation, or sale of all or substantially all of our assets.

Our status as a controlled company and the concentration of voting power among our original board members could limit your ability to influence corporate matters. This concentrated voting power could discourage others from initiating any potential merger, takeover or other change-of-control transaction that may otherwise be beneficial to our stockholders. Furthermore, this concentrated control will limit the practical effect of your influence over our business and affairs, through any stockholder vote or otherwise. Any of these effects could depress the price of our common stock.

If we are unable to attract and retain qualified personnel, especially our design and technical personnel, we may not be able to execute our business strategy effectively.

Our future success depends on our ability to retain, attract and motivate qualified personnel, including our management, sales and marketing, finance, and especially our design and technical personnel. As the source of our technological and product innovations, our design and technical personnel represent a significant asset. Any inability to retain, attract or motivate such personnel could have a material adverse effect on our business and results of operations.

Provisions in the Nevada Revised Statutes and our Bylaws could make it very difficult for an investor to bring any legal actions against our directors or officers for violations of their fiduciary duties or could require us to pay any amounts incurred by our directors or officers in any such actions.

Members of our board of directors and our officers will have no liability for breaches of their fiduciary duty of care as a director or officer, except in limited circumstances, pursuant to provisions in the Nevada Revised Statutes and our Bylaws as authorized by the Nevada Revised Statutes (“NRS”). Specifically, NRS 78.138 provides that a director or officer is not individually liable to the company or its shareholders or creditors for any damages as a result of any act or failure to act in his or her capacity as a director or officer unless it is proven that (1) the director’s or officer’s act or failure to act constituted a breach of his or her fiduciary duties as a director or officer and (2) his or her breach of those duties involved intentional misconduct, fraud or a knowing violation of law.

This provision is intended to afford directors and officers protection against and to limit their potential liability for monetary damages resulting from suits alleging a breach of the duty of care by a director or officer. Accordingly, you may be unable to prevail in a legal action against our directors or officers even if they have breached their fiduciary duty of care.

In addition, our Bylaws allow us to indemnify our directors and officers from and against any and all costs, charges and expenses resulting from their acting in such capacities with us. This means that if you were able to enforce an action against our directors or officers, in all likelihood, we would be required to pay any expenses they incurred in defending the lawsuit and any judgment or settlement they otherwise would be required to pay. Accordingly, our indemnification obligations could divert needed financial resources and may adversely affect our business, financial condition, results of operations and cash flows, and adversely affect prevailing market prices for our common stock.

Our officers and directors have limited experience managing a public company.

Our officers and directors have limited experience managing a public company. Consequently, we may not be able to raise any funds or run our public company successfully. Our executive officer's and director's lack of experience of managing a public company could cause you to lose some or all of your investment.

Risks Related to Legal Uncertainty

Claims made against us from time to time can result in litigation that could distract management from our business activities and result in significant liability or damage to our brand.

As a company with expanding operations, we increasingly face the risk of litigation and other claims against us. We have no such claims at present. Litigation and other claims may arise in the ordinary course of our business and include employee claims, commercial disputes, landlord-tenant disputes, intellectual property issues, product-oriented allegations and slip and fall claims. These claims can raise complex factual and legal issues that are subject to risks and uncertainties and could require significant management time. Litigation and other claims against us could result in unexpected expenses and liabilities, which could materially adversely affect our operations and our reputation.

In addition, the industries in which we operate, funding and real estate, are characterized by extensive litigation and, from time to time, we may become subject of various claims. Regardless of outcome, such claims are expensive to defend and divert management and operating personnel from other business issues. A successful claim or claims against us could result in payment of significant monetary damages and/or injunctive relief.

We may be classified as an inadvertent investment company if we acquire investment securities in excess of 40% of our total assets.

We are engaged in the business of being a diversified holding company engaged in significant finance and real estate activities while we continue to seek to acquire or establish other finance or operating businesses or assets. Our acquisition strategy focuses on evaluating acquisition targets that have reasonable growth prospects, and our management spends a significant portion of its time reviewing potential acquisitions, conducting due diligence, and seeking to negotiate transaction terms. From time to time, we prudently hold excess liquid resources in marketable securities or other investment securities to preserve capital needed for future acquisitions, to fund finance and real estate operations, or as part of a deliberate strategy to obtain control of an operating business.

Under the Investment Company Act of 1940 (the "ICA"), a company may fall within the scope of being an "inadvertent investment company" under Section 3(a)(1)(C) of the ICA if the value of its investment securities (as defined in the ICA) is more than 40% of the company's total assets on an unconsolidated basis (exclusive of government securities and cash and cash equivalents). We do not believe that we are engaged in the business of investing, reinvesting, or trading in securities, and we do not hold ourselves out as being engaged in the business of investing, reinvesting, or trading in securities. However, we seek prudently to hold excess liquid resources in marketable securities to preserve resources needed to acquire operating businesses or assets and fund our finance and real estate activities.

The Board of Directors and management regularly monitor our status relative to the inadvertent investment company test under the ICA and believe that the Company is not currently an inadvertent investment company based on the assets test under Section 3(a)(1)(C) of the ICA.

If we were deemed to be an inadvertent investment company and determined to or were required to become a registered investment company, we would be subject to burdensome and costly compliance requirements and

restrictions that would limit our activities, including limitations on our capital structure, additional corporate governance requirements, and other limitations on our ability to transact business as currently conducted. We do not believe that it would be practical or feasible for a company of our size, management, and financial resources to operate as a registered investment company. To avoid being deemed an inadvertent investment company or becoming a registered investment company, we may decide or be required to sell certain of our investments on disadvantageous terms, hold a greater proportion of our investments in marketable securities in U.S. government securities or cash equivalents that have a lower rate of return than other investment securities, or make other material modifications to our business operations and strategy, any or all of which could have a material adverse effect on our business, financial condition, results of operations, and future prospects.

We may be subject to tax and regulatory audits which could subject us to liabilities.

We are subject to tax and regulatory audits which could result in the imposition of liabilities that may or may not have been reserved. We are subject to audits by taxing and regulatory authorities with respect to certain of our income and operations. These audits can cover periods for several years prior to the date the audit is undertaken and could result in the imposition of liabilities, interest and penalties if our positions are not accepted by the auditing entity.

Changes in regulations or user concerns regarding privacy and protection of user data, or any failure to comply with such laws, could adversely affect our business.

Federal, state, and international laws and regulations govern the collection, use, retention, disclosure, sharing and security of data that we receive from and about our users. The use of consumer data by online service providers is a topic of active interest among federal, state, and international regulatory bodies, and the regulatory environment is unsettled. Many states have passed laws requiring notification to users where there is a security breach for personal data, such as California's Information Practices Act. We face similar risks in international markets where our products and services are offered. Any failure, or perceived failure, by us to comply with or make effective modifications to our policies, or to comply with any applicable federal, state, or international privacy, data-retention or data-protection-related laws, regulations, orders or industry self-regulatory principles could result in proceedings or actions against us by governmental entities or others, a loss of user confidence, damage to our business and brand, and a loss of users, which could potentially have an adverse effect on our business.

In addition, various federal, state and foreign legislative or regulatory bodies may enact new or additional laws and regulations concerning privacy, data retention, data transfer and data protection issues, including laws or regulations mandating disclosure to domestic or international law enforcement bodies, which could adversely impact our business, our brand or our reputation with users. For example, some countries are considering or have enacted laws mandating that user data regarding users in their country be maintained in their country. In addition, there currently is a data protection regulation applicable to member states of the European Union that includes operational and compliance requirements that are different than those currently in place and that also includes significant penalties for non-compliance.

The interpretation and application of privacy, data protection, data transfer and data retention laws and regulations are often uncertain and in flux in the United States and internationally. These laws may be interpreted and applied inconsistently from country to country and inconsistently with our current policies and practices, complicating long-range business planning decisions. If privacy, data protection, data transfer or data retention laws are interpreted and applied in a manner that is inconsistent with our current policies and practices, we may be fined or ordered to change our business practices in a manner that adversely impacts our operating results. Complying with these varying international requirements could cause us to incur substantial costs or require us to change our business practices in a manner adverse to our business and operating results.

Nevada law and certain anti-takeover provisions of our corporate documents could entrench our management or delay or prevent a third party from acquiring us or a change in control even if it would benefit our shareholders.

Certain provisions of Nevada law may have an anti-takeover effect and may delay or prevent a tender offer or other acquisition transaction that a shareholder might consider to be in his or her best interest. The summary of the provisions of Nevada law set forth below does not purport to be complete and is qualified in its entirety by reference to Nevada law.

The issuance of shares of preferred stock, the issuance of rights to purchase such shares, and the imposition of certain other adverse effects on any party contemplating a takeover could be used to discourage an unsolicited acquisition proposal. For instance, the issuance of a series of preferred stock might impede a business combination by including class voting rights that would enable a holder to block such a transaction. In addition, under certain circumstances, the issuance of preferred stock could adversely affect the voting power of holders of our common stock.

Under Nevada law, a director, in determining what he reasonably believes to be in or not opposed to the best interests of the corporation, does not need to consider only the interests of the corporation's shareholders in any takeover matter but may also, in his discretion, may consider any of the following:

- (i) The interests of the corporation's employees, suppliers, creditors and customers;
- (ii) The economy of the state and nation;
- (iii) The impact of any action upon the communities in or near which the corporation's facilities or operations are located;
- (iv) The long-term interests of the corporation and its shareholders, including the possibility that those interests may be best served by the continued independence of the corporation; and
- (v) Any other factors relevant to promoting or preserving public or community interests.

Because our board of directors is not required to make any determination on matters affecting potential takeovers solely based on its judgment as to the best interests of our shareholders, our board could act in a manner that would discourage an acquisition attempt or other transaction that some, or a majority, of our shareholders might believe to be in their best interests or in which such shareholders might receive a premium for their stock over the then market price of such stock. Our board presently does not intend to seek shareholder approval prior to the issuance of currently authorized stock, unless otherwise required by law or applicable stock exchange rules.

If we fail to maintain an effective system of internal control over financial reporting in the future, we may not be able to accurately report our financial condition, results of operations or cash flows, which may adversely affect investor confidence in us and, as a result, the value of our common shares.

We are required, under Section 404 of the Sarbanes-Oxley Act, to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting. This assessment includes disclosure of any material weaknesses identified by our management in our internal control over financial reporting. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting that results in more than a reasonable possibility that a material misstatement of annual or interim

financial statements will not be prevented or detected on a timely basis. Section 404 of the Sarbanes-Oxley Act also generally requires an attestation from our independent registered public accounting firm on the effectiveness of our internal control over financial reporting. However, for as long as we remain a smaller reporting company, we intend to take advantage of the exemption permitting us not to comply with the independent registered public accounting firm attestation requirement.

Our compliance with Section 404 will require that we incur substantial accounting expense and expend significant management efforts. We may not be able to complete our evaluation, testing and any required remediation in a timely fashion. During the evaluation and testing process, if we identify one or more material weaknesses in our internal control over financial reporting, we will be unable to assert that our internal control over financial reporting is effective.

Our disclosure controls and procedures may not prevent or detect all errors or acts of fraud.

Our disclosure controls and procedures are designed to reasonably assure that information required to be disclosed by us in reports we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to management, recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. We believe that any disclosure controls and procedures or internal controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by an unauthorized override of the controls. Accordingly, because of the inherent limitations in our control system, misstatements or insufficient disclosures due to error or fraud may occur and not be detected.

Deficiencies in disclosure controls and procedures and internal control over financial reporting could result in a material misstatement in our financial statements.

We could be adversely affected if there are deficiencies in our disclosure controls and procedures or in our internal controls over financial reporting. The design and effectiveness of our disclosure controls and procedures and our internal controls over financial reporting may not prevent all errors, misstatements or misrepresentations. Consistent with other entities in similar stages of development, we have a limited number of employees currently in the accounting group, limiting our ability to provide for segregation of duties and secondary review. A lack of resources in the accounting group could lead to material misstatements resulting from undetected errors occurring from an individual performing primarily all areas of accounting with limited secondary review. Deficiencies in internal controls over financial reporting which may occur could result in material misstatements of our results of operations, restatements of financial statements, other required remediations, a decline in the price of our common shares, or otherwise materially adversely affect our business, reputation, results of operations, financial condition or liquidity.

There may be deficiencies with our internal controls that require that require improvements, and if we are unable to adequately evaluate internal controls, we may be subject to sanctions by the SEC.

We are exposed to potential risks from legislation requiring companies to evaluate internal controls under Section 404a of the Sarbanes-Oxley Act of 2002. As a smaller reporting company, we will not be required to provide a report on the effectiveness of our internal controls over financial reporting until our second annual report, and we will be exempt from the auditor attestation requirements concerning any such report so long as we are a smaller reporting company. We have not yet evaluated whether our internal control procedures are effective and therefore there is a greater likelihood of undiscovered errors in our internal controls or reported financial

statements as compared to issuers that have conducted such evaluations. If we are not able to meet the requirements of Section 404a in a timely manner or with adequate compliance, we might be subject to sanctions or investigation by regulatory authorities, such as the SEC.

We may be unable to protect our intellectual property from infringement by third parties, and the third parties may claim that we are infringing on their intellectual property, either of which could materially or adversely affect us.

We intend to rely on patent protection, trade secrets, technical know-how and continuing technological innovation to protect our intellectual property, and we expect to require any employees, consultants and advisors that we may hire or engage in the future to execute confidentiality and assignment of inventions agreements in connection with their employment, consulting or advisory relationships. There can be no assurance, however, that these agreements will not be breached or that we will have adequate remedies for any such breach.

Despite our efforts to protect our intellectual property, third parties may infringe or misappropriate our intellectual property or may develop intellectual property competitive with ours. Our competitors may independently develop similar technology or otherwise duplicate our financial products and services. As a result, we may have to litigate to enforce and protect our intellectual property rights to determine their scope, validity or enforceability. Intellectual property litigation is particularly expensive, time-consuming, diverts the attention of management and technical personnel and could result in substantial cost and uncertainty regarding our future viability. The loss of intellectual property protection or the inability to secure or enforce intellectual property protection would limit our ability to produce and/or market our products and services in the future and would likely have an adverse effect on any revenues we may in the future be able to generate by the sale or license of such intellectual property.

We may be subject to costly litigation in the event our future services or technology infringe upon another party's proprietary rights. Third parties may have, or may eventually be issued, patents that would be infringed by our technology. Any of these third parties could make a claim of infringement against us with respect to our technology. We may also be subject to claims by third parties for breach of copyright, trademark or license usage rights. Any such claims and any resulting litigation could subject us to significant liability for damages or injunctions precluding us from utilizing our technology or services or marketing or selling any products or services under the same. An adverse determination in any litigation of this type could require us to design around a third party's patent, license alternative technology from another party or otherwise result in limitations in our ability to use the intellectual property subject to such claims.

We may be exposed to liabilities under the Foreign Corruption Practices Act and any determination that we violated these laws could have a materially adverse effect on our business.

We are subject to the Foreign Corrupt Practices Act ("FCPA"), and other laws that prohibit improper payments or offers of payments to foreign governments and their officials and political parties by U.S. persons and issuers as defined by the statute, for the purpose of obtaining or retaining business. It is our policy to implement safeguards to discourage these practices by our employees. However, our existing safeguards and any future improvements may prove to be less than effective, and our employees, consultants, sales agents or distributors may engage in conduct for which we might be held responsible. Violations of the FCPA may result in severe criminal or civil sanctions and we may be subject to other liabilities, which could negatively affect our business, operating results and financial condition.

Risks Related to Our Securities

We have the right to issue additional common stock and preferred stock without the consent of our stockholders, which would have the effect of diluting investors' ownership and could decrease the value of their investment.

We have additional authorized, but unissued shares of our common stock that may be issued by us for any purpose without the consent or vote of our stockholders that would dilute stockholders' percentage ownership of our company.

Our articles of incorporation authorize the issuance of shares of preferred stock and/or the conversion of existing outstanding preferred stock into common stock, the rights, preferences, designations and limitations of which may be set by the board of directors. Our articles of incorporation have authorized the issuance of up to 500,000,000 shares of common stock and up to 100,000,000 shares of preferred stock in the discretion of our Board.

Any authorized but unissued preferred stock may be issued upon board of directors' approval; no further stockholder action is required. If issued, the rights, preferences, designations and limitations of such preferred stock would be set by our Board and could operate to the disadvantage of the outstanding common stock. Such terms could include, among others, preferences as to dividends and distributions on liquidation.

Our Series A Preferred Stock and all of our existing and future indebtedness rank senior to our common stock in the event of a liquidation, winding up or dissolution of our business.

In the event of our liquidation, winding up or dissolution, our assets would be available to make payments to holders of all existing and future indebtedness and holders of the Series A Preferred Stock, before payments to holders of our common stock. In the event of our bankruptcy, liquidation or winding up, there may not be sufficient assets remaining, after paying amounts to the holders of our indebtedness and preferred stockholders, to pay anything to common stockholders. As of March 31, 2026, we had total consolidated liabilities of approximately \$133,862,721 million, with 71,250,000 shares of Series A Preferred Stock outstanding. Any liquidation, winding up or dissolution of our company or of any of our wholly or partially owned subsidiaries would have a material adverse effect on the holders of our common stock.

We do not expect to pay dividends on our common stock in the foreseeable future. Any return on investment may be limited to the value of our common stock.

Since inception, we have never declared a dividend on our common stock, and we do not intend to declare dividends on our common stock in the foreseeable future. The terms of our Series A Preferred stock provide an annual dividend of six percent (6%) of the Stated Value times the number of preferred shares held by such holder. Dividends on the Series A Preferred Stock is payable on a quarterly basis and may be payable, at our option, in cash or shares of our common stock, or a combination thereof.

Other than with respect to our Series A Preferred Stock, our board of directors declares dividends when, in its discretion, it determines that a dividend payment, as opposed to another use of cash, is in the best interests of the stockholders. Such decisions are based on the facts and circumstances then existing including, without limitation, our results of operations, financial condition, contractual restrictions, restrictions imposed by applicable law and other factors our board of directors deems relevant. As a result, we cannot predict when, or whether, another dividend on our common stock will be declared in the future. If we do not pay dividends, our common stock may be less valuable because a return on your investment will occur only if our stock price appreciates.

Risks Related to the Market for our Stock

If a market for our common stock does not develop, shareholders may be unable to sell their shares.

Our common stock is quoted under the symbol “SWRD” on the OTCPink operated by OTC Markets Group, Inc., an electronic inter-dealer quotation medium for equity securities. We do not currently have an active trading market. There can be no assurance that an active and liquid trading market will develop or, if developed, that it will be sustained.

Our securities are very thinly traded. Accordingly, it may be difficult to sell shares of our common stock without significantly depressing the value of the stock. Unless we are successful in developing continued investor interest in our stock, sales of our stock could continue to result in major fluctuations in the price of the stock.

The market price of our common stock is likely to be highly volatile and could fluctuate widely in price in response to various factors, many of which are beyond our control.

Our stock price is subject to a number of factors, including:

- Technological innovations or new products and services by us or our competitors;
- Government regulation of our financial products and services;
- The establishment of partnerships with other financial services companies;
- Intellectual property disputes;
- Additions or departures of key personnel;
- Sales of our common stock;
- Our ability to integrate operations, technology, products and services;
- Our ability to execute our business plan;
- Operating results below or exceeding expectations;
- Whether we achieve profits or not;
- Loss or addition of any strategic relationship;
- Industry developments;
- Changes in accounting principles;
- General and industry-specific economic conditions; and
- Period-to-period fluctuations in our financial results.

The market prices of the securities of early-stage companies, particularly companies like ours without consistent revenues and earnings, have been highly volatile and are likely to remain highly volatile in the future. This volatility has often been unrelated to the operating performance of particular companies. In the past, companies that experience volatility in the market price of their securities have often faced securities class action litigation. Whether or not meritorious, litigation brought against us could result in substantial costs, divert our management’s attention and resources and harm our financial condition and results of operations.

Because we are subject to the “Penny Stock” rules, the level of trading activity in our stock may be reduced.

The Securities and Exchange Commission has adopted regulations which generally define “penny stock” to be any listed, trading equity security that has a market price less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exemptions. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the risks in the penny stock market. The broker-dealer must also provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer’s account. In addition, the penny stock rules generally require

that prior to a transaction in a penny stock, the broker-dealer make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for a stock that becomes subject to the penny stock rules which may increase the difficulty Purchasers may experience in attempting to liquidate such securities.

We will likely conduct further offerings of our equity securities in the future, in which case your proportionate interest may become diluted.

We will likely be required to conduct equity offerings in the future to finance our current projects or to finance subsequent projects that we decide to undertake. If our common stock shares are issued in return for additional funds, the price per share could be lower than that paid by our current shareholders. We anticipate continuing to rely on equity sales of our common stock shares in order to fund our business operations. If we issue additional common stock shares or securities convertible into shares of our common stock, your percentage interest in us could become diluted.

If securities or industry analysts do not publish research or reports about our business, or publish negative reports about our business, our share price and trading volume could decline.

The trading market for our common stock will, to some extent, depend on the research and reports that securities or industry analysts publish about us or our business. We do not have any control over these analysts. If one or more of the analysts who cover us downgrade our shares or change their opinion of our shares, our share price would likely decline. If one or more of these analysts cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

FINRA sales practice requirements may limit a stockholder's ability to buy and sell our securities.

Effective June 30, 2020, the SEC implemented Regulation Best Interest requiring that "A broker, dealer, or a natural person who is an associated person of a broker or dealer, when making a recommendation of any securities transaction or investment strategy involving securities (including account recommendations) to a retail customer, shall act in the best interest of the retail customer at the time the recommendation is made, without placing the financial or other interest of the broker, dealer, or natural person who is an associated person of a broker or dealer making the recommendation ahead of the interest of the retail customer." This is a significantly higher standard for broker-dealers to recommend securities to retail customers than before under FINRA suitability rules. FINRA suitability rules do still apply to institutional investors and require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending securities to their customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information, and for retail customers determine the investment is in the customer's "best interest" and meet other SEC requirements. Both SEC Regulation Best Interest and FINRA's suitability requirements may make it more difficult for broker-dealers to recommend that their customers buy speculative, low-priced securities. They may affect investing in our common stock or our preferred stock, which may have the effect of reducing the level of trading activity in our securities. As a result, fewer broker-dealers may be willing to make a market in our common stock or our preferred stock, reducing a stockholder's ability to resell shares of our common stock or our preferred stock.

5) Issuer's Facilities

The Company has the following office locations:

The Company acquired Plantation Property pursuant to a Plantation Purchase Agreement that closed in March 2026. The property is located at 4350 NW 8th Court, Plantation, Broward County, Florida, and will be our headquarter and operating facility.

4300 N. University Drive Suite D-105 Lauderhill, Florida 33351. July 2026 is the current expiry.

Calle La Privada esquina Dominicana Numero 96, sector La Paz, Monsenor Nouel, R.D. Bonao, Dominican Republic. This location has a yearly lease with automatic renewal each year. June 2026 is the current expiry.

Edificio JJ, en la calle Las Carreras, La Vega, R.D, Dominican Republic. This location has a yearly lease with automatic renewal each year. October 2026 is the current expiry.

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.

<u>Individual Name</u> (First, Last) or <u>Entity Name</u> (Include names of control person(s) if a corporate entity)	<u>Position/Company</u> <u>Affiliation</u> (ex: CEO, 5% Control person)	<u>City and State</u> (Include Country if outside U.S.)	<u>Number of</u> <u>Shares</u> <u>Owned</u> (List common, preferred, warrants and options separately)	<u>Class of</u> <u>Shares</u> <u>Owned</u>	<u>Percentage of</u> <u>Class of</u> <u>Shares</u> <u>Owned</u> (undiluted)
<u>VK NAP Family, LLC (Vincent Napolitano)</u>	<u>Officer and Director</u>	<u>Westbury, NY</u>	<u>40,399,524</u>	<u>Common Stock</u>	<u>19.32%</u>
<u>S&T Quin Family Limited Partnership (Shaun Quin)</u>	<u>Officer and Director</u>	<u>Huntington, NY</u>	<u>20,079,913</u>	<u>Common Stock</u>	<u>9.60%</u>
<u>Shaun Quin</u>	<u>President and Director</u>	<u>Huntington, NY</u>	<u>20,000</u>	<u>Common Stock</u>	<u>less than 1%</u>
<u>Stewards International Funds PCC (on behalf of the Stewards Private Credit Fund) (Glen Steward)</u>	<u>5% Owner</u>	<u>12th Floor, NeXTercom Tower Tower 1, Ebene, Quatre Bornes, Mauritius, 72201</u>	<u>15,000,000</u>	<u>Common Stock</u>	<u>7.17%</u>
<u>Stewards International Funds PCC (on behalf of the Stewards Private Credit Fund) (Glen Steward)</u>	<u>5% Owner</u>	<u>12th Floor, NeXTercom Tower Tower 1, Ebene, Quatre Bornes, Mauritius, 72201</u>	<u>43,030,000.00</u>	<u>Preferred Stock Series A</u>	<u>60.39%</u>

<u>Stewards Investment Capital Limited</u> <u>(Glen Steward)</u>	<u>5% Owner</u>	<u>12th Floor,</u> <u>NeXTercom Tower</u> <u>Tower 1, Ebene,</u> <u>Quatre Bornes,</u> <u>Mauritius, 72201</u>	<u>3,442,500</u>	<u>Common Stock</u>	<u>1.65%</u>
<u>Glen Steward</u>	<u>Chief Strategy Officer and Director</u>	<u>Fort Lauderdale,</u> <u>FL</u>	<u>0</u>	<u>N/A</u>	<u>0.000%</u>
<u>LIRO Holdings Rocco Trotta</u>	<u>Owner</u>	<u>Syosset NY</u>	<u>11,100,000</u>	<u>Common Stock</u>	<u>5.31%</u>
<u>Forfront Capital, LLC Glen Steward, Bilal Adam and Nathaniel Tsang Mang Kin</u>	<u>5% Owner; Glen Steward Officer and Director</u>	<u>12th Floor,</u> <u>NeXTercom Tower</u> <u>Tower 1, Ebene,</u> <u>Quatre Bornes,</u> <u>Mauritius, 72201</u>	<u>28,220,000</u>	<u>Preferred Stock Series A</u>	<u>39.61%</u>
<u>Hollywood Circle Holdings LLC (Charles Abele, Peter Jago and various EB-5 investors)</u>	<u>5% Owner</u>	<u>1776 Polk Street,</u> <u>Hollywood, FL 33020</u>	<u>36,337,333.00</u>	<u>Common Stock</u>	<u>17.38%</u>
<u>Forfront Capital, LLC Glen Steward, Bilal Adam and Nathaniel Tsang Mang Kin</u>	<u>Owner; Glen Steward Officer and Director</u>	<u>12th Floor,</u> <u>NeXTercom Tower</u> <u>Tower 1, Ebene,</u> <u>Quatre Bornes,</u> <u>Mauritius, 72201</u>	<u>4,200,000</u>	<u>Common Stock</u>	<u>2.01%</u>
<u>John Bode</u>	<u>Director</u>	<u>Naples, FL</u>	<u>0</u>	<u>N/A</u>	<u>0.000%</u>
<u>Zachary Graeve</u>	<u>Director</u>	<u>Jupiter, FL</u>	<u>0</u>	<u>N/A</u>	<u>0.000%</u>
<u>Wael Barsoum</u>	<u>Director</u>	<u>Fort Lauderdale,</u> <u>FL</u>	<u>0</u>	<u>N/A</u>	<u>0.000%</u>
<u>Katuischia Murless</u>	<u>Chief Financial Officer</u>	<u>Miami, FL</u>	<u>0</u>	<u>N/A</u>	<u>0.000%</u>
<u>Vaughan Korte</u>	<u>Chief Operational Officer</u>	<u>Bayville NY</u>	<u>3,219,062</u>	<u>Common Stock</u>	<u>1.54%</u>
<u>Scott McGowan</u>	<u>Chief Marketing Officer</u>	<u>Jacksonville, FL</u>	<u>0</u>	<u>N/A</u>	<u>0.000%</u>
<u>Forfront Capital, LLC Glen Steward, Bilal Adam and Nathaniel Tsang Mang Kin</u>	<u>5% Owner; Glen Steward Officer and Director</u>	<u>12th Floor,</u> <u>NeXTercom Tower</u> <u>Tower 1, Ebene, Quatre Bornes, Mauritius, 72201</u>	<u>10,000,000</u>	<u>Preferred Stock Series B</u>	<u>100%</u>

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

N/A

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.

As a provider of merchant cash advances with marketing efforts operating across multiple states, our company and its subsidiaries may, at any point in time, be named as a party to various legal proceedings arising in the ordinary course of business. These may include actions alleging breaches of contract, disputes over repayment terms, violations of consumer protection laws (such as the Telephone Consumer Protection Act or state usury laws), unfair or deceptive business practices, or challenges to the enforceability of MCA agreements.

We do have cases in the ordinary course of business currently filed against our subsidiary related to these claims. As to matters that arise in the ordinary course, however, management does not believe that the amount of liability, if any, for any pending matters, individually or in the aggregate, will materially affect our company's consolidated financial position. However, litigation can have a significant effect on our company and its subsidiaries for other reasons, such as defense costs, diversion of management focus and resources, and reputational risks

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.

Securities Counsel

Name: Scott Doney, Esq.
Firm: The Doney Law Firm
Address 1: 3651 Lindell Rd Ste D121
Address 2: Las Vegas, NV 89103
Phone: +1 702-982-5686
Email: scott@doneylawfirm.com

Name: Joseph Lucosky
Firm: Lucosky Brookman LLP
Address 1: 111 Broadway, Suite 807
Address 2: New York, NY 10006
Phone: +1 (212) 417-8160

Auditor

Name: John Bodden
Firm: Turner, Stone and Company, L.L.P
Address 1: 12700 Park Central Drive, Suite 1400
Address 2: Dallas, TX 75251
Phone: +1 972 239 1660

All other means of Investor Communication:

Website Stewards.com

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.

N/A

9) Disclosure & Financial Information

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

Name: Katuischia Murless
Title: Chief Financial Officer
Relationship to Issuer: Officer

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: Katuischia Murless
Title: Chief Financial Officer
Relationship to Issuer: Officer

Describe the qualifications of the person or persons who prepared the financial statements:² Bachelor of Commerce, Chartered Accountant, Chartered Financial Analyst

Provide the following qualifying financial statements:

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

² 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.

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:

Principal Executive Officer:

I, Shaun Quin certify that:

1. I have reviewed this Disclosure Statement for Stewards Inc;
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.

5/14/2026

/s/ Shaun Quin

Principal Financial Officer:

I, Katuischia Murless certify that:

1. I have reviewed this Disclosure Statement for Stewards Inc;
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.

5/14/2026

/s/ Katuischia Murless

Stewards, Inc.

Condensed Consolidated Financial Statements
As of March 31, 2026, and December 31, 2025,
and for the Three Months Ended March 31, 2026, and 2025

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STEWARDS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	March 31, 2026	December 31, 2025
ASSETS		
CURRENT ASSETS		
Cash, cash equivalents	\$ 1,262,152	\$ 4,904,043
Advance receivables, net	6,791,418	7,237,458
Prepaid expense	452,200	516,414
Loan commitment asset	4,848,233	6,709,609
Due from related parties	169,838	138,571
Restricted cash	3,460,154	3,273,763
Other current assets	507,121	666,689
Total current assets	17,491,116	23,446,547
Fixed assets, net	155,478,950	150,992,308
Operating lease right-of-use asset	32,535	45,637
Intangible assets, net	1,498,163	2,507,798
Goodwill	1,219,134	1,219,134
Other assets	68,206	151,160
TOTAL ASSETS	\$ 175,788,104	\$ 178,362,584

(continued)

STEWARDS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	March 31, 2026	December 31, 2025
LIABILITIES, MEZZANINE EQUITY AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 5,548,075	\$ 6,247,315
Syndicate payable	3,216,598	4,355,802
Due to related parties - current	1,852,946	1,850,000
Deferred consideration - current	213,826	213,826
Operating lease liabilities - current	28,446	40,385
Notes payable, net - current	2,622,445	2,722,445
Warrant liability	4,848,233	8,229,609
Mortgage loan - current	73,625,000	73,625,000
Other current liabilities	286,870	301,282
Total current liabilities	92,242,439	97,585,664
Deferred consideration	141,231	185,001
Notes payable, net	37,149,580	34,620,390
Mortgage loan	3,960,615	-
Other non-current liabilities	288,972	308,942
Total liabilities	133,782,837	132,699,997
Commitments and contingencies (Note 13)		
MEZZANINE EQUITY		
Redeemable nonparticipating noncontrolling interest	8,461,738	8,461,738
STOCKHOLDERS' EQUITY		
Series A preferred stock, par value \$0.0001 per share; 71,250,000 and 71,250,000 shares authorized, issued and outstanding as of March 31, 2026 and December 31, 2025	7,125	7,125
Series B preferred stock, par value \$0.0001 per share; 10,000,000 shares authorized; 10,000,000 shares issued and outstanding as of March 31, 2026 and December 31, 2025	1,000	1,000
Common stock, par value \$0.0001 per share; 500,000,000 shares authorized; 209,102,106 and 207,102,106 shares issued and outstanding as of March 31, 2026 and December 31, 2025, respectively	20,911	20,711
Paid-in capital	69,356,275	67,395,672
Stock subscription receivable	(208,322)	(520,823)
Accumulated deficit	(64,131,353)	(58,200,729)
Accumulated other comprehensive income	2,671	2,671
Nonparticipating noncontrolling interest	28,495,222	28,495,222
Total stockholders' equity	33,543,529	37,200,849
TOTAL LIABILITIES, MEZZANINE EQUITY AND STOCKHOLDERS' EQUITY	\$ 175,788,104	\$ 178,362,584

The accompanying notes are an integral part of these condensed consolidated financial statements.

STEWARDS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE LOSS
(UNAUDITED)

	For the Three Months Ended March 31,	
	2026	2025
Revenues		
Income, financing and brokerage	\$ 1,470,270	\$ 3,365,225
Income from rental property	2,384,395	-
Total revenues	<u>3,854,665</u>	<u>3,365,225</u>
Cost of revenue		
Financing and brokerage	273,885	653,821
Rental property	1,306,050	-
Total cost of revenue	<u>1,579,935</u>	<u>653,821</u>
Gross profit	<u>2,274,730</u>	<u>2,711,404</u>
Operating expenses		
General and administrative expenses	2,754,837	1,961,303
Provision for credit losses	301,649	566,244
Depreciation and amortization	2,392,239	61,612
Professional fees	1,023,102	574,416
Total operating expenses	<u>6,471,827</u>	<u>3,163,575</u>
Loss from operations	<u>(4,197,097)</u>	<u>(452,171)</u>
Other income (expense)		
Interest expense	(2,730,246)	(1,294,508)
Financing charges	(90,567)	(18,750)
Change in fair value of the warrant instrument	1,420,573	-
Other gain (loss)	(108,564)	(7,901)
Total other income (expense)	<u>(1,508,804)</u>	<u>(1,321,159)</u>
Net loss before income taxes	(5,705,901)	(1,773,330)
Income tax provision	-	-
Net loss	<u>\$ (5,705,901)</u>	<u>\$ (1,773,330)</u>
Amounts attributable to Stewards, Inc.		
Net loss	\$ (5,705,901)	\$ (1,773,330)
Dividend on preferred stock	(647,353)	(138,825)
Net loss applicable to common stockholders	<u>\$ (6,353,254)</u>	<u>\$ (1,912,155)</u>
Net Loss Per Common Share - basic and diluted	<u>\$ (0.03)</u>	<u>\$ (0.02)</u>
Weighted-Average Common Shares Outstanding - basic and diluted	<u>208,635,439</u>	<u>100,310,845</u>
Comprehensive Loss		
Net loss	\$ (5,705,901)	\$ (1,912,155)
Unrealized gain (loss) on foreign currency translation	-	2,480
Total comprehensive loss	<u>\$ (5,705,901)</u>	<u>\$ (1,909,675)</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

STEWARDS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF MEZZANINE EQUITY AND STOCKHOLDERS' EQUITY (DEFICIT)
(UNAUDITED)

For the three months ended March 31, 2026

	Stockholders' Equity (Deficit)												
	Mezzanine Equity Redeemable Nonparticipating Noncontrolling Interest	Series A Preferred Stock		Series B Preferred Stock		Common Stock		Paid-In Capital	Stock Subscription Receivable	Accumulated Deficit	Accumulated Other Comprehensive Income	Nonparticipating Noncontrolling Interest	Total Stockholders' Equity
		Number of Shares	Par Value	Number of Shares	Par Value	Number of Shares	Par Value						
Balances as at December 31, 2025	\$ 8,461,738	71,250,000	\$ 7,125	10,000,000	\$ 1,000	207,102,106	\$ 20,711	\$ 67,395,672	\$ (520,823)	\$ (58,200,729)	\$ 2,671	\$28,495,222	\$37,200,849
Common stock issued for Simplified Companies acquisition	-	-	-	-	-	2,000,000	200	(200)	-	-	-	-	-
Issuance of common shares for stock subscription receivable	-	-	-	-	-	-	-	-	312,501	-	-	-	312,501
Issuance of warrants related to the debt facility	-	-	-	-	-	-	-	1,960,803	-	-	-	-	1,960,803
Series A preferred stock dividend	-	-	-	-	-	-	-	-	-	(224,723)	-	-	(224,723)
Net loss (income)	-	-	-	-	-	-	-	-	-	(5,705,901)	-	-	(5,705,901)
Balances as at March 31, 2026	<u>\$ 8,461,738</u>	<u>71,250,000</u>	<u>\$ 7,125</u>	<u>10,000,000</u>	<u>\$ 1,000</u>	<u>209,102,106</u>	<u>\$ 20,911</u>	<u>\$ 69,356,275</u>	<u>\$ (208,322)</u>	<u>\$ (64,131,353)</u>	<u>\$ 2,671</u>	<u>\$ 28,495,222</u>	<u>\$ 33,543,529</u>

For the three months ended March 31, 2025

	Stockholders' Equity (Deficit)													
	Mezzanine Equity Redeemable Nonparticipating Noncontrolling Interest	Series A Preferred Stock		Series B Preferred Stock		Series C Preferred Stock		Common Stock		Paid-In Capital	Stock Subscription Receivable	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity
		Number of Shares	Par Value	Number of Shares	Par Value	Number of Shares	Par Value	Number of Shares	Par Value					
Balances as at December 31, 2024	37,020,000	\$ 3,702	-	\$ -	18,750,000	\$ 1,875	97,479,734	\$ 9,748	\$ 14,315,979	\$ (1,770,827)	\$ (35,848,153)	\$ 2,671	\$ (23,285,005)	
Common stock issued for Simplified Companies acquisition	-	-	-	-	-	-	2,000,000	200	(200)	-	-	-	-	
Issuance of common shares for stock subscription receivable	-	-	-	-	-	-	-	-	-	312,501	-	-	312,501	
Net loss	-	-	-	-	-	-	-	-	-	-	(1,912,155)	2,480	(1,909,675)	
Balances as at March 31, 2025	<u>37,020,000</u>	<u>\$ 3,702</u>	<u>-</u>	<u>\$ -</u>	<u>18,750,000</u>	<u>\$ 1,875</u>	<u>99,479,734</u>	<u>\$ 9,948</u>	<u>\$ 14,315,779</u>	<u>\$ (1,458,326)</u>	<u>\$ (37,760,308)</u>	<u>\$ 5,151</u>	<u>\$ (24,882,179)</u>	

The accompanying notes are an integral part of these condensed consolidated financial statements.

STEWARDS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the Three Months Ended March 31,	
	2026	2025
Cash Flows From Operating Activities		
Net loss	\$ (5,705,901)	\$ (1,912,155)
Adjustments to reconcile net loss to net cash flows provided by (used in) operating activities:		
Depreciation	1,382,604	12,861
Amortization of intangible assets	1,009,635	48,751
Change in fair value of warrant liabilities	(1,420,573)	-
Amortization of debt issuance costs	91,181	18,750
Interest expense on deferred consideration	13,730	19,012
Operating lease right-of-use asset amortization	13,102	35,139
Provision for credit losses	301,649	566,244
Amortization of stock subscription receivable	312,501	312,501
Other income (losses)	-	7,901
Changes in assets and liabilities:		
Advance receivables, net	144,391	(702,790)
Prepaid expenses and other current assets	223,782	(40,856)
Accounts payable and accrued liabilities	(938,373)	(300,877)
Syndicate payable	(1,139,204)	(682,928)
Due from related parties	(31,267)	(20,212)
Other non-current assets	82,952	-
Other non-current liabilities	(19,970)	-
Due to a related party	2,946	-
Operating lease liabilities	(11,939)	(27,917)
Net cash used in operating activities	(5,688,754)	(2,666,576)
Cash Flows From Investing Activities		
Purchase of property and equipment	(5,869,246)	-
Proceeds from disposal of property and equipment	-	535
Payment of deferred consideration	(57,500)	(56,881)
Net cash used in investing activities	(5,926,746)	(56,346)

(continued)

STEWARDS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the Three Months Ended March 31,	
	2026	2025
Cash Flows From Financing Activities		
Proceeds from notes payable	\$ 4,300,000	\$ 1,625,000
Repayment of notes payable	(100,000)	-
Proceeds from mortgage loan	3,960,000	-
Net cash provided by financing activities	8,160,000	1,625,000
Net change in cash, cash equivalents and restricted cash	(3,455,500)	(1,097,922)
Effect of Exchange Rate Changes on Cash	-	(9,896)
Cash, Cash Equivalents and Restricted Cash, Beginning	8,177,806	2,751,386
Cash, Cash Equivalents and Restricted Cash, Ending	\$ 4,722,306	\$ 1,643,568
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash paid for interest	\$ 3,136,032	\$ 1,244,491
Cash paid for income taxes	\$ 40,522	\$ -
SUPPLEMENTAL NON-CASH INVESTING AND FINANCING ACTIVITIES		
Amortization of loan commitment asset to debt discount	\$ 1,861,376	\$ -
Reclassification of liability classified warrants to equity	\$ 1,960,803	\$ -
Deferred equity consideration at acquisition	\$ -	\$ 200
Other deferred consideration at acquisition	\$ -	\$ 312,501

The accompanying notes are an integral part of these condensed consolidated financial statements.

STEWARDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 – Organization

Favo Capital, Inc. (“the Company”) was incorporated as Beeston Enterprises Ltd. on July 12, 1999, under the laws of the State of Nevada. The Company changed its name to FAVO Capital, Inc. on September 2, 2020, which was the effective date established by the Financial Industry Regulatory Authority (“FINRA”). On August 7, 2025, the Board of Directors approved a further name change from Favo Capital, Inc. to Stewards, Inc. which FINRA approved on November 13, 2025. In connection with this name change, the Company changed its ticker symbol from “FAVO” to “SWRD”.

The Company’s business has evolved since inception. Previously, the Company was an exploration stage company engaged in the search of mineral deposits that could be developed to a state of a commercially viable producing mine. The Company is now a private credit company focused on providing alternative financing solutions to small and medium-sized businesses (“SMB”) across the United States. The Company’s business model is centered around direct and syndicated Revenue Based Funding solutions that address the capital needs of SMBs underserved by traditional lending institutions. Revenue Based Funding solutions are financing arrangements where the Company provides upfront capital to SMBs in exchange for a fixed percentage of their future gross revenue. Repayments for these solutions fluctuate based on the recipient’s actual revenue performance until a predetermined total repayment amount is reached.

In support of the private credit business, the Company has expanded its operations into real estate in 2025 through the acquisition of Block 40, LLC (“Block 40”), the owner and operator of 1818 Park, a mixed-use residential and commercial property located in Hollywood, Florida. The property includes multifamily, retail, and office components that generate rental income through lease agreements with a diversified tenant base. The addition of Block 40 marks the establishment of the Company’s real estate segment, through which the Company intends to own, operate, and potentially acquire income-producing properties as part of its long-term growth and diversification strategy.

Note 2 - Going Concern

The accompanying condensed consolidated financial statements have been prepared assuming the continuation of the Company as a going concern. The Company has a negative working capital of \$74,751,323 as of March 31, 2026, a net loss of \$5,705,901 and net cash used in operating activities of \$5,688,754 for the three months ended March 31, 2026, and an accumulated deficit of \$64,131,353 as of March 31, 2026. These conditions raise substantial doubt regarding the Company’s ability to continue as a going concern within one year after the date the interim financial statements are issued. The Company evaluated conditions and events known or reasonably knowable as of the issuance date and considered only those plans that are probable of being implemented within one year and of mitigating the relevant conditions. The working capital deficit is primarily driven by the classification of the Mortgage Loan as a current liability due to its contractual June 2026 maturity. However, the underlying loan agreement provides for a final one-year extension option to June 2027, which management intends to exercise. Management is currently in compliance with all customary conditions required to exercise this extension and believes that its contractual rights and ongoing lender engagement provide a viable path to meet this obligation. Additionally, the Company has established ongoing sources of revenue through its private credit operations and, beginning in July 2025, through income-producing real estate, such as rental income, of \$2,384,395 recognized for the three months ended March 31, 2026. However, current revenues are not yet sufficient to cover its operating costs, and the Company remains dependent on debt and equity financing to fund its operations. Management of the Company is making efforts to increase its revenue and raise additional funding until a registration statement relating to an equity funding facility is in effect. On September 17,

STEWARDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

2025, the Company entered into a financing arrangement with Stewards International Funds PCC, (on behalf of the Stewards Private Credit Fund) pursuant to which it may raise up to \$100 million through unsecured, unsubordinated notes. As of the date of this filing, the Company has issued \$8.3 million in aggregate principal amount of such notes, with \$91.7 million remaining available for future issuance under the arrangement. While management of the Company believes that it will be successful in its capital formation and planned operating activities, there can be no assurance that the Company will be able to raise additional equity capital or that operations will generate sufficient cash flows to meet obligations as they come due. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

Note 3 - Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements as of March 31, 2026 and December 31, 2025, and for the three months ended March 31, 2026 and 2025, have been prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial reporting. Accordingly, these unaudited condensed consolidated financial statements do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments of a normal and recurring nature that are necessary for the fair statement of the Company’s financial position, results of operations, and cash flows for the interim periods presented have been reflected herein.

Any reference in these notes to applicable guidance is meant to refer to the authoritative U.S. GAAP as found in the Accounting Standards Codification (“ASC”) and Accounting Standards Update (“ASU”) of the FASB.

Principles of Consolidation

The Company prepares its condensed consolidated financial statements on the accrual basis of accounting. All intercompany accounts, balances and transactions have been eliminated in the consolidation as of March 31, 2026 and December 31, 2025.

Financial Accounting Standards Board Accounting Standards Codification (“ASC”) Topic 810, *Consolidation* (“Topic 810”) also requires that the equity of a noncontrolling interest shall be reported on the condensed consolidated balance sheets within total equity of the Company. Certain redeemable noncontrolling interests are reported on the condensed consolidated balance sheets as mezzanine equity. Topic 810 also requires revenues, expenses, gains, losses, net income or loss, and other comprehensive income or loss to be reported in the condensed consolidated financial statements at consolidated amounts, which include amounts attributable to the owners of the parent and the noncontrolling interests. Refer to Note 16, Redeemable Nonparticipating Noncontrolling Interest and Nonparticipating Noncontrolling for additional information.

Use of Estimates

The financial statements are prepared on the basis of accounting principles generally accepted in the United States of America (“U.S. GAAP”). The preparation of financial statements in conformity with generally

STEWARDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of March 31, 2026 and December 31, 2025, and expenses for the three months ended March 31, 2026 and 2025. Actual results could differ from those estimates made by management.

Prior-Period Presentation

Certain prior-period amounts in the condensed consolidated balance sheets, condensed consolidated statement of operations and comprehensive loss, and condensed consolidated statement of cash flows have been reclassified to be consistent with the current-period presentation. There are no significant reclassifications.

Cash, Cash Equivalents and Restricted Cash

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. Restricted cash balances represent funds held in escrow to comply with the requirements of a certain mortgage loan agreement. These amounts primarily relate to reserves for tenant deposits, property taxes, insurance, and interest, and are not available for general operating purposes until the related obligations are settled.

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported on the condensed consolidated balance sheets to the corresponding amounts presented in the condensed consolidated statements of cash flows for the three months ended March 31, 2026 and 2025:

	March 31, 2026	March 31, 2025
Cash, cash equivalents	\$ 1,262,152	\$ 1,643,568
Restricted cash	3,460,154	-
Total cash, cash equivalents and restricted cash	<u>\$ 4,722,306</u>	<u>\$ 1,643,568</u>

Advance Receivables

Advance receivables are recorded at net realizable value, net of an allowance for expected credit losses.

Prepaid expenses

Prepaid expenses relate to the prepayment made for future services in advance that will be expensed over time as the benefit of the services is received in the future expected. The Company's prepaid expenses primarily consist of amounts paid for insurance policies.

Credit Losses on Financial Instruments

For its financial instruments subject to credit risk, consisting of its receivables related to its MCA's, the Company recognizes as an allowance its estimate of lifetime expected credit losses under the current expected credit loss ("CECL") model of Accounting Standards Codification ("ASC") 326. The Company estimates expected credit losses on its Merchant Cash Advance ("MCA") receivables in accordance with ASC 326 using a methodology that incorporates historical loss experience and a status-based evaluation of collectability. Management evaluates MCA receivables collectively and applies allowance rates that reflect the Company's experience with delinquency progression, time in default, and collection outcomes,

STEWARDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

consistent with a combination of probability-of-default concepts and an aging/status framework. Receivables are stratified based on payment performance and collection status, including performing accounts, accounts in default (up to 180 days), and accounts in default for more than 180 days; accounts in legal/collections status are assessed as higher risk when delinquent. The allowance is measured by applying reserve rates to the receivable balance within each status category (5% for performing receivables, 70% for receivables in default between 30 days to 180 days, and 100% for receivables in default over 180 days; receivables in legal status and in default between 0 and 180 days are reserved at 70%). Management also considers whether qualitative adjustments are necessary for asset-specific risk characteristics, current conditions, and reasonable and supportable forecasts. Changes in the allowance for expected credit losses are recognized in earnings each reporting period.

The Company will write off any deals that are deemed to be uncollectible as advised by the Company's third-party collections and legal team or in the event the merchant has filed for bankruptcy. With regards to deals where the Company has syndicated on the deal, the write off is done at the time the syndication partner identifies these deals are no longer collectable.

Valuation of Operating Lease Receivables

We may be subject to tenant defaults and bankruptcies that could affect the collection of outstanding receivables, arising from the straight-line recognition of rental income, related to our operating leases. In order to mitigate these risks, we perform credit reviews and analyses on prospective tenants before significant leases are executed and on existing tenants before properties are acquired. On a quarterly basis, we perform an assessment of the collectability of operating lease receivables on a tenant-by-tenant basis, which includes reviewing the age and nature of our receivables, the payment history and financial condition of the tenant, our assessment of the tenant's ability to meet its lease obligations and the status of negotiations of any disputes with the tenant. Any changes in the collectability assessment for an operating lease are recognized as an adjustment, which can be a reduction or increase, to rental income in the condensed consolidated statements of operations. We recognized \$0.1 million and \$0 as a net reduction adjustment to rental income in the condensed consolidated statements of operations for the three months ended March 31, 2026 and 2025, respectively.

Fixed Assets, Net

Fixed assets are stated at historical cost less accumulated depreciation and amortization. The historical cost of acquiring a fixed asset includes the costs necessarily incurred to bring it to the condition and location necessary for its intended use. Maintenance and repairs are charged to expense as incurred.

When items of property or equipment are sold or retired, the related cost and accumulated depreciation are removed from the accounts, and any gain or loss is included in the results of operations. Depreciation is calculated on a straight-line basis over the estimated useful lives of the respective assets. Land is carried at cost and not depreciated. The assets' residual values, useful lives, and methods of depreciation are reviewed at each financial year-end and adjusted prospectively if appropriate. Assets are tested for impairment whenever there is an indication that the carrying amount may not be recoverable.

The estimated useful lives of depreciable assets are as follows:

STEWARDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Building - Commercial	38 years
Building - Residential	24.5 years
Site improvements	12 years
Computers and equipment	3-5 years
Office furniture and fixtures	5-7 years
Vehicles	5 years
Leasehold improvements	Shorter of the lease term or the estimated useful life

Intangible Assets

Identifiable intangible assets include trade names, developed technology, customer relationships, and in-place leases resulting from acquisitions. Acquired intangible assets are recorded at fair value on the date of acquisition and amortized over their estimated economic lives on a straight-line basis. Acquired intangible assets are presented net of accumulated amortization on the condensed consolidated balance sheets. We review the carrying amounts of intangible assets for impairment at the asset group level whenever events or changes in circumstances indicate that the carrying amount of the asset group may not be recoverable. We measure the recoverability of the asset group by comparing its carrying amount to the future undiscounted cash flows we expect the asset group to generate. If we consider the asset group to be impaired, the impairment to be recognized equals the amount by which the carrying value of the asset group exceeds its fair value. In addition, we periodically evaluate the estimated remaining useful lives of long-lived intangible assets to determine whether events or changes in circumstances warrant a revision to the remaining period of depreciation or amortization.

The Company amortizes intangible assets subject to amortization on the basis of their expected periods of benefit, generally 4 to 10 years. The Company does not have indefinite-lived intangible assets other than goodwill.

Useful life of the intangible assets is as follows:

Trade name	10 years
Developed technology	4 years
Customer relationships	4 years
In-place leases	1 year for residential leases, 6 years for commercial leases

Acquisitions

ASC 805, *Business Combinations*, provides a model for determining whether the acquisition should be classified as either an asset acquisition or a business combination. In order to be a business, the integrated set of activities of the acquired entity needs to have an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired entity must also pass the “Screen Test” which involves determining whether the acquisition represents an in-substance asset acquisition based on whether the fair value of the gross assets acquired is “substantially all” concentrated in a single asset or group of similar assets.

STEWARDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

We use the acquisition method of accounting for business combination transactions, and, accordingly, recognize the fair values of assets acquired and liabilities assumed in our condensed consolidated financial statements. Transaction costs related to the acquisition of the acquired company are expensed as incurred. The allocation of fair values may be subject to adjustment after the initial allocation for up to a one-year period as more information becomes available relative to the fair values as of the acquisition date. The condensed consolidated financial statements include the results of operations of any acquired company since the acquisition date.

Acquisitions for which substantially all of the fair value of the gross assets acquired are concentrated in a single identifiable asset or a group of similar identifiable assets are accounted for as an asset acquisition. For asset acquisitions, we allocate the purchase price of these properties on a relative fair value basis and capitalize direct acquisition related costs as part of the purchase price.

Goodwill

We recognize the excess of the purchase price over the fair value of identifiable net assets acquired at the acquisition date as goodwill. In accordance with ASC 350, *Intangibles - Goodwill and Other*, Goodwill is not amortized but is reviewed for impairment annually and more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. We first perform a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying value. If the reporting unit does not pass the qualitative assessment, then the reporting unit's carrying value is compared to its fair value. If the fair value of the reporting unit is greater than the reporting unit's carrying value, then the carrying value of the reporting unit is deemed to be recoverable. If the carrying value of the reporting unit is greater than the reporting unit's fair value, goodwill is impaired and written down to the reporting unit's fair value.

Accounting for Leases

Leases as a Lessee

The Company applies the accounting guidance ASC 842, *Leases*. The Company determines if an arrangement contains a lease at inception based on whether there is an identified property, plant or equipment and whether the Company controls the use of the identified asset throughout the period of use. Operating leases are included in the accompanying condensed consolidated balance sheets. Operating lease right of use ("ROU") assets represent the Company's right to use an underlying asset for the lease term. Lease liabilities represent the Company's obligation to make lease payments arising from the lease and are included in current and non-current liabilities. Operating lease ROU assets and lease liabilities are recognized at the lease inception date based on the present value of lease payments over the lease term discounted based on the more readily determinable of (i) the rate implicit in the lease or (ii) the Company's incremental borrowing rate (which is the estimated rate the Company would be required to pay for a collateralized borrowing equal to the total lease payments over the term of the lease). Because the Company's operating leases generally do not provide an implicit rate, the Company estimates its incremental borrowing rate based on the information available at lease commencement date for borrowings with a similar term.

The Company's operating lease ROU assets are measured based on the corresponding operating lease liability adjusted for (i) payments made to the lessor at or before the commencement date, (ii) initial direct costs incurred and (iii) tenant incentives under the lease. The Company does not assume renewals or early terminations unless it is reasonably certain to exercise these options at commencement. The Company

STEWARDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

elected the practical expedient which allows the Company to not allocate consideration between lease and non-lease components. Variable lease payments are recognized in the period in which the obligation for those payments is incurred. In addition, the Company elected the practical expedient such that it does not recognize ROU assets or lease liabilities for leases with a term of 12 months or less of all asset classes. Operating lease expense is recognized on a straight-line basis over the lease term.

Syndicate Payable

A portion of the Company's direct funding portfolio are funded by syndication partners who participate alongside the Company in the deal and therefore economically benefit directly from the performance of the deal but also bear the risk with regards to nonperformance. The syndicated portion of an individual deal will vary based on the size of the deal or the syndicated partners participation threshold. All syndication partners sign participation contracts with the Company which details the relationship between the syndicate partner and the Company as well as any relevant collection fees the Company will receive under the relationship.

All deals and the syndicates participation are tracked separately in the Company's customer relationship management ("CRM") which operates on a wallet basis. The syndicate partner has access to the CRM and therefore has the ability to track the performance of every deal as well as monitor any payments received.

Redeemable Nonparticipating Noncontrolling Interests and Nonparticipating Noncontrolling Interests

ASC Topic 480, *Distinguishing Liabilities from Equity*, requires noncontrolling interests that are redeemable for cash or other assets to be classified outside of permanent equity if they are redeemable (i) at a fixed or determinable price on a fixed or determinable date, (ii) at the option of the holder, or (iii) upon the occurrence of an event that is not solely within the control of the issuer.

On July 11, 2025, the Company acquired a controlling interest in Block 40, LLC. The interests held by third-party holders of Block 40's Class B Preferred Units are reflected as noncontrolling interests. Classification of these interests depends on the presence of redemption features that are not solely within the Company's control. Class B Preferred Units that are redeemable for cash upon USCIS denial of the Class B Member's Form I-526 petition are presented outside of permanent equity as redeemable noncontrolling interests, under mezzanine equity, in accordance with ASC 480-10-S99-3A. Class B Preferred Units that do not contain redemption features that are outside the issuer's control are classified within permanent equity as noncontrolling interests in accordance with ASC 810-10.

For interests classified as redeemable, the Company evaluates each reporting period whether the instruments are currently redeemable or whether redemption has become probable. If the instruments are currently redeemable, or become probable of redemption, the carrying amount is adjusted to the redemption amount as of the reporting date, with the corresponding offset recorded within accumulated deficit. As of March 31, 2026, management concluded that the relevant redemption conditions had not been met and that redemption was not probable.

Per ASC 810-10, noncontrolling interests are reported at historical cost basis adjusted for cumulative earnings or loss allocations and classified as a component of stockholders' equity on the condensed consolidated balance sheets. As discussed further in Note 16, Redeemable Noncontrolling Interest and Noncontrolling Interest, the underlying Class B Preferred Units are not participating and do not share in the earnings or loss of the Company.

STEWARDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Stock Subscription Receivable

Stock subscription receivables are recorded when the shares have been issued against future services from the subscriber. Since the shares had already been issued and the expense will be recorded when the services are received from the subscriber, the Company recorded the amount as stock subscriptions receivable in the equity section of the condensed consolidated balance sheets.

Warrants

The Company accounts for stock warrants granted either as a liability or equity in accordance with ASC 815-40, *Derivatives and Hedging - Contracts in Entity's Own Equity*. Under ASC 815-40, contracts that may require settlement for cash are liabilities, regardless of the probability of the occurrence of the triggering event. Liability-classified warrants are measured at fair value on the issuance date and at the end of each reporting period. Any change in the fair value of the warrants after the issuance date is recorded in the condensed consolidated statements of operations and comprehensive loss as a gain or loss. If warrants do not require liability classification under ASC 815-40, in order to conclude warrants should be classified as equity, the Company assesses whether the warrants are indexed to its common stock and whether the warrants are classified as equity under ASC 815-40 or another applicable U.S. GAAP standard. Equity-classified warrants are accounted for at fair value on the grant date with no changes in fair value recognized after the issuance date.

The Company has issued various warrants to purchase shares of its common stock in connection with its financing activities. The Company has warrants classified as equity and liability and recorded the warrants at fair value as of the date of issuance on the Company's condensed consolidated balance sheets. There is no subsequent remeasurement for equity classified warrants while the Company performs subsequent measurements for liability-classified warrants. The issuance date fair value of the outstanding warrants was estimated using the Black-Scholes Model or potentially more complex valuation models depending on the nature of the contractual terms. The Black-Scholes Model required inputs such as the expected term of the warrants, expected volatility and risk-free interest rate. These inputs were subjective and required significant analysis and judgment. For the estimate of the expected term, the Company used the simplified method. The estimate of expected volatility assumption is based on the volatility observed on the Company's shares. The risk-free rate is based on the yield available on U.S. Treasury zero-coupon issues corresponding to the expected term of the warrants.

Loan Commitment Asset

The Loan Commitment Asset represents fees incurred to secure debt financing, which, for the Company, primarily consists of a contingent obligation to issue future warrants under the Loan Agreement (see Note 10). These fees are initially capitalized as assets while the debt facility remains undrawn. Upon drawing funds, a proportionate amount of the loan commitment asset is reclassified as a debt discount and amortized over the term of the loan. If borrowings are outstanding, these costs are presented as a reduction of the debt's carrying value. During the three months ended March 31, 2026, and 2025, the Company reclassified \$1.9 million and \$0, respectively, from the loan commitment asset to debt discount.

Revenue Recognition

Income, Financing and Brokerage

STEWARDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The Company’s main source of revenue is through agreements for the purchase and sale of future receivables/receipts, commonly referred to as a Merchant Cash Advance. Under the contract, the Company will agree to purchase a specified amount of the customer’s future receipts/receivables (the “Purchased Amount”) at a discount, in return for providing the customer with upfront proceeds (the “Purchase Price”). The customer is then contractually required to pay the cash related to the future receivables/receipts based on an estimated period and agreed-upon percentage of the customer’s future receivables/receipts that the customer collects. The difference between the Purchased Amount that the customer will repay, and the discounted Purchase Price amount that the Company pays for the future receivables/receipts, is considered the “discount”, which reflects the significant collection risk incurred by the Company for its purchase of future receivables/receipts. These purchases of future receivables arrangements do not constitute a revenue contract under ASC 606, *Revenue from Contracts with Customers*. Accordingly, the Company accounts for them in accordance with ASC 310, *Receivables*.

The Company recognizes revenue on remittances collected by applying the contractual discount to allocate the remittance against the initial principal held as a receivable and revenue. All upfront income from fees, such as origination and processing fees are booked as income on a straight-line method over the initial period of the contract. The same applies to all direct costs incurred upon the execution of the contract, which primarily consists of commissions paid to the Company’s internal sales team or external partners for sourcing the contract.

Disaggregated Revenue

In general, the Company’s business segmentation is aligned according to the nature and economic characteristics of its products and customer relationships and provides meaningful disaggregation of each business segment’s results of operations. The following table provides the revenue recognized from each offering:

	Three Months Ended March 31,	
	2026	2025
MCA's income and fees	\$ 893,444	\$ 2,571,299
Brokerage commissions	562,819	757,147
Management fee	11,952	32,978
Rental income	2,384,395	-
Others	2,055	3,801
Total revenues	<u>\$ 3,854,665</u>	<u>\$ 3,365,225</u>

Income From Rental Property

Income from rental property includes rental, storage, parking and other rental property related income charged to leases. The Company leases a mixed-use residential and commercial property to tenants primarily under non-cancelable operating leases that generally contain provisions for minimum base rents plus reimbursement for certain operating expenses. Total minimum annual lease payments are recognized in rental income on a straight-line basis over the term of the related lease, regardless of when payments are contractually due, when collectability is probable. Rental revenue recognition commences when the tenant takes possession of or controls the physical use of the leased space. Lease termination fees, which are included in rental income, are recognized when the related leases are canceled and we have no continuing obligation to provide services to such former tenants.

Our lease agreements with tenants generally contain provisions that require tenants to reimburse us for certain property expenses. Estimated reimbursements from tenants for these property expenses, which

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include real estate taxes, insurance, common area maintenance and other recoverable operating expenses, are recognized as revenues in the period that the expenses are incurred. Subsequent to year-end, we perform final reconciliations on a lease-by-lease basis and bill or credit each tenant for any cumulative annual adjustments. As the timing and pattern of revenue recognition is the same and as the lease component would be classified as an operating lease if it were accounted for separately, rents and tenant reimbursements are treated as a combined lease component and presented as a single line item “Income From Rental Property” in the Company’s condensed consolidated statements of operations and comprehensive loss.

The Company records revenues and expenses on a gross basis for lessor costs (which include real estate taxes) when these costs are reimbursed to us by our tenants. Conversely, we record revenues and expenses on a net basis for lessor costs when they are paid by our tenants directly to the taxing authorities on our behalf.

Lessor Accounting

We evaluate new leases originated or leases assumed as part of an acquisition transaction under ASC Topic 842: Leases to determine lease classification. Generally, all of our leases have historically been classified as operating leases. A lease is classified by a lessor as a sales-type lease if the significant risks and rewards of ownership reside with the tenant. This situation is met if, among other things, there is an automatic transfer of title during the lease, there is a purchase option that the tenant is reasonably certain to exercise, the lease term, including extension options that the tenant is reasonably certain to exercise, is for more than a major part of the remaining economic useful life of the asset (e.g., equal to or greater than 75%), if the present value of the minimum lease payments represents substantially all (e.g., equal to or greater than 90%) of the leased property’s fair value at lease inception, or if the asset is so specialized in nature that it provides no alternative use to the lessor (and therefore would not provide any future value to the lessor) after the lease term. Further, such new leases would be evaluated to consider whether they would be failed sale-leaseback transactions and accounted for as financing transactions by the lessor, if applicable. As of March 31, 2026 and December 31, 2025, we did not have any leases that were classified as sales-type or financing leases under sale-leaseback rules.

Rent receivables of \$178,740 as of March 31, 2026 and \$434,808 as of December 31, 2025 are presented within Other Current Assets in the condensed consolidated balance sheets.

Provision for Income Taxes

The Company accounts for income taxes in accordance with ASC 740 and other authoritative guidance utilizing the asset and liability method. This method requires the recognition of deferred assets or liabilities for the expected future tax consequences of events that have been included in the financial statements. Deferred tax assets or liabilities are calculated as the difference between the financial statements and the tax bases of assets and liabilities applying enacted tax rates in effect for the period in which the differences are expected to settle. The Company records deferred tax assets or liabilities when management determines it is more likely than not that the tax position will be sustained. A valuation allowance is required for deferred tax assets if, based on available evidence, it is more likely than not that all or some portion of the asset will not be realized due to the inability to generate sufficient taxable income in the period or of the character necessary to use the benefit of the deferred tax asset. On the basis of the evaluation, as of March 31, 2026, the Company has recorded a full valuation allowance against the Company’s net deferred tax asset.

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We record uncertain tax positions in accordance with ASC 740 on the basis of a two-step process in which (1) we determine whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, we recognize the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority. The company has not identified any uncertain tax positions.

We recognize interest and penalties related to unrecognized tax benefits on the income tax expense line in the accompanying condensed consolidated statement of operations. Accrued interest and penalties are included on the related tax liability line in the condensed consolidated balance sheets.

Variable Interest Entities

We determine at the inception of each arrangement whether an entity in which we have made an investment or in which we have other variable interests is considered a variable interest entity (“VIE”). We consolidate VIEs when we are the primary beneficiary. We are the primary beneficiary of a VIE when we have the power to direct activities that most significantly affect the economic performance of the VIE and have the obligation to absorb the majority of their losses or benefits. If we are not the primary beneficiary in a VIE, we account for the investment or other variable interests in a VIE in accordance with U.S. GAAP.

Periodically, we assess whether any changes in our interest or relationship with the entity affect our determination of whether the entity is a VIE and, if so, whether we are the primary beneficiary.

As of March 31, 2026, there are no VIE entities that are required to be consolidated by the Company.

Concentration of Credit Risk

Cash and cash equivalents consist of financial instruments that potentially subject the Company to a concentration of credit risk in the event of a default by the related financial institution holding the cash or securities, to the extent of the value recorded in the condensed consolidated balance sheets. The Company maintains its cash accounts in financial institutions with Federal depository insurance coverage (“FDIC”) of \$250,000. The Company has not experienced losses on these accounts, and management believes that the Company is not exposed to significant risks on such accounts.

Fair Value of Financial Instruments

ASC 825, *Disclosures About Fair Value of Financial Instruments*, requires the disclosure of fair value information about financial instruments. ASC 820, *Fair Value Measurements*, defines fair value, establishes a framework for measuring fair value in U.S. GAAP, and expands disclosures about fair value measurements. Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of March 31, 2026 and December 31, 2025.

Authoritative literature provides a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument’s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement as follows:

Level 1 - Quoted market prices available in active markets for identical assets or liabilities that the Company has access to at the measurement date.

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Level 2 - Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates, yield curves, etc.), and inputs that are derived principally from, or corroborated by, observable market data by correlation or other means (market-corroborated inputs).

Level 3 - Unobservable inputs that reflect the Company's assumptions about the assumptions that market participants would use in pricing the asset or liability.

As of March 31, 2026 and December 31, 2025, the fair values of cash, restricted cash, advance receivables, accounts payable, deferred consideration, syndicate payable, and due to and from related parties approximated their carrying values because of the short-term nature of these assets or liabilities. The fair value of the warrant liability was based on Level 3 inputs as well as the Company's underlying stock price and associated volatility, expected term of the warrants and market interest rates. There were no transfers between fair value hierarchy levels during the three months ended March 31, 2026 and December 31, 2025.

The tables below present information about the Company's financial instruments that are measured and carried at fair value on a recurring basis as of March 31, 2026 and December 31, 2025:

	As of March 31, 2026			
	Total	Level 1	Level 2	Level 3
Assets:				
Other assets	\$ 713	\$ -	\$ 713	\$ -
Total assets at fair value	<u>\$ 713</u>	<u>\$ -</u>	<u>\$ 713</u>	<u>\$ -</u>
Liabilities:				
Dolomite warrants - Note 10	-	-	-	-
Debt facility warrants - Note 10	\$ 4,848,233	\$ -	\$ -	\$ 4,848,233
Total liabilities at fair value	<u>\$ 4,848,233</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,848,233</u>

	As of December 31, 2025			
	Total	Level 1	Level 2	Level 3
Assets:				
Other assets	\$ 1,159	\$ -	\$ 1,159	\$ -
Total assets at fair value	<u>\$ 1,159</u>	<u>\$ -</u>	<u>\$ 1,159</u>	<u>\$ -</u>
Liabilities:				
Dolomite warrants - Note 10	\$ 1,520,000	\$ -	\$ -	\$ 1,520,000
Debt facility warrants - Note 10	6,709,609	-	-	6,709,609
Total liabilities at fair value	<u>\$ 8,229,609</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,229,609</u>

The changes in fair value are presented below:

	Other assets	Debt Facility Warrants	Dolomite Warrants Liabilities
Beginning balance, December 31, 2025	<u>\$ 1,159</u>	<u>\$ 6,709,609</u>	<u>\$ 1,520,000</u>
Additions	-	-	-
Changes in fair value	(446)	99,427	(1,520,000)
Reclassifications	-	(1,960,803)	-
Ending balance, March 31, 2026	<u>\$ 713</u>	<u>\$ 4,848,233</u>	<u>\$ -</u>

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See Note 10, “Warrant Liabilities” for more information.

Foreign Currency Translation and Transactions

The functional currency of our wholly owned subsidiaries is the applicable local currency. The translation of foreign currencies into U.S. dollars is performed for assets and liabilities using current foreign currency exchange rates in effect at the balance sheet date, and for revenues and expense accounts using average foreign currency exchange rates during the period. Capital accounts are translated at historical foreign currency exchange rates. Translation gains and losses are included in stockholders’ equity as a component of accumulated other comprehensive income (loss). Adjustments that arise from foreign currency exchange rate changes on transactions denominated in a currency other than the functional currency are included in other (gain) loss on the condensed consolidated statements of operations and comprehensive loss.

Segment Reporting

The Company evaluated segment reporting in accordance with ASC 280, *Segment Reporting*, and concluded that the Company is comprised of two operating segments. This conclusion is based on the discrete operating results regularly reviewed by the chief operating decision maker (“CODM”), the President of the Company, to assess the performance of the business and to make resource allocations. These two operating segments also represent our two reportable segments: (i) Financing Solutions, and (ii) Real Estate Operations. Substantially all the Company’s revenues are derived from within the United States; no geographical segments are presented. See Note 18, “Segment Information”, for further information.

Subsequent Events

The Company evaluated subsequent events through the date when financial statements are issued for disclosure consideration.

Recently Adopted Accounting Pronouncements

Recently Issued Accounting Guidance - 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*. This amendment is expected to improve financial reporting by requiring that public business entities disclose additional information about specific expense categories in the notes to financial statements at interim and annual reporting periods. This information is not generally presented in the financial statements today. The amendments in this update do not change or remove current expense disclosure requirements.

This ASU is effective for annual reporting periods beginning after December 15, 2026 and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The amendments in this update should be applied either prospectively to financial statements issued for reporting periods after the effective date of this update or retrospectively to any or all periods presented in the financial statements. The Company is currently evaluating the impact of the new standard.

In July 2025, the FASB issued ASU 2025-05, *Financial Instruments - Credit Losses (Topic 326), Measurement of Credit Losses for Accounts Receivable and Contract Assets*. ASU 2025-05 provides the option to elect a practical expedient to assume that the current conditions as of the balance sheet date will

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remain unchanged for the remaining life of the asset when developing a reasonable and supportable forecast as part of estimating expected credit losses on these assets. ASU 2025-05 is effective for the Company for fiscal years beginning after December 15, 2025 and interim periods within those fiscal years. The Company does not expect adoption of ASU 2025-05 to have a material impact on its condensed consolidated financial statements.

In September 2025, the FASB issued ASU 2025-06, *Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40), Targeted Improvements to the Accounting for Internal-Use Software*. ASU 2025-06 clarified and modernizes the accounting for costs related to internal-use software. The amendments in ASU 2025-06 remove all references to project stages throughout Subtopic 350-40 and clarify the threshold entities apply to begin capitalizing costs. ASU 2025-06 is effective for the Company for fiscal years beginning after December 15, 2027 and interim periods within those fiscal years. The Company is currently evaluating the impact of adoption of ASU 2025-06 on its condensed consolidated financial statements.

Note 4 - Business Combinations / Asset Acquisitions

Plantation Acquisition

In March 2026, the Company completed the acquisition of a commercial property in Plantation, Florida, pursuant to an Agreement of Sale and Purchase dated November 18, 2025. Total consideration for the Plantation Acquisition was \$5,861,185, which included the contract purchase price of \$5,800,000 and \$61,185 in direct transaction costs.

The acquisition was accounted for as an asset acquisition as substantially all of the fair value of the gross assets acquired was concentrated in a single identifiable asset group comprising land and building. To fund the acquisition, the Company obtained new indebtedness (the “Plantation Mortgage Loan”) of \$4,000,000 (refer to Note 12 for further details). The Company allocated the total acquisition cost to the acquired assets based on their relative fair values. The allocation of the purchase price is based on a third-party valuation report which used the sales comparison approach using Level 3 measurements. These valuation techniques incorporate unobservable inputs, such as adjustments made for differences in the physical characteristics, location, and market conditions of comparable properties. The following table summarizes the consideration paid for the acquisition and the amounts of the assets acquired recognized at the acquisition date:

Total consideration	\$ <u>5,861,185</u>
Identifiable assets acquired and liabilities assumed:	
Building	\$ 3,177,227
Land	<u>2,683,958</u>
Total net assets acquired	\$ <u>5,861,185</u>

Simplified Companies Acquisition

On January 2, 2024, the Company acquired a 100% membership interest in DBOSS Funding, LLC (dba Simplified Funding), LendTech CRM Solutions, LLC, and Believe PMF EIRL (collectively referred to as the “Simplified Companies”). The Simplified Companies are engaged in the business of using proprietary software and call centers in the Dominican Republic and Florida to offer secured and unsecured financial products and services to clients with funders across the United States. The business generates revenue from the commissions generated from the funders.

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The primary reason for the business combination is to grow direct funding business and improve overall margins by leveraging the synergies between the Company and the Simplified Companies.

In accordance with ASC 805, the acquisition was accounted for as a business combination under the acquisition method. The purchase consideration was allocated to the working capital and tangible and intangible assets acquired based on their estimated fair values as of the acquisition date, with the excess recorded as goodwill, as follows:

Goodwill	\$	1,219,134
Tangible assets		48,862
Intangible assets		900,000
Net assets acquired	\$	<u>2,167,996</u>

The fair value of the intangible assets was determined by applying the income approach, direct cost method and multi-period excess earnings method. The fair value measurements are based on significant unobservable inputs, including management estimates and assumptions, and thus represent Level 3 measurements.

There were no transaction costs associated with the acquisition for the year ended December 31, 2024.

The goodwill is primarily attributed to the assembled workforce and synergies after the acquisition. No material measurement-period adjustments were recognized for the year ended December 31, 2024.

Stewards, Inc. obtained control of the Simplified Companies upon the transfer of cash consideration to the selling shareholders. The total consideration transferred in the acquisition was \$2,167,996, consisting of the following:

Cash, including working capital adjustment	\$	485,527
Equity		990,000
Deferred consideration		692,469
Total purchase consideration	\$	<u>2,167,996</u>

The equity consideration represents 5,000,000 shares of the Company's common stock, of which 4,000,000 shares will be issued in two tranches of 2,000,000 shares each on the first and second anniversaries of the acquisition date.

Deferred consideration represents the present value at the acquisition date of the cash payments of \$920,000, payable in equal weekly installments over four years.

The rollforward of the deferred consideration is as follows:

	<u>For the Three Months Ended:</u> March 31, 2026	<u>For the Year Ended:</u> December 31, 2025
Beginning balance	\$ 398,827	\$ 558,893
Payments	(57,500)	(230,000)
Interest	13,730	69,934
Ending balance	<u>\$ 355,057</u>	<u>\$ 398,827</u>

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Note 5 - Allowance for Credit Losses

The change in the allowance for expected credit losses on advance receivables for the three months ended March 31, 2026 and year ended December 31, 2025, respectively, is summarized as follows:

	March 31, 2026	December 31, 2025
Beginning balance	\$ 19,872,593	\$ 19,034,977
Current period provision	301,649	1,774,264
Write-offs	(67,448)	(945,280)
Recoveries	813	8,632
Ending Balance	<u>\$ 20,107,607</u>	<u>\$ 19,872,593</u>

Note 6 - Fixed Assets, Net

At March 31, 2026 and December 31, 2025, fixed assets consisted of the following:

	March 31, 2026	December 31, 2025
Land	\$ 22,376,940	\$ 19,692,982
Building	135,869,459	132,692,232
Site improvements	1,121,879	1,121,879
Computers	128,589	122,583
Furniture and fixtures	755	755
Office equipment	96,396	94,342
Leasehold improvements	4,934	4,934
Fixed assets, gross	159,598,952	153,729,706
Less: accumulated depreciation	(4,120,002)	(2,737,398)
Fixed assets, net	<u>\$ 155,478,950</u>	<u>\$ 150,992,308</u>

Depreciation expense for the three months ended March 31, 2026 and March 31, 2025 was \$1,382,604 and \$12,861, respectively. The Company evaluates the recoverability of the carrying value of equipment when events and circumstances indicate that such assets might be impaired. There were no such charges during the three months ended March 31, 2026 and 2025.

During the three months ended March 31, 2026, the Company paid cash to purchase fixed assets of \$5,869,246, primarily through the Plantation asset acquisition (see Note 4, Business Combinations / Asset Acquisitions).

There were no material sales or disposals of property and equipment during the periods presented.

Note 7 - Intangible Assets, Net and Goodwill

The carrying values of amortizable intangible assets are summarized as follows:

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	March 31, 2026		
	Gross Carrying Amount	Accumulated Amortization	Net Book Value
Trade name	\$ 200,000	\$ 45,000	\$ 155,000
Developed technology	650,000	365,630	284,370
Customer relationships	50,000	28,125	21,875
In-place leases	5,210,184	4,173,266	1,036,918
	<u>\$ 6,110,184</u>	<u>\$ 4,612,021</u>	<u>\$ 1,498,163</u>

	December 31, 2025		
	Gross Carrying Amount	Accumulated Amortization	Net Book Value
Trade name	\$ 200,000	\$ 40,000	160,000
Developed technology	650,000	325,004	324,996
Customer relationships	50,000	25,000	25,000
In-place leases	5,210,184	3,212,382	1,997,802
	<u>\$ 6,110,184</u>	<u>\$ 3,602,386</u>	<u>\$ 2,507,798</u>

Estimated annual pretax amortization of intangible assets for each of the next five years and thereafter is as follows:

2026 - remainder	\$ 699,784
2027	301,734
2028	126,736
2029	126,736
2030	126,736
Thereafter	116,437
	<u>\$ 1,498,163</u>

Amortization expense related to intangible assets for the three months ended March 31, 2026 and 2025 was \$1,009,635 and \$48,751, respectively.

The recoverability of the carrying value of these intangible assets is evaluated when events or changes in circumstances indicate that the asset's value may be impaired. If such analysis indicates that the carrying value of these assets is not recoverable, the carrying value of such assets is reduced to fair value, which is determined based on discounted future cash flows, through a change to the condensed consolidated statement of operations and comprehensive loss.

The Company's goodwill balance was \$1,219,134 as of March 31, 2026 and December 31, 2025. There were no impairment charges related to goodwill for the three months ended March 31, 2026 and 2025.

Note 8 - Leases

Lessor - Operating Leases

The Company's Block 40 property is leased to tenants primarily under non-cancelable operating leases. Future minimum lease payments to be received under non-cancelable operating leases as of March 31, 2026 are as follows:

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2026 - remainder	\$	5,447,884
2027		1,211,149
2028		508,880
2029		508,880
2030		508,880
Thereafter		1,209,053
Total future minimum lease payments	\$	<u>9,394,726</u>

The future minimum lease payments in the table above excludes tenant reimbursements of operating expenses, the amortization of above/below-market lease intangibles, and any optional renewal periods, unless the Company is reasonably certain to exercise such options at the commencement of the lease.

Lessee - Operating Leases

On January 2, 2024, the Company acquired two leases as part of the Simplified Companies acquisition. Each lease was recognized and measured at fair value based on the remaining lease term at the date of acquisition by applying ASC 842, Leases. The office spaces for these leases are located in Lauderhill, Florida and Bonao, Dominican Republic. In 2024, the Company added a second call center location in La Vega, Dominican Republic. The Lauderhill, Bonao, and La Vega contractual lease terms end in July 2026, June 2026, and October 2026, respectively.

The Company recorded operating lease expenses of \$20,116 and \$45,000 for the three months ended March 31, 2026 and 2025, respectively.

The following table presents the Company's ROU assets and lease liabilities as of March 31, 2026, and March 31, 2025:

	March 31, 2026	December 31, 2025
ROU assets:		
Operating	\$ 32,535	\$ 45,637
Total ROU assets	<u>\$ 32,535</u>	<u>\$ 45,637</u>
Lease liabilities:		
Current:		
Operating	\$ 28,446	\$ 40,385
Total lease liabilities	<u>\$ 28,446</u>	<u>\$ 40,385</u>

As of March 31, 2026, the following table reconciles the undiscounted cash flows for the following years and total of the remaining years to the operating lease obligation recorded in the condensed consolidated balance sheets, the future minimum annual lease payments under the operating leases were as follows:

2026 - remainder	\$	29,187
2027		-
Total lease payments		<u>29,187</u>
Less: Interest		(741)
Present value of lease liabilities	\$	<u>28,446</u>

The weighted-average remaining lease term and discount rate related to the Company's operating lease liabilities as of March 31, 2026 and March 31, 2025 are as follows:

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	For the Three Months Ended	
	March 31, 2026	March 31, 2025
Weighted average remaining lease term (in years)	0.65	1.59
Weighted average discount rate	5.52%	5.52%

Note 9 - Related-Party Transactions

From time to time, the Company enters into transactions with its affiliates that are considered to be related-party transactions. As of March 31, 2026 and December 31, 2025, the balances with such affiliates were included in the condensed consolidated balance sheets as due from related parties.

During the year ended December 31, 2025, the Company paid expenses on behalf of FAVO Holdings LLC in an amount of \$29,717; no similar expenses were incurred during the three months ended March 31, 2026. As of March 31, 2026 and December 31, 2025, \$3,009 remained outstanding.

The Company has a management agreement with FAVO Holdings LLC under which the FAVO Holdings LLC is paid \$85,000 per month for consulting services. Consulting services include operational review and improvement, policy implementation, organizational analysis, introductions for potential M&A/strategic agreements and debt/equity funding, staff training, and performance monitoring. The agreement has a 12 month term and is subject to annual renewal. During the three months ended March 31, 2026 and 2025 the Company incurred costs of \$255,000 and \$255,000, respectively, under the management agreement between FAVO Holdings LLC and the Company. FAVO Holdings LLC is owned by members Vincent Napolitano, CEO of the Company and Mr. Shaun Quin, President and Director of the Company.

The Company issued \$4,700,000 of senior secured notes to FAVO Holdings LLC to finance the FAVO Group acquisition in 2023. The outstanding balance on this note as of March 31, 2026 and December 31, 2025 was \$1,600,000, for both periods. During the three months ended March 31, 2026 and 2025, the Company paid interest on the notes payable of \$24,000 and \$24,000, respectively, to FAVO Holdings LLC.

On July 7, 2023, the Company issued 15,000,000 shares of common stock to Stewards Investment Capital Limited in July 2023 to serve on the advisory board for a period of 3 years term as per the advisory board agreement. The Company recorded the issuance of shares as stock subscription receivable, as services are not yet rendered and amortizing the same over the 3 year term. For the three months ended March 31, 2026 and 2025, the Company amortized an amount of \$312,501, from stock subscription receivable. During the three months ended March 31, 2026 and 2025, Stewards Investment Capital Limited also received cash compensation of \$60,000 and \$52,453, respectively, for advisory board services.

On September 17, 2025, the Company entered into a Loan Agreement with Stewards International Funds PCC (on behalf of the Stewards Private Credit Fund) (“Lender”) to issue up to \$50 million of unsecured, unsubordinated notes (each \$100,000 face value), fundable between September 1, 2025 and August 31, 2026 (the “Closing date”). Notes bear fixed interest at 8.0% per annum on amounts funded, with the first interest payment due September 1, 2026 and subsequent quarterly payments beginning October 1, 2026. Maturity date is August 31, 2030, with a Company option to request up to a six-month extension (if approved by the Lender) subject to an additional 1% per month fee on the Actual Principal Amount during the extension. The notes are unsecured and unsubordinated. As of March 31, 2026 and December 31, 2025, the Company had drawn \$7.3 million and \$3 million, respectively, under the facility. As of March 31, 2026 and December 31, 2025, the Company had accrued interest of \$101,881 and \$9,863, respectively, under the facility.

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In connection with the Loan Agreement, the Company will issue to Stewards, within one month after the Closing date, one warrant to purchase the Company's common stock ("Debt Facility Warrants") for every \$0.76 of Actual Principal Amount advanced, exercisable at \$0.76 per share after the later of the maturity date or a liquidity event, for three years thereafter, with customary anti-dilution protections and a right to fund exercise using the Actual Principal Amount.

On October 30, 2025, the Loan Agreement was amended to increase the aggregate principal amount authorized under the unsecured, unsubordinated debt note facility from \$50 million to \$100 million, with corresponding adjustments to the number of notes and associated warrants to purchase up to 131,578,947 shares of the Company's common stock at an exercise price of \$0.76 per share. On December 19, 2025, the Company further amended the Loan Agreement to expand the permitted uses of proceeds to include acquisitions of companies and assets, in addition to refinancing existing indebtedness and funding general corporate and operational needs. On December 21, 2025, the Company executed Amendment No. 3 to the Loan Agreement, which modified the transfer and registration provisions to require that the notes be issued and maintained in registered form, established a formal note register, and clarified transfer restrictions and replacement obligations to ensure compliance with applicable U.S. federal tax requirements. As of March 31, 2026, the outstanding debt from this Loan Agreement amounted to \$7.3 million.

In August 2025, Glen Steward, an employee of the Company and a director of Forfront Capital LLC, made a \$700,000 investment in Block 40, an entity wholly owned by the Company, as part of the EB-5 investment program associated with that project. The investment was recorded as mezzanine equity in the financial statements of Block 40 as of September 30, 2025. The transaction was conducted on terms consistent with those offered to other EB-5 investors participating in the program.

On December 17, 2025, the Company entered into a subscription agreement with Stewards International Funds PCC, on behalf of the Stewards Private Credit Fund, pursuant to which the investor subscribed for 5,750,000 shares of the Company's Series A Preferred Stock at a purchase price of \$0.25 per share, for aggregate gross proceeds of approximately \$1.44 million. The issuance of the Series A Preferred Stock was approved by the Board of Directors, and the shares were issued as restricted securities in accordance with applicable federal and state securities laws.

Variable Interest Entity

Effective August 1, 2025, the Company transferred its 100% interest in FC Sub Fund LLC (the "VIE") to Forfront Capital LLC for a consideration of \$1. The VIE was not previously consolidated by the Company, as the Company was not the primary beneficiary of the VIE. The Company is continuing its involvement with the entity in the form of a 2% management fee arrangement for managing the VIE's assets.

Note 10 – Warrant Liability

Dolomite Warrants

On November 3, 2025, the Company entered into a Securities Purchase Agreement with the Dolomite Foundation ("Dolomite") under which the Company issued warrants to purchase an aggregate of 2,450,980 shares of the Company's common stock (the "Dolomite Warrants"). The Dolomite Warrants were issued in exchange for up to \$10.0 million of noncash, in-kind consideration in the form of \$DOLO ERC-20 tokens

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(the “\$DOLO Tokens”), which are held in a multi-signature escrow wallet and are released to the Company only upon satisfaction of specified milestone conditions described below.

The Dolomite Warrants were legally issued and outstanding as of November 3, 2025, although the Dolomite Warrants are exercisable only in ten equal tranches of \$1,000,000 each, becoming exercisable upon achievement of specified \$DOLO 30-day VWAP milestones.

The Dolomite Warrants are not considered indexed to the Company’s own stock and are accounted for as liability-classified instruments until such time as they qualify for equity classification. The Company recognized the Dolomite Warrants at fair value at issuance date and remeasures the instrument at fair value each reporting period, with changes in fair value recognized in earnings. The Company utilized a Monte Carlo simulation model to determine the fair value of the Dolomite Warrants. As of March 31, 2026, the fair value of the Dolomite Warrants were \$0, primarily driven by a downward mark-to-market valuation adjustment during the period.

In applying the Monte Carlo simulation model, the Company used the following key assumptions during the three months ended March 31, 2026:

Expected volatility	220%
Risk-free interest rate	3.77%
Expected term to maturity	3.50 Years

Debt Facility Warrants

On September 17, 2025, the Company entered into a Loan Agreement with Stewards International Funds PCC (on behalf of the Stewards Private Credit Fund) where the Company can issue up to \$50 million of unsecured, unsubordinated notes. On October 30, 2025, this was increased to up to \$100 million of unsecured, unsubordinated notes. Refer to Note 9, “Related Party Transactions”, for further details.

In connection with the Loan Agreement, the Company will issue Debt Facility Warrants based on actual principal draws within one month after the Closing date. For accounting purposes, the warrants are considered issued at the effective date of the Loan Agreement regardless of the contingent event (actual debt draws) for future issuance. In addition, the Company considers the Debt Facility Warrants as a loan commitment or access fee to obtain the debt facility, as such, a Loan Commitment Asset was recorded against the Debt Facility Warrants.

The Debt Facility Warrants have an exercise price of \$0.76 per share and are not exercisable until after the later of (i) the Maturity Date of the Loan Agreement of August 31, 2030 or (ii) a Liquidity Event. Once exercisable, the Debt Facility Warrants may be exercised at any time through their expiration date of August 31, 2033.

The Debt Facility Warrants are not considered indexed to the Company’s own stock and are accounted for as liability-classified instruments until such time as they qualify for equity classification. The Company recognized the Debt Facility Warrants at fair value at issuance date and remeasures the instrument at fair value each reporting period, with changes in fair value recognized in earnings. The Company determined the fair value of the Debt Facility Warrants using a Black-Scholes valuation model and management incorporated its best estimate of expected borrowings under the debt facility. At initial recognition, the fair value of the Debt Facility Warrants amounted to \$8,008,243.

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On December 17, 2025, in connection with a \$3 million borrowing under its debt facility, the Company issued 3,947,368 debt facility warrants. For the three months ended March 31, 2026, there were additional draws of \$4.3 million from the debt facility. At the actual draw date, the Company determined that the warrants were indexed to the Company's own stock and met the criteria for equity classification under ASC 815-40. Accordingly, the Company remeasured the warrants to fair value on the draw date and reclassified the warrants from liability to equity, resulting in a \$1,960,803 reclassification to additional paid-in capital. As of March 31, 2026, the fair value of the Debt Facility Warrants amounted to \$4,848,233 and is presented as Warrant Liability in the Condensed Consolidated Balance Sheets.

Inputs to the Black-Scholes valuation model include the following assumptions:

Dividend yield	0%
Expected volatility	220% - 240%
Risk-free interest rate	3.66% - 4.08%
Expected term	5.42 Years
Stock price	\$0.35

Note 11 - Notes Payable, Net

The Company's Notes Payable, Net as of March 31, 2026 and December 31, 2025 were as follows:

	Interest Rate	Maturity Date	March 31, 2026	December 31, 2025
15% notes payable	15%	3/17/2028	\$ 31,829,223	\$ 31,829,223
13% notes payable	13%	Currently due	815,000	815,000
12% notes payable	12%	Currently due	510,000	510,000
Others	8% - 10%	Certain notes are currently due, while others are due on 3/17/2028	2,421,621	2,521,621
Notes payable with Stewards International Funds PCC - see Note 9	8%	8/31/2030	7,300,000	3,000,000
Total notes payable			42,875,844	38,675,844
Unamortized discount and debt issuance costs			(3,103,819)	(1,333,009)
Notes payable, net			<u>\$ 39,772,025</u>	<u>\$ 37,342,835</u>

From time to time, the Company enters into secured promissory note agreements with various parties. The proceeds from these arrangements are used primarily to support the Company's short-term trade finance operations and general working capital needs. The secured promissory notes are collateralized by advance receivables of the Company. The terms and conditions of each note may vary depending on the nature of the transaction and the counterparties involved.

Future minimum principal payments as of March 31, 2026, are as follows:

2026 - remainder	\$ 2,622,445
2027	-
2028	32,953,399
2029	-
2030	7,300,000
	<u>\$ 42,875,844</u>

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Note 12 - Mortgage Loans

On March 11, 2026, in connection with the acquisition of the Plantation commercial property, the Company entered into a mortgage loan agreement, securing a principal amount of \$4,000,000. The Plantation Mortgage Loan bears interest at a fixed rate of 12.00% per annum and matures on March 11, 2029. The Company incurred \$40,000 in loan origination costs, which were recorded as a debt discount against the principal, resulting in an initial carrying value of \$3,960,000. The Plantation Mortgage Loan has a stated interest rate of 12.00% per annum and, after consideration of the debt discount, an effective interest rate of 12.3%. The debt discount is amortized to interest expense over the term of the loan using the effective interest method. The loan matures on March 11, 2029, and requires monthly interest-only payments of \$40,000, which commenced on April 11, 2026, with the entire outstanding principal balance due at maturity. The loan may be prepaid at any time without penalty. The Plantation Mortgage Loan is secured by a first-priority mortgage lien on the acquired commercial property and contains customary covenants and default provisions, including a clause for acceleration of the debt upon default. For the three months ended March 31, 2026, the Company recognized total interest expense of \$27,282, which consisted of accrued interest of \$26,667 and non-cash amortization of debt issuance costs of \$615. As of March 31, 2026, the carrying value of the Plantation Mortgage Loan was \$3,960,615, which is net of the unamortized debt discount of \$39,385.

On July 11, 2025, the Company assumed a Mortgage Loan as part of the Block 40 Acquisition which is secured by the real property. The Mortgage Loan accrues interest based upon the Secured Overnight Financing Rate (“SOFR”) plus a spread of 3.00%. The Mortgage Loan has interest payments due in monthly installments with a maturity date for the entire principal balance on June 1, 2026, with an option to extend the maturity date to June 1, 2027, subject to certain conditions. As of March 31, 2026, the Mortgage Loan had an outstanding balance of \$73,625,000 and there is no outstanding accrued interest. The effective interest rate for the Mortgage Loan was 7.34%.

Future minimum principal payments as of March 31, 2026, are as follows:

2026 - remainder	\$ 73,625,000
2027	-
2028	-
2029	4,000,000
2030	-
	<u>\$ 77,625,000</u>

Interest Rate Cap

The Company has an interest rate cap related to a floating-rate senior mortgage assumed in connection with the July 11, 2025 acquisition of Block 40, LLC and related entities. The Mortgage Loan is indexed to a SOFR-based rate plus a credit spread, and the cap limits the base rate component of the loan to 4.00% per annum through the loan’s extended maturity date of June 1, 2026. The cap meets the definition of a derivative under ASC 815, *Derivatives and Hedging*, and is therefore required to be recognized separately and measured at fair value at each reporting date. As of March 31, 2026, the interest rate cap had a fair value of \$713 and is included in Other Assets on the Condensed Consolidated Balance Sheets.

Note 13 - Commitments and Contingencies

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Legal Proceedings

During the normal course of business, the Company may be exposed to litigation. When the Company becomes aware of potential litigation, it evaluates the merits of the case in accordance with ASC 450-20-50, *Contingencies*. The Company evaluates its exposure to the matter, possible legal or settlement strategies, and the likelihood of an unfavorable outcome. If the Company determines that an unfavorable outcome is probable and can be reasonably estimated, it establishes the necessary accruals.

The Company has been involved in various legal proceedings arising in the ordinary course of business, primarily related to consumer protection claims. As of the reporting date, substantially all matters have been dismissed or resolved without liability to the Company. One matter remains at an early stage relating to a notice of intent to foreclose on a construction lien in connection with the Company’s Block 40 property, with an asserted unpaid balance of approximately \$357,225. Management is evaluating the matter and does not believe a loss is probable; accordingly, no accrual has been recorded. The Company will continue to monitor this matter.

Note 14 - Net Loss Per Share

Basic net loss per share attributable to common stockholders is computed by dividing net loss by the weighted-average number of common shares outstanding during the period. Diluted net loss per share attributable to common stockholders is computed by dividing net loss by the weighted-average number of common shares outstanding plus potential common shares. Convertible preferred stock and common warrants are considered potential common shares and are included in the computation of diluted net loss per share using the if-converted method and treasury stock method, respectively, when their effect is dilutive. In periods in which the Company reports a net loss attributable to common stockholders, diluted net loss per share attributable to common stockholders is the same as basic net loss per share attributable to common stockholders since dilutive common shares are not assumed to have been issued if their effect is anti-dilutive. Because the Company was in a net loss position for the three months ended March 31, 2026 and 2025, basic net loss per share is the same as diluted net loss per share as the inclusion of all potential common shares outstanding would have been anti-dilutive.

The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders:

	For the Three Months Ended	
	March, 31 2026	March 31, 2025
Numerator:		
Net loss attributed to common stockholders - basic and diluted	\$ (6,353,254)	\$ (1,912,155)
Denominator:		
Weighted average shares of common stock - basic and diluted	208,635,439	100,310,845
Net loss per share - basic and diluted	<u>\$ (0.03)</u>	<u>\$ (0.02)</u>

The financial instruments that could potentially dilute basic net loss per share in the future and that have been excluded from the computation of diluted net loss per share (because including them would have had an anti-dilutive effect) were as follows:

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	March, 31 2026	March 31, 2025
Convertible preferred stock	81,250,000	55,770,000
Common stock warrants	16,928,348	8,000,000
Total	<u>98,178,348</u>	<u>63,770,000</u>

Note 15 - Income Taxes

The Company did not record an income tax provision for the three months ended March 31, 2026 and 2025. We maintain a 100% valuation allowance on total deferred tax assets. Management believes it is more likely than not that the related deferred tax asset will not be realized. As a result, the Company’s effective tax rate will remain at 0% because there are no estimated or discrete items that would affect the tax provision.

Note 16 – Redeemable Nonparticipating Noncontrolling Interest and Nonparticipating Noncontrolling Interest

Block 40 Class B Preferred Units

Pursuant to the Company’s acquisition of the membership interests in the Block 40 Entities, the Company assumed the obligations associated with the EB-5 investors in Block 40, LLC. From September 15, 2015 and through May 31, 2024, Block 40, LLC issued Class B Preferred Units through six offerings which raised \$46.0 million, with an additional \$5.5 million still owed to the Company as of March 31, 2026, by issuing 88 Class B Preferred Units to investors. The investments were structured in such a way as to qualify the investor for the EB-5 Employment Creation Visa (“EB-5 Visa”). The EB-5 Visa provides a method for foreign nationals who invest capital and thereby support the creation of jobs in the United States to obtain lawful permanent resident status in the United States, which is commonly referred to as a “Green Card.” The funding from the issuance of the Class B Preferred Units was then used by Block 40 for the construction and development of the Block 40 property located in Hollywood, Broward County, Florida. Each Class B Preferred Equity Unit is entitled to an annual rate of preferred return that is cumulative, payment of which is contingent on available distributable cash and is not guaranteed. In addition, the Class B Preferred Units are non-participating and, accordingly, do not share in Block 40, LLC or the Company’s net income or net loss.

During October and December 2025, the Company entered into share exchange agreements with certain EB-5 investors to acquire their Class B Preferred Units in Block 40, LLC. Under the agreements, the Company issued a number of shares of the Company’s common stock equal to the Investor’s remaining unrecovered Class B capital amount and (ii) the accrued but unpaid Class B preferred return through the closing date, divided by \$0.76. There were 25 investors in Class B Preferred Equity that participated in the share exchange agreements which represents \$16,057,917 of total equity holding. In connection with these exchanges, the Company issued 21,128,838 shares of common stock.

As of March 31, 2026, there were 45 investors in Class B Preferred Equity whose Form I-526 petitions have been approved. Their total equity holdings of \$28,495,222 are therefore not subject to redemption outside the Company’s control and will be classified as permanent equity. On the other hand, there are 18 investors in Class B Preferred Equity whose I-526 petitions remain pending. Their total holdings of \$8,461,738 remain subject to redemption in the event of a USCIS denial and will accordingly be classified as mezzanine equity. Pursuant to ASC 480-10-S99-3A(24), management evaluated all cash redemption features that are outside the Company’s control which is redemption upon USCIS denial of a holder’s Form I-526 and concluded redemption is not probable as management is not aware of any USCIS denials and does not consider such denials probable. Accordingly, no accretion to redemption value has been

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recognized as of March 31, 2026. The Company will reassess these conditions each reporting period and will accrete to the redemption amount prospectively if redemption becomes probable or the Units become currently redeemable.

Note 17 - Stockholders' Equity (Deficit)

Common Stock

On January 22, 2026, the Company issued 2,000,000 shares of its common stock to Robinpaws LLC pursuant to an asset purchase agreement originally entered into in December 2023, in connection with the acquisition of certain operating assets related to a proprietary funding and call center platform. The issuance was approved by the Company's Board of Directors, the shares were issued as restricted securities, and the consideration for the issuance was deemed fully paid and non-assessable based on the agreed acquisition value set forth in the underlying asset purchase agreement.

Series A Preferred Stock

As of March 31, 2026 and December 31, 2025, the Company is authorized to issue 71,250,000 shares of Series A Preferred Stock, all of which were issued and outstanding.

The following is a description of the material rights of the Company's Series A Preferred Stock:

Voting - The holders of Series A Preferred Stock vote together with the holders of common stock and any other class or series of stock entitled to vote thereon as a single class on an as-converted basis.

Dividend - Each holder shall be entitled to receive an annual dividend of six percent (6%) of the Stated Value times the number of Preferred Shares held by such holder payable on a quarterly basis beginning at the end of the Company's fiscal quarter following the original issue date. Dividends on the Preferred Shares are payable, at the Company's option, in (a) cash or (b) shares of the Company's common stock, or a combination thereof.

Liquidation Preference – Each holder receives, before Junior Stock (which includes Common Stock and Series C Preferred Stock), an amount per preferred share equal to what they would receive if they converted to Common Stock immediately prior to the liquidation payment

Conversion Rights - After twenty-four months, each share of Series A Preferred Stock may be converted into shares of common stock, the number of which is determined according to the following formula, subject to adjustments for stock splits, stock dividends, recapitalizations, reorganizations, reclassifications, combinations, subdivisions or other similar events. Each Series A Preferred Stock converts at a "Conversion Rate" equal to Conversion Amount / Conversion Price

In connection with any conversion, each holder of Series A Preferred Stock is subject to a beneficial ownership limitation of 9.99% of our outstanding common stock.

Redemption - The Company may, in its sole discretion, elect to redeem all or a portion of the outstanding Preferred Shares at the Redemption Amount. As used herein, the term "Redemption Amount" shall equal the Stated Value. If the Company does not redeem all of the outstanding Preferred Shares, but instead opts for a partial redemption, it must be done in at least \$250,000 increments, and for every \$250,000 redeemed,

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the Company will issue to the holder a warrant to purchase 1,000,000 shares of the Company's common stock at an exercise price of \$0.25 per share.

Series B Preferred Stock

On August 25, 2025, the Board of Directors and shareholders of the Company approved the creation of Series B Preferred Stock.

Also on August 25, 2025, the Company entered into a Conversion Agreement with Forfront, LLC, an affiliate of the Company, for it to convert 10,000,000 shares of Series A Preferred Stock into 10,000,000 shares of the newly created Series B Preferred Stock. The conversion has been treated as preferred stock extinguishment where the fair value of Series B preferred stock has been recognized and the carrying value of Series A Preferred Stock has been derecognized with the difference of \$700,000 has been treated as a deemed dividend recorded in accumulated deficit.

Finally, on August 25, 2025, the Company entered into a Voting Agreement with Forfront, LLC, the sole Holder of the Series B Preferred Stock, in which Forfront agreed to vote its shares of Series B Preferred Stock in accordance with the direction of a majority vote of the Company's three founders, which includes Vincent Napolitano, Shaun Quin and Glen Steward, with the Company's President receiving an irrevocable proxy to vote the shares. The term of the irrevocable proxy under the Voting Agreement terminates upon the earlier of (i) a period of fifteen (15) years from August 25, 2025, with the ability to extend; (ii) mutual written agreement of the parties to terminate the Voting Agreement; (iii) when there are no shares of Series B Preferred Stock outstanding; or (iv) the dissolution or liquidation of the Company.

The conversion to Series B Preferred Stock and the Voting Agreement are part of a strategic initiative to streamline the Company's capital structure, enhance governance control during a critical phase involving corporate rebranding, and align leadership with long-term objectives without diluting economic interests of non-affiliate shareholders. The Board determined this related-party transaction to be fair under Nevada law and ratified it by majority voting power.

The following is a description of the material rights of the Company's Series B preferred stock:

Voting - The Series B Preferred Stock shall vote on any matter that may from time to time be submitted to the Company's shareholders for a vote, on a 50-for-one basis.

Conversion - The Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time after five years from the date of issuance of such share, at the office of the Company or any transfer agent for such stock, into such number of fully paid and non-assessable shares of common stock on a one-to-one basis.

Dividend - The holders of shares of Series B Preferred Stock shall not be entitled to receive any dividends, out of any assets legally available thereon, on the common stock of the Company, as and if declared by the Board of Directors.

Liquidation Preference - The Series B Preferred Stock shall not have any value in the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary.

Series C Preferred Stock

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On May 9, 2025, pursuant to Certificate of Designation for the Series C Preferred Stock, 18,750,000 Series C Preferred Stocks were converted into 18,750,000 shares of common stock at par value \$0.0001 of Stewards, Inc.

On August 25, 2025, the Company filed a withdrawal to the Certificate of Designation, as amended, for the Series C Preferred Stock.

Common Warrants and Prefunded Warrants

On September 9, 2024, the Company entered into a securities purchase agreement (the “Securities Purchase Agreement”) with certain purchasers (the “Purchasers”) for the sale of the Company’s securities and, in connection therewith, entered into a registration rights agreement with the Purchasers.

In an initial closing on December 12, 2024 (the “Initial Closing”), the Company issued 8,000,000 common units (the “Common Units”). Each Common Unit consisted of (i) one share of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), (ii) one common warrant to purchase one share of Common Stock (the “Common Warrant”), and (iii) one pre-funded warrant to purchase 3/200th of a share of Common Stock (the “Pre-funded Warrant”). The Common Units were sold at a purchase price of \$0.25 per share of Common Stock. Gross proceeds from the Initial Closing were approximately \$2.0 million, before placement agent fees and expenses and other offering costs of \$207,600. These proceeds has been allocated between the Common Stock, Common Warrant and Pre-funded Warrant issued as part of the offerings.

In a second closing on August 14, 2025 (the “Second Closing”), the Company issued 1,750,000 Common Units on substantially the same terms as the Initial Closing. The Common Units were sold at a purchase price of \$0.25 per share of Common Stock. The Common Warrants have a five-year term and an exercise price of \$0.40 per share, and the Pre-funded Warrants have an exercise price of \$0.0001 per share. Gross proceeds from the Second Closing were approximately \$437,500, before placement agent fees and expenses and other offering costs of \$51,350. These proceeds has been allocated between the Common Stock, Common Warrant and Pre-funded Warrant issued as part of the offerings.

On June 4, 2025, the Company issued 487,500 shares of common stock and common warrants to the Purchasers in connection with an amendment to the registration rights agreements. The fair value of the instruments issued was \$329,248, which the Company recognized as expense during the year ended December 31, 2025.

On December 12, 2025, the Company issued an additional 146,250 Pre-Funded Warrants as delay payment in accordance with the Registration Rights Agreement with the investors.

The Common Warrants have an exercise price of \$0.40 per share and are exercisable from the date of issuance for a term of five years. As of December 31, 2025, there are 10,237,500 Common Warrants outstanding.

The Pre-Funded Warrants have a nominal exercise price of \$0.0001 per warrant share and are exercisable such that one-sixth (1/6) of the warrant shares becomes exercisable on or after the date that is six months from the issuance date, with an additional one-sixth (1/6) becoming exercisable each month thereafter. The warrants remain exercisable during this exercise period until the earlier of (i) the warrants being exercised in full or (ii) the Company’s common stock being uplisted, which earlier event serves as the termination

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date after which the warrants are no longer exercisable. As of March 31, 2026, there are 10,237,500 Common Warrants outstanding. As of March 31, 2026, there are 292,500 Pre-Funded Warrants outstanding.

Both the Common Warrants and Prefunded Warrants are equity-classified. The fair values at issuance date were determined using Black-Scholes model, based on the following assumptions at the time of issuance:

Dividend yield	0%
Expected volatility	75%
Risk-free interest rate	3.93%-4.33%
Expected term	4.25-5 Years

Note 18 - Segment Information

Operating segments are defined as components of an entity for which separate discrete financial information is available and is regularly reviewed by the CODM. The CODM evaluates, oversees, and manages the Company's operations and financial performance through two reportable segments that are organized primarily by type of business activity. Specifically, the segments include: Financing Solutions and Real Estate Operations.

The Company is operating as a private credit company focused on providing alternative financing solutions to small and medium-sized businesses across the United States. In July 2025, the Company expanded its U.S. operations into real estate through the acquisition of Block 40, these operations are in the United States.

While the Company operates across multiple customer types and geographic locations, the CODM regularly receives and reviews discrete financial information disaggregated by these segments, which are used as the basis for evaluating performance and allocating resources.

The CODM does not review expense items at a level lower than those presented in the table below. The following tables present certain financial information related to our reportable segments:

	For the Three Months Ended March 31, 2026		
	Financing Solutions	Real Estate Operations	Total
Revenue	\$ 1,470,270	\$ 2,384,395	\$ 3,854,665
Significant segment-level expenses:			
Cost of revenue	273,885	1,306,050	1,579,935
General and administrative expenses	1,357,882	1,396,955	2,754,837
Provision for credit losses	301,649	-	301,649
Depreciation and amortization	61,466	2,330,773	2,392,239
Professional fees	422,705	600,397	1,023,102
Loss from operations	\$ (947,317)	\$ (3,249,780)	\$ (4,197,097)

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	As of March 31, 2026		
	Financing Solutions	Real Estate Operations	Total
CURRENT ASSETS			
Cash, cash equivalents	\$ 448,213	\$ 813,939	\$ 1,262,152
Restricted cash	10,000	3,450,154	3,460,154
Advance receivables, net	6,783,416	8,002	6,791,418
Prepaid expense	105,701	346,499	452,200
Loan commitment asset	4,848,233	-	4,848,233
Due from related parties	65,198	104,640	169,838
Other current assets	40,438	466,683	507,121
Total current assets	12,301,199	5,189,917	17,491,116
Fixed assets, net	118,373	155,360,577	155,478,950
Operating lease right-of-use asset	32,535	-	32,535
Intangible assets, net	461,245	1,036,918	1,498,163
Goodwill	1,219,134	-	1,219,134
Other assets	23,782	44,424	68,206
TOTAL ASSETS	\$ 14,156,268	\$ 161,631,836	\$ 175,788,104

	Three Months Ended March 31, 2025		
	Financing Solutions	Real Estate Operations	Total
Revenue	\$ 3,365,225	\$ -	\$ 3,365,225
Significant segment-level expenses:			
Cost of revenue	653,821	-	653,821
General and administrative expenses	1,961,303	-	1,961,303
Provision for credit losses	566,244	-	566,244
Depreciation and amortization	61,612	-	61,612
Professional fees	574,416	-	574,416
Loss from operations	\$ (452,171)	\$ -	\$ (452,171)

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	As of December 31, 2025		
	Financing Solutions	Real Estate Operations	Total
CURRENT ASSETS			
Cash, cash equivalents	\$ 4,165,334	\$ 738,709	\$ 4,904,043
Restricted cash	-	3,273,763	3,273,763
Advance receivables, net	7,229,456	8,002	7,237,458
Prepaid expense	141,348	375,066	516,414
Loan commitment asset	6,709,609	-	6,709,609
Due from related parties	40,231	98,340	138,571
Other current assets	50,387	616,302	666,689
Total current assets	18,336,365	5,110,182	23,446,547
Fixed assets, net			
Fixed assets, net	118,447	150,873,861	150,992,308
Operating lease right-of-use asset	45,637	-	45,637
Intangible assets, net	509,996	1,997,802	2,507,798
Goodwill	1,219,134	-	1,219,134
Other assets	150,001	1,159	151,160
TOTAL ASSETS	\$ 20,379,580	\$ 157,983,004	\$ 178,362,584

Note 19 - Subsequent Events

In April 2026, the Company borrowed \$500,000 under its existing credit facility for general corporate purposes. This draw bears interest at the contractual rate and is subject to the terms and conditions of the facility agreement. As of the date of this filing, the Company is in compliance with all associated financial covenants.

In May 2026, the Company borrowed \$500,000 under its existing credit facility for general corporate purposes. This draw bears interest at the contractual rate and is subject to the terms and conditions of the facility agreement. As of the date of this filing, the Company is in compliance with all associated financial covenants.

Subsequent to March 31, 2026, the Company's Board of Directors approved a leadership transition and related governance changes. Effective June 1, 2026, Vincent Napolitano will transition from his roles as Chief Executive Officer, Chairman, and Treasurer and will be appointed as Chairman Emeritus. Concurrently, Shaun Quin will be appointed Chief Executive Officer and Glen Steward will be appointed Chairman of the Board. As of the date of issuance of these interim financial statements, the definitive agreements related to these arrangements are in the process of being finalized. The Company has not recorded any amounts related to these arrangements as of March 31, 2026, as the terms were not fully executed or determinable as of March 31, 2026.