# Confidential Private Placement Memorandum

# SR Realty Trust, Inc.

**SR Realty Trust, Inc.**
**901 North Third Street, Suite 100**
**Minneapolis, Minnesota 55401**
**Telephone: (612) 371-3000**
**Facsimile: (612) 359-5858**

# Up to $50,000,000
## of 30, 90, 180 Day and One Year, Eighteen Months, Two, Three, Four, Five and Ten Year Time Certificates

| Term* | Interest Rate[1] |
|---|---|
| 30 Day | 5.50% |
| 90 Day | 5.75% |
| 180 Day | 6.00% |
| 1 Year[2] | 7.00% |
| 18 Months[2] | 7.50% |
| 2 Years[2] | 8.00% |
| 3 Years[2] | 8.50% |
| 4 Years[2] | 7.50% |
| 5 Years[2] | 7.00% |
| 10 Years[2] | 6.50% |

(1) The interest rate of the Certificates is based upon the length of the term of the Certificate and will remain fixed throughout the term of each Certificate issued; provided, however, that we reserve the right, in our sole discretion and at any time, to change the term lengths and interest rates of the Certificates offered hereunder.

(2) Certificates with a purchase price in excess of $200,000 and with a length of term of one year or more may, at the holder's option, be converted into common shares of SR Realty Trust, Inc. at a discounted purchase price per share. If the holder of the Certificate elects to convert after one year but before two years, the purchase price per share will be discounted 3%. If converted between two years and three years, the discount will be 4%, and after three years the discount will be 5%. Certificateholders that convert their Certificates to SR Realty Trust common shares must be accredited investors at the time of conversion.

**The date of this Memorandum is May 1, 2025**

# SR Realty Trust, Inc.

# Confidential Private Placement Memorandum

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# Confidential Offering Memorandum

# SR REALTY TRUST, INC.

## Up to $50,000,000 of Time Certificates

SR Realty Trust, Inc. ("we", "us" or the "Company"), a Maryland corporation, is offering up to $50,000,000 worth of Time Certificates ("Certificates"). The Certificates are being offered by the Company in any combination of maturities not to exceed the aggregate principal amount expressed in this confidential offering memorandum (the "Memorandum"). The interest rates and maturities offered may be changed by the Company from time to time, but any such changes will not affect the rates of interest on any Certificates purchased prior to the effective date of such change. Changes in interest rates or maturities will be noted by supplement to this Memorandum. Interest is payable quarterly or, at the option of the purchaser at the time of purchase, compounded quarterly and paid at maturity. For certificates with a maturity of 90 days or less, interest will be paid at maturity. The Certificates are general unsecured obligations of the Company. The Certificates may be redeemed, in whole or in part, at the election of the Company at 100% of their principal amount plus accrued interest at any time prior to maturity. See "Description of the Certificates". The Certificates are being offered solely to "accredited investors" as that term is defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933, as amended (the "1933 Act"). The offering will be made pursuant to Rule 506(c), so general advertising and solicitation may be utilized. See "Plan of Distribution". A minimum subscription of $50,000 from each investor is required, unless waived by the Company in its sole discretion.

The purchase price of the Certificates is par. Prior to this offering, there has been no established market for the Company's securities, and it is unlikely that an established market will develop in the foreseeable future. We are offering the Certificates on a "best efforts" basis, and there is no minimum amount of Certificates that must be sold before the Company may accept subscriptions and begin using the proceeds received from investors. As such, we may use your investment immediately. As of March 31, 2025, $11,435,200 of time certificates were outstanding.

Payment of the Certificates is not secured or guaranteed and is subordinate in right to payment of all existing and future, senior, secured, unsecured and subordinate indebtedness of the Company and other financial obligations of the Company. A Certificate holder has no right to require the Company to prepay or repurchase any Certificate prior to its maturity date. The Certificates may be redeemed by a Purchaser prior to the stated maturity only upon your death or total permanent disability. See "Description of Certificates - Redemption or Repurchase Prior to Stated Maturity."

The Company is a corporation formed under the laws of the State of Maryland in September 2014. It was formed to invest in a diversified portfolio of commercial real estate properties and other real estate related assets. The Company was formed to be operated as a real estate investment trust, or REIT, for federal income tax purposes and intends to continue to operate as a REIT; however, our ability to continue to qualify for REIT status cannot be guaranteed. The Company is externally managed by our advisor, SRRT Advisor, LLC ("Advisor").

**THE CERTIFICATES OFFERED HEREBY ARE NOT CERTIFICATES OF DEPOSIT OR SIMILAR OBLIGATIONS, AND ARE NOT GUARANTEED OR INSURED BY, ANY DEPOSITORY INSTITUTION, THE FDIC, THE SECURITIES INVESTOR PROTECTION CORPORATION OR ANY OTHER GOVERNMENT AGENCY OR PRIVATE FUND OR ENTITY. CERTIFICATE HOLDERS ARE NOT ENTITLED TO OBTAIN PAYMENT PRIOR TO MATURITY.**

**THE CERTIFICATES OFFERED HEREBY ARE HIGHLY SPECULATIVE, ILLIQUID, INVOLVE A HIGH DEGREE OF RISK AND SHOULD BE PURCHASED ONLY IF YOU CAN AFFORD TO LOSE YOUR ENTIRE INVESTMENT. SEE "RISK FACTORS".**

**IN MAKING AN INVESTMENT DECISION, YOU MUST RELY ON YOUR OWN EXAMINATION OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE CERTIFICATES ARE OFFERED PURSUANT TO CLAIMED EXEMPTIONS FROM REGISTRATION UNDER THE 1933 ACT AND APPLICABLE STATE SECURITIES LAWS. THESE CERTIFICATES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION. NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS CONFIDENTIAL OFFERING MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**THE CERTIFICATES OFFERED HEREBY WILL BE "RESTRICTED SECURITIES" UNDER THE 1933 ACT, MUST BE HELD FOR INVESTMENT PURPOSES ONLY, AND ARE SUBJECT TO SUBSTANTIAL LIMITATIONS ON RESALE OR OTHER TRANSFER. YOU MUST PURCHASE THE CERTIFICATES FOR YOUR OWN ACCOUNT AND**

**MUST ASSUME THE ECONOMIC RISK OF INVESTMENT FOR AN INDEFINITE PERIOD OF TIME. SEE "RISK FACTORS" AND "PLAN OF DISTRIBUTION."**

| | Price to Investors | Selling Commission | Proceeds to Company[1] |
|---|---|---|---|
| Per Certificate[1] | 100% | [2] | 100% |
| Total Offering | $50,000,000 | [2] | $50,000,000 |

*(1) Assuming that all of the Certificates offered hereby are sold and before deduction of expenses of this offering estimated at $100,000. Since the offering is being made on a "best efforts" basis, no assurance can be given that any or all of the Certificates will be sold. Accordingly, the proceeds may be less than stated above. As of the date of this Memorandum, no Certificates have been sold in this offering. The offering may be terminated by the Company at any time. The Company has the right to accept or reject subscriptions, in whole or in part, at its discretion. See "Plan of Distribution."*

*(2) The Certificates are being sold by our executive officers and directors, who will receive no commissions, warrants or other compensation for doing so. However, we may, at our discretion, retain registered broker/dealers to act as non-exclusive agents ("Agents") to sell Certificates in this Offering. We retain the right to pay such Agents consideration for doing so, which may include commissions and warrants to purchase shares of our common stock. Any such commissions and fees would increase the expense of the Offering and reduce our proceeds. For further information on the Plan of Distribution and potential expenses of the Offering, including any Agent compensation, see "Plan of Distribution."*

**The Date of this Memorandum is May 1, 2025.**

## PREFACE

We have prepared this Confidential Private Placement Memorandum (the "Memorandum") for distribution to a limited number of prospective accredited investors for their confidential use and information in evaluating an investment in the Certificates. As you read the Memorandum, please note the following:

This Memorandum is confidential and may not be reproduced or distributed in whole or in part.

You are urged and invited to ask questions of and obtain additional information from us concerning the terms and conditions of the offering, ourselves as a company, our business, our operating partnership and any other relevant matters (including, but not limited to, additional information to verify the accuracy of the information set forth herein). Such information will be provided to the extent that our officers, directors and our external advisor possess such information, or can acquire it, without unreasonable effort or expense. You will be asked to acknowledge in the Subscription Agreement, attached as Exhibit A to this Memorandum, that you were given the opportunity to obtain such additional information and that you either did so or elected to waive such opportunity. The offering will be made pursuant to Rule 506(c) so general solicitation and offering literature or advertising may be employed in the offering of the Shares. The offering, however, will only be made by way of this Memorandum and any exhibits, supplements, or amendments hereto.

You should not construe the contents of this Memorandum as legal, tax or investment advice, and you should consult your own attorney, accountant and business advisor as to legal, tax and related matters concerning an investment in the Certificates.

No one has been authorized to make any representations or give any information not contained or referred to herein. Only those representations set forth in this Memorandum may be relied upon in connection with this offering. This offering does not constitute a public offer to sell or a public solicitation of an offer to buy the securities described herein.

**THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITIES OTHER THAN THE SECURITIES TO WHICH IT RELATES. THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO ANYONE IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORIZED OR IN WHICH THE PERSON MAKING SUCH OFFER OR SOLICITATION IS NOT QUALIFIED TO DO SO, OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION. UNLESS OTHERWISE INDICATED, ALL INFORMATION CONTAINED HEREIN IS AS OF THE DATE OF THIS MEMORANDUM, AND NEITHER THE DELIVERY OF THIS MEMORANDUM NOR ANY SALES MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, IMPLY THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY SINCE SUCH DATE.**

**ANY REPRODUCTION OR DISTRIBUTION OF THIS MEMORANDUM, IN WHOLE OR IN PART, OR THE DIVULGENCE OF ANY OF ITS CONTENTS, WITHOUT OUR PRIOR WRITTEN PERMISSION, IS PROHIBITED. YOU, BY ACCEPTING DELIVERY OF THIS MEMORANDUM, AGREE TO RETURN THIS MEMORANDUM AND ALL ENCLOSED DOCUMENTS TO US IF YOU DECIDE NOT TO PURCHASE ANY OF THE CERTIFICATES OFFERED HEREBY. THIS MEMORANDUM IS FURNISHED FOR YOUR SOLE USE AS A POTENTIAL PURCHASER AND FOR THE SOLE PURPOSE OF PROVIDING INFORMATION REGARDING THE CERTIFICATES PROPOSED TO BE SOLD.**

**THE CERTIFICATES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD.**

## FORWARD-LOOKING STATEMENTS

Any statements in this Memorandum and any exhibits, supplements or amendments hereto that are not historical facts are forward-looking statements. Words such as "expect," "believe," "intend," "estimate," "project," "may," and similar expressions identify forward-looking statements. These forward-looking statements are predicated on beliefs and assumptions based on information known as of the date of this Memorandum, are not guarantees of future performance and do not purport to speak as of any other date. Forward-looking statements may include descriptions of the Company's plans and objectives for future operations and forecasts of its revenue, earnings or other measures of economic performance (including statements of profitability). They involve assumptions and are subject to substantial risks and uncertainties, such as changes in plans, objectives, expectations and intentions. Should one or more of these risks materialize or should underlying beliefs or assumptions prove incorrect, actual results could differ materially from those discussed and the Company may not meet its objectives.

Information contained in this Memorandum, including forward-looking statements, speak only as of the date of this Memorandum. The Company does not undertake to update this Memorandum, including forward-looking statements, to reflect facts, circumstances, assumptions or events that occur after the date of this Memorandum.

## WHERE YOU CAN FIND MORE INFORMATION

This Memorandum does not contain all of the information that an investor may want to know about the Company and the offering. For more information about the Company, the operating partnership, the Advisor, our properties, our operations and financial condition you should contact Evan C. Richardson, Senior Vice President of the Company, by telephone at (612) 359-5849 or by email at erichardson@sr-re.com, or Erik Condra, Director of Business Development, by telephone at (734) 751-4341 or by email at econdra@sr-re.com, or Laura Hanneman, Investor Services Manager, by telephone at (612) 305-7083 or by email at lhanneman@sr-re.com during normal business hours.

By subscribing, investors will be deemed to have acknowledged that they have had an opportunity to request from the Company any additional information they desire from the Company. Additional documents that are available for review include, but are not limited to the following:

1. SR Realty Trust, Inc., Private Placement Memorandum dated May 1, 2025
2. Form of Advisory Agreement, as amended
3. Form of Limited Partnership Agreement for SRRT Properties, LP
4. Current Portfolio Information
5. 2024 Annual Report of SR Realty Trust, Inc.

## MEMORANDUM SUMMARY

*This summary highlights some of the most significant information contained elsewhere in this Memorandum. Because it is a summary, it does not contain all of the information that may be important to you. To understand this Memorandum fully, you should read the entire Memorandum and the Exhibits carefully, including, without limitation, the information discussed under the caption "Risk Factors" before making a decision to invest in the Certificates.*

**SR Realty Trust, Inc.**

SR Realty Trust, Inc. is a Maryland corporation formed in September 2014 for the purpose of investing in a diversified portfolio of commercial real estate properties and other real estate related assets. We are externally managed by our Advisor, SRRT Advisor, LLC. We are not a mutual fund and do not intend to register as an investment company under the Investment Company Act. We operate as a REIT for federal income tax purposes. We hold and plan to continue to hold all, or substantially all, of our assets through an operating partnership we control as general partner. Therefore, we are organized as an Umbrella Partnership Real Estate Investment Trust (UPREIT). We use this structure principally to facilitate the acquisition of commercial real estate properties on a tax deferred basis for the transferring property owner.

Our principal executive office is located at 901 North Third Street, Suite 100, Minneapolis, Minnesota 55401. Our telephone number is (612) 371-3000, and fax number is (612) 359-5858.

Additional information regarding the Company and the Advisor is available in the SR Realty Trust, Inc. Private Placement Memorandum date May 1, 2025, which is available upon request.

## THE OFFERING

**Securities Offered**

$50,000,000 principal amount of Time Certificates, offered in minimum denominations of $1,000 with a minimum purchase requirement of $50,000. The Certificates are not issued pursuant to an indenture. The following chart lists the maturities and interest rates offered:

| SR REALTY TRUST, INC. CERTIFICATES OFFERED | | | |
|---|---|---|---|
| **30 Day** | **5.50%** | **2 Year** | **8.00%** |
| **90 Day** | **5.75%** | **3 Year** | **8.50%** |
| **180 Day** | **6.00%** | **4 Year** | **7.50%** |
| **1 Year** | **7.00%** | **5 Year** | **7.00%** |
| **18 Months** | **7.50%** | **10 Year** | **6.50%** |

**Outstanding Certificates**

As of March 31, 2025 there was $11,435,200 in Certificates outstanding, of which $9,075,248 mature in 2025 and $2,160,000 mature in 2028.

**Interest Rate and Payment**

The Certificates bear interest from the date of issuance until the date of maturity. Interest is paid quarterly or, if elected by the purchaser at the time of purchase, compounded quarterly and paid at maturity. Certificates with a maturity of 90 days or less, will pay accrued interest at maturity. Interest accrues on a calendar quarterly basis with interest coming due on March 31, June 30, September 30 and December 31 of each year. See "Description of the Certificates". The interest rates for the various maturities are set forth above. Interest rates or maturities offered may be changed by the Company from time to time, but such change will not affect the interest rate or maturity of Certificates purchased prior to the effective date of such change.

**Subordination**

The indebtedness evidenced by the Certificates, and any interest thereon, is subordinated in right of payment to all of our senior debt. "Senior debt" includes without limitation all of our secured, unsecured, senior indebtedness, as well as other financial obligations of the Company, whether outstanding on the date of this Memorandum or incurred after the date of this Memorandum, whether such indebtedness is or is not specifically designated as being Senior debt in its defining instruments, other than any future offerings of additional Certificates, which will rank equally with the Certificates. Any documents, agreements or instruments evidencing or relating to any Senior debt may be amended, restated, supplemented and/or renewed from time to time without requiring any notice to or consent of any holder of Certificate(s).

| | |
|---|---|
| **Method of Purchase** | Prior to your purchase of Certificates, you will be required to complete a subscription agreement that will set forth the principal amount of your purchase, the term of the Certificates and certain other information regarding your ownership of the Certificates and your investing experience. The form of subscription agreement is attached as Exhibit A hereto. We will mail you written acceptance that your subscription has been accepted. Your Certificate will be held in book-entry form. The Form of Certificate is attached as Exhibit B. |
| **Redemption** | Certificates may be redeemed, at the option of the Company, in whole or in part, at any time at 100% of the principal amount, plus accrued interest. Purchasers do not have the right to require repayment prior to maturity except for redemptions requested upon the death or total permanent disability of a holder of Certificates, as further set forth herein. |
| **Conversion** | Certificates with a purchase price in excess of $200,000 and with a length of term of one year or more may, at the holder's option, be converted into common shares of SR Realty Trust, Inc. at a discounted purchase price per share. If the holder of the Certificate elects to convert after one year but before two years, the purchase price per share will be discounted 3%. If converted between two years and three years, the discount will be 4%, and after three years the discount will be 5%. |
| **Security** | The Certificates are unsecured general obligations of the Company. There are no restrictions on the Company with respect to the issuance of additional debt, whether senior or junior to the Certificates. |
| **Senior Debt** | As of March 31, 2025, we have $235 million of debt outstanding, comprised primarily of mortgage notes payable and line of credit each of which is senior to the Certificates. |
| **Transferability** | The Certificates are non-negotiable and may not be transferred. |
| **Limited to Accredited Investors** | This offering is made solely to "accredited investors" as the term is defined by Rule501(a) of Regulation D of the 1933 Act. In the Subscription Agreement, purchasers will be required to represent that they are "accredited investors." |
| **Use of Proceeds** | Net proceeds will be available for general working capital purposes of the Company. Since this offering is made on a "best efforts" basis, there is no assurance that any Certificates will be sold. See "Use of Proceeds". |
| **Fees** | SRRT Advisor, LLC will charge the Company a monthly administrative fee of $1,000 to administer the Certificates. In addition, SRRT Advisor will earn an asset management fee, payable monthly, equal to 1.0% of the first $1.5 million of certificates outstanding plus 0.5% of any amount in excess of $1.5 million. These fees are in addition to other fees and amounts payable to the Advisor pursuant to the Advisory Agreement. |
| **Absence of Public Market / Transfer Prohibited** | There is no existing market for the Certificates, and it is unlikely one will develop. Resale or transfer of the Certificates is not permitted. |

## SUMMARY FINANCIAL DATA

The summary financial data below should be read in connection with our consolidated financial statements included in this Memorandum at Exhibits C and D. We have derived the statement of operations data for the years ended December 31, 2024, and 2023 and the balance sheet data as of December 31, 2024, and 2023 from our audited consolidated financial statements (Exhibit C). The statement of operations data for the three months ended March 31, 2024 and 2025 and the balance sheet data as of March 31, 2025 are derived from our unaudited consolidated financial statements (Exhibit D). Our historical results are not necessarily indicative of the results that may be expected in the future.

| | Years Ended December 31, | | Three Months Ended March 31, | |
|---|---|---|---|---|
| | **2023** | **2024** | **2024** | **2025** |
| **Consolidated Statement of Operations Data:** | | | *(unaudited)* | |
| Total revenues | $36,700,834 | $42,800,563 | $9,922,381 | $11,329,872 |
| Total operating expenses | 31,754,912 | 36,363,535 | 8,640,989 | 9,735,768 |
| Operating income | 4,945,922 | 6,437,028 | 1,281,392 | 1,594,104 |
| Interest expense | (9,713,578) | (12,762,734) | (3,089,300) | (3,048,788) |
| Other income | 5,789 | 997,919 | (1,296,101) | 451,637 |
| Net loss | (4,761,867) | (5,327,787) | (3,104,010) | (1,003,047) |
| Net loss attributable to non-controlling interest | 4,178,599 | 4,661,678 | 2,580,546 | 907,397 |
| Net loss attributable to the Company | ($583,268) | ($666,109) | ($523,464) | ($95,650) |

| | As of December 31, | | As of March 31, 2025 | |
|---|---|---|---|---|
| | **2023** | **2024** | **Actual** | **As Adjusted[(1)]** |
| **Consolidated Balance Sheet Data:** | | | *(unaudited)* | |
| Net real estate property and investments | $285,983,286 | $330,588,294 | $324,260,410 | $324,260,410 |
| Cash, cash equivalents and restricted cash | 5,714,003 | 5,737,084 | 6,111,053 | 56,011,053 |
| Other assets | 21,343,622 | 18,060,810 | 18,095,227 | 18,095,227 |
| Total assets | $313,040,911 | $354,386,188 | $348,466,690 | $398,366,690 |
| | | | | |
| Net notes payable | $189,212,874 | $228,086,537 | $226,905,315 | $276,805,315 |
| Line of credit | 20,810,000 | 19,005,000 | 17,530,000 | 17,530,000 |
| Other liabilities | 5,158,011 | 4,808,841 | 4,794,518 | 4,794,518 |
| Stockholders' equity | 21,162,528 | 20,492,186 | 21,024,797 | 21,024,797 |
| Non-controlling interest | 76,697,498 | 81,993,624 | 78,212,060 | 78,212,060 |
| Total liabilities and stockholders' equity | $313,040,911 | $354,386,188 | $348,466,690 | $398,366,690 |

**(1) Adjusted to account for the receipt of the gross proceeds of this offering less $100,000 in estimated expenses, assuming the sale of all Certificates offered hereunder, of which there can be no assurance. See "Use of Proceeds".**

## RISK FACTORS

Investment in the Certificates may be considered speculative. Investors should consider, along with the other matters and risk factors set forth in the Company's Private Placement Memorandum dated May 1, 2025, the following factors in evaluating an investment in the Certificates:

***General risks of investments in real estate***. The Company's success, and therefore our ability to make interest and principal payments on the Certificates, will depend upon the results of operations of our portfolio of real estate and real estate related investments, which will be subject to those risks typically associated with real estate ownership. Fluctuations in occupancy rates, rent schedules and operating expenses can adversely affect operating results or render the sale or refinancing of a real estate investment difficult or unattractive. Other factors include, among others, the validity and enforceability of leases, financial resources of the tenants, tenant bankruptcies, rent levels and sales levels in the local areas of the investments; adverse changes in local population trends, market conditions, neighborhood values, local economic and social conditions, supply and demand for property such as our real estate investments, competition from properties that could be used in the same manner as our real estate investments, interest rates and real estate tax rates; governmental rules, regulations and fiscal policies, including the effects of inflation and enactment of unfavorable real estate regulation, rent control, environmental or zoning laws; hazardous material laws, uninsured losses and other risks. All of these factors are beyond our control. Any negative changes in these factors could affect our ability to meet our obligations, make interest or principal payments on the Certificates and distributions to stockholders or achieve our investment objectives. Because real estate investments are relatively illiquid, it could be difficult for us to promptly sell one or more of our commercial real estate properties on

favorable terms. This may be a result of economic conditions, availability of financing, interest rates, and other factors beyond our control.

***Dependence on our Advisor***. Our ability to achieve our objectives is dependent upon the successful performance of our Advisor in the acquisition and disposition of commercial real estate properties and other real estate related assets, the management of our portfolio, the selection of tenants for our properties, the selection of property managers and other service providers for our properties, and the determination of any financing arrangements. If the Advisor suffers or is distracted by adverse financial or operational problems in connection with its operations unrelated to us or for any reason, it may be unable to allocate a sufficient amount of time and resources to our operations. If this occurs, our ability to achieve our financial goals may be adversely affected.

***Subordination.*** The indebtedness evidenced by the Certificates, and any interest thereon, is subordinated in right of payment to all of our senior debt. "Senior debt" includes without limitation of our secured, unsecured, senior indebtedness, as well as other financial obligations of the Trust, whether outstanding on the date of this Memorandum or incurred after the date of this Memorandum, whether such indebtedness is or is not specifically designated as being Senior debt in its defining instruments, other than any future offerings of additional unsecured Certificates, which will rank equally with the Certificates. Any documents, agreements or instruments evidencing or relating to any Senior debt may be amended, restated, supplemented and/or renewed from time to time without requiring any notice to or consent of any holder of Note(s).

***No Collateral***. The Certificates are unsecured general obligations of the Company. In the event of the liquidation of the Company, secured obligations and Senior debt of the Company must be paid prior to the payment of any principal or interest on the Certificates. There are no sinking funds or other similar provisions providing for the retirement of the Certificates at their maturity. The Company expects that the proceeds from a number of new Certificates may be used to repay maturing Certificates. The Company's ability to repay the Certificates is dependent upon the availability of cash generated from operations, sale of Certificates, and debt financing from other sources such as mortgages and bank loans or lines of credit.

***Early Repurchase or Redemption***. The Company is not obligated to repurchase any Certificate prior to its maturity date. However, the Company may, at its option and at any time, redeem all or a part of the outstanding Certificates of the Company and such redemptions need not be of any particular maturity or be made pro rata within any particular maturity. Certificates will be redeemed at 100% of the principal amount, plus accrued interest. There is no prepayment premium.

***Compliance with REIT requirements***. To qualify as a REIT, we must continually satisfy tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our stock. We may be required to make distributions to stockholders at disadvantageous times, including when we do not have readily available funds for distribution. Thus, compliance with the REIT requirements may hinder our ability to operate solely on the basis of maximizing profits. To qualify as a REIT, at the end of each calendar quarter, at least 75% of our assets must consist of cash, cash items, government securities and qualified real estate assets. The remainder of our investments in securities (other than government securities and qualified real estate assets), in general, cannot include more than 10% of the voting securities of any one issuer or more than 10% of the value of the outstanding securities of any one issuer. In addition, no more than 5% of the value of our assets (other than government securities and qualified real estate assets) can consist of the securities of any one issuer, and no more than 25% of the value of our assets may be represented by securities of one or more taxable REIT subsidiaries. We may be required to liquidate otherwise attractive investments in order to satisfy these requirements.

***No Indenture***. The Certificates are not issued pursuant to a trust indenture. Thus, there is no trustee to enforce the collective rights of holders of Certificates and each Certificate holder will be required to pursue his or her own rights in the event of a default.

***No Trading Market / Certificates may not be Transferred***. The Certificates will be issued in book-entry form only and cannot be transferred. It is highly unlikely that any market for the Certificates offered hereunder will develop.

***Resale Limitation Acknowledgement***. Purchasers will be required to acknowledge that resale or transfer of the Certificates is not permitted. The form of Certificate attached at Exhibit B contains a legend with respect to the resale prohibition and that the Certificates are not registered under the 1933 Act. The Company will make a notation in its records of such transfer restrictions.

***Payment of fees and expenses to the Advisor reduces the cash available for investments.*** The Advisor performs services for us in connection with the selection, acquisition and disposition of our investments; the management of our assets; and certain administrative services. We pay the Advisor an annual management fee, reimbursement for operating and acquisition expenses as well as acquisition, disposition, financing and development fees. Such fees and payments reduce the amount of cash available for further investments.

***Allocation of time and effort.*** We rely on the personnel of the Advisor and its affiliates to manage our assets and daily operations. Three of our directors are owners of the Advisor and the primary property manager of a number of our properties, and

therefore have conflicts of interest in allocating their time, services and functions among us and other real estate programs or business ventures the Advisor or its affiliates organize or serve.

***Division of loyalty.*** Several of our officers and/or directors serve as officers, governors and owners of one or more entities affiliated with our Advisor or directors, including real estate companies, property managers, tenants of our properties and brokerage companies. As a result, these individuals owe fiduciary duties to these other entities and their investors, which may conflict with the fiduciary duties that they owe to us and our stockholders. Their loyalties to these other entities and investors could result in action or inaction detrimental to our business, which could harm the implementation of our business strategy and investment and leasing opportunities.

***Allocation of investment opportunities.*** The Advisor and its affiliates are or may become committed to the continuing management of other business ventures. Accordingly, there may be conflicts of interest between our investments and other investments or business ventures in which the Advisor and its affiliates are participants. In addition, the Advisor and its officers will advise other investment programs that invest in commercial real estate properties and real estate related assets in which we may be interested. Therefore, the Advisor could face conflicts of interest in allocating and determining which programs will have the opportunity to acquire and participate in such investments as they become available. As a result, other investment programs advised by the Advisor may compete with us with respect to certain investments we may want to acquire.

***Investments owned by Advisor or its affiliates.*** Our Advisor identifies and selects potential investments in real estate properties and other real estate related assets in which we may be interested. Such investments could include property owned directly or indirectly by the Advisor or its affiliates.

***Advisor may profit even if investment is not profitable.*** The Advisor receives advisory, acquisition, disposition, management, financing, and development fees under the Advisory Agreement. The Advisor and its affiliates may also be appointed or utilized to provide other services to us and our assets and receive fees and compensation for providing such other services, such as property management fees and construction fees. Therefore, the Advisor and its affiliates may profit from real estate investments even where we lose all or a portion of our investment. In addition, the agreements and arrangements, including those relating to compensation, between us and the Advisor and its affiliates are not the result of arm's-length negotiations and their terms may not be as favorable to us as if they had been negotiated with an unaffiliated third party.

## USE OF PROCEEDS

The net proceeds to be received by the Company from the sale of all of the Certificates offered hereby will be approximately $49,900,000 after deduction of offering expenses estimated at $100,000. It is anticipated that the net proceeds will be used by the Company for general business purposes, including working capital, capital expenditures, financing, reduction of other outstanding debt, and/or the acquisition of real estate. No specific amount has been allocated to any particular purpose. Since this offering is being made on a "best efforts, no minimum" basis, there is no assurance that any Certificates will be sold. The application of the net proceeds set forth above is based upon the Company's current expectations.

While the foregoing represents our current estimate as to the use of proceeds, we anticipate that our actual uses and allocation of the proceeds may vary, possibly substantially, from our current budget as a result of unforeseen developments.

The timing and amount of our future capital needs will depend on a number of factors, including the amount of proceeds received in this offering, our future operating expenses and losses, our required capital outlays and our costs and expenses of property acquisitions and dispositions. There can be no assurance that additional financing will be available when needed on terms favorable to us, if at all. If adequate funds are not available or are not available on acceptable terms, our ability to carry out our business strategy and reach our goals would be significantly limited. Such limitations could have a material adverse effect on our business, results of operations, financial condition and prospects.

## THE COMPANY

SR Realty Trust, Inc. is a Maryland corporation formed in September 2014 for the purpose of investing in a diversified portfolio of commercial real estate properties and other real estate related assets. We are not a mutual fund and do not intend to register as an investment company under the Investment Company Act. We anticipate that we will continue to build our portfolio through acquisition of various types of commercial real estate properties, including office, industrial, retail, multi-family residential and other commercial properties, that are located in the Midwest and Central United States. The Company's investment strategy is to acquire and maintain a diversified portfolio of income producing commercial real estate assets.

As of the date of this Memorandum, our portfolio consists of 45 stabilized investment properties (or interests therein) in seven (7) markets. We have also invested as a limited partner in partnerships owning six (6) development joint venture investments. The Advisor believes our current portfolio suits our current investment strategy and objectives. Our portfolio of real estate assets totals, in the aggregate, over 4.9 million rentable square feet. Our portfolio is currently 96% leased with industrial and single-tenant-net-lease occupancy at 100%, multi-family occupancy at 97%, retail occupancy at 92% and office occupancy at 76%. Additional information, including a description of each of our properties, is available upon request.

Our principal executive office is located at 901 North Third Street, Suite 100, Minneapolis, Minnesota 55401. Our telephone number is (612) 371-3000, and fax number is (612) 359-5858.

Additional information regarding the Company and the Advisor is available in the SR Realty Trust, Inc. Private Placement Memorandum dated May 1, 2025,which is available upon request.

## ERISA CONSIDERATIONS

The following is a summary of material considerations arising under the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and the prohibited transaction provisions of the federal income tax laws that may be relevant to a prospective investor. This discussion does not deal with all aspects of either ERISA, the prohibited transaction provisions of ERISA and the Code or IRAs subject to the prohibited transaction provisions of the Code. This discussion also does not cover state laws that may be relevant, other employee benefit plans or governmental plans and church plans that are exempt from ERISA.

ERISA is a broad statutory framework that governs most retirement and other employee benefit plans in the United States. ERISA and applicable rules and regulations promulgated under ERISA contain provisions that should be considered by fiduciaries of employee benefit plans subject to the provisions of Title I of ERISA ("ERISA Plans") and their legal advisors. In particular, a fiduciary of an ERISA Plan should consider whether an investment in the Certificates (or, in the case of a participant-directed defined contribution plan, making Certificates available for investment under such plan) satisfies the requirements of ERISA, including the requirements that (1) the investment satisfy the prudence and diversification standards of ERISA, (2) the investment be in the best interests of the participants and beneficiaries of the ERISA Plan, (3) the investment be permissible under the terms of the ERISA Plan's investment policies and governing instruments and (4) the investment does not give rise to a non-exempt prohibited transaction under ERISA.

In determining whether an investment in the Certificates, or making the Certificates available as an investment under a participant-directed plan, is prudent, a fiduciary of an ERISA Plan should consider all relevant facts and circumstances including, without limitation: limitations on the transferability of the Certificates; whether the investment provides sufficient liquidity in light of the foreseeable needs of the ERISA Plan; and whether the investment is reasonably designed, as part of the ERISA Plan's portfolio, to further the ERISA Plan's purposes, taking into consideration the risk of loss and the opportunity for gain (or other return) associated with the investment. The Advisor and its affiliates and our Board of Directors are not required to, nor will they assume responsibility for, advising an ERISA Plan as to the advisability of an investment in the Certificates. Acceptance of a subscription agreement for the purchase of Certificates by any Plan shall in no respect be deemed a representation by us or any other party that such investment meets the relevant legal requirements with respect to that Plan or that the investment is appropriate for such Plan.

ERISA and the Code prohibit certain transactions involving the assets of an ERISA Plan, as well as those plans that are not subject to ERISA but that are subject to Section 4975 of the Code, such as individual retirement accounts (collectively with ERISA Plans, "Plans"), and certain persons (referred to as "parties in interest" for purposes of ERISA or "disqualified persons" for purposes of the Code) having certain relationships to Plans, unless a statutory or administrative exemption is applicable to the transaction. A party in interest or disqualified person who engages in a non-exempt prohibited transaction may be subject to non-deductible excise taxes and other penalties and liabilities under ERISA and the Code, and the transaction might have to be rescinded. In addition, a fiduciary that causes an ERISA Plan to engage in a non-exempt prohibited transaction may be personally liable for any resultant loss incurred by the ERISA Plan and may be subject to other potential remedies.

A Plan that proposes to invest in the Certificates, or to make the Certificates available for investment under a participant directed plan, may already maintain a relationship with the Advisor or one of its affiliates. In this case, the Advisor or such affiliate may be a party in interest under ERISA or a disqualified person under the Code, with respect to such Plan (e.g., if the Advisor or its affiliates provide investment management, investment advisory or other services to that Plan). ERISA and the Code prohibit Plan assets from being used for the benefit of a party in interest or disqualified person. This prohibition is not triggered by "incidental" benefits to a party in interest or disqualified person that result from a transaction involving the Plan that is motivated solely by the interests of the Plan. ERISA and the Code also prohibits a fiduciary from using its position to cause the Plan to make an investment from which the fiduciary, its affiliates or certain parties in which it has an interest would receive a fee or other consideration. In this circumstance, Plans that propose to invest in the Certificates should consult with their counsel to determine if an investment in our Certificates would result in a transaction that is prohibited by ERISA or the Code.

The Certificates offered hereby may be purchased or owned by investors who are investing assets of their IRAs. Our acceptance of an investment by an IRA should not be considered to be a determination or representation by us or any of our respective affiliates that such an investment is appropriate for an IRA. In consultation with its advisors, each prospective IRA investor should carefully consider whether an investment in the Certificates is appropriate for, and permissible under, the terms of its IRA governing documents. In addition, although IRAs are not subject to ERISA, they are subject to the provisions of Section 4975 of the Code, prohibiting transactions with "disqualified persons" and investments and transactions involving fiduciary conflicts. A prohibited transaction or conflict of interest could arise if the fiduciary making the decision to invest has a personal interest in or affiliation with us, the Advisor or any of its affiliates. In the case of an IRA, a prohibited transaction or conflict of interest that involves the beneficiary of the IRA could result in disqualification of the IRA. A fiduciary for an IRA who has any personal interest in or affiliation with us, the Advisor or any of its affiliates, should consult with his or her tax and legal advisors regarding the impact such interest may have on an investment in the Certificates with assets of the IRA.

**PROSPECTIVE INVESTORS SHOULD CONSULT WITH THEIR COUNSEL AND ADVISORS AS TO THE PROVISIONS OF ERISA AND THE CODE RELEVANT TO AN INVESTMENT IN THE CERTIFICATES OFFERED HEREBY.**

## DESCRIPTION OF THE CERTIFICATES

### General

The Certificates we are offering will represent unsecured, subordinated debt obligations of the Company. The following is a summary of the material provisions of the Certificates:

- The Certificates will be subordinated in right of payment to the prior payment in full of all our secured, unsecured, Senior debt and other financial obligations, whether outstanding on the date of this Memorandum or incurred following the date of this Memorandum.

- The Certificates will not be issued pursuant to an Indenture and are not secured by any collateral or lien. The Company is not required to establish or maintain a sinking fund to provide for payments on the Certificates. In addition, the Certificates are not bank certificates of deposit and are not insured or guaranteed by the Federal Deposit Insurance Corporation, the Securities Investor Protection Corporation or any other agency or company.

- You may select the amount (subject to a minimum principal amount of $50,000) and term (ranging from 30 days, 90 days, 180 days, 1 year, 18 months, 2, 3, 4, 5 and 10 years) of the Certificates you would like to purchase when you subscribe; however, depending upon our capital requirements, we may not always offer Certificates with the requested terms. See "Term and Interest Rates" below.

- We may reject any subscription for Certificates in our sole discretion. If a subscription for Certificates is rejected, we will promptly return any funds sent with that subscription, without interest.

- If we accept your subscription for Certificate(s), we will mail you written notice of acceptance. Your Certificate will be held in book entry form. The form of Certificate is attached as Exhibit B.

- Certificates may not be transferred.

***Denomination***. You may purchase Certificates in principal amount of $50,000 or multiples of $1,000 for amounts greater than $50,000. You will determine the original principal amount of each certificate you purchase when you subscribe.

### Term and Interest Rates

We are offering the Certificates with interest rates based upon the length of the term of the Certificates. The interest rate will remain fixed throughout the term of each Certificate issued in the offering as follows:

| SR REALTY TRUST, INC. CERTIFICATES OFFERED | | | |
|---|---|---|---|
| **30 Day** | **5.50%** | **2 Year** | **8.00%** |
| **90 Day** | **5.75%** | **3 Year** | **8.50%** |
| **180 Day** | **6.00%** | **4 Year** | **7.50%** |
| **1 Year** | **7.00%** | **5 Year** | **7.00%** |
| **18 Months** | **7.50%** | **10 Year** | **6.50%** |

We reserve the right, in our sole discretion and at any time, to change the term lengths and interest rates of the Certificates offered hereunder.

***Computation of Interest***. The Certificates will bear interest from the date of issuance until the date of maturity. Interest will be paid quarterly or, if elected by the purchaser at the time of purchase compounded quarterly and paid at maturity. Certificates with a maturity of 90 days or less will pay accrued interest at maturity. The date of purchase will be the date we receive and accept funds if the funds are received prior to 12:01 p.m. central time on a business day, or the next business day if the funds are received on a non-business day or at or after 12:01 p.m. central time on a business day. Our business days are Monday through Friday, except for legal holidays in the State of Minnesota.

***Interest Payment Dates***. Interest will be paid quarterly or, if elected by the purchaser at the time of purchase, compounded quarterly and paid at maturity. Certificates with a maturity of 90 days or less will pay accrued interest at maturity. Interest accrues on a calendar quarterly basis with interest coming due on March 31, June 30, September 30 and December 31 of each year.

***Place and Method of Payment***. We will pay principal and interest on the Certificates by check mailed to your address appearing in the certificate register. If the foregoing payment method is not available, principal and interest on the Certificates will be payable at our principal executive office or at such other place as we may designate for payment purposes. We will not wire or electronically transmit interest payments to holders of certificates.

**Subordination/No Restrictions on Incurring Additional Debt**

The indebtedness evidenced by the Certificates, and any interest thereon, is subordinated in right of payment to all of our senior debt. "Senior debt" includes without limitation our secured, unsecured, senior indebtedness, as well as other financial obligations of the Company, whether outstanding on the date of this Memorandum or incurred after the date of this Memorandum, whether such indebtedness is or is not specifically designated as being Senior debt in its defining instruments, other than any future offerings of additional unsecured Certificates, which will rank equally with the Certificates. Any documents, agreements or instruments evidencing or relating to any Senior debt may be amended, restated, supplemented and/or renewed from time to time without requiring any notice to or consent of any holder of Certificate(s).

There are no restrictions on the Company with respect to incurring additional debt whether senior or junior in priority to the Certificates. In the event the Company becomes insolvent, files for bankruptcy, or liquidates, holders of secured obligations and Senior debt of the Company must be paid prior to the payment of any principal or interest on the Certificates.

**Renewal or Payment on Maturity**

You will have until 10 days prior to the maturity date to exercise one of the following options:

- You can inform us that you would like us to pay the Certificate in full; or
- You can inform us to Renew the Certificate or a portion of the certificate for a similar or different term.
- You can do nothing and your Certificate will be automatically renewed, including any unpaid interest at the time of maturity, into a 30-day Certificate at then current interest rates.

We reserve the right to stop offering the option to renew Certificates and to refuse to renew any Certificate in our complete discretion. Interest will accrue from the first day of each renewed Certificate term. Each renewed Certificate will continue in all its provisions, including provisions relating to payment, except that the interest rate payable during any renewed term will be the interest rate that we are then offering at the time of renewal.

If your Certificate is not renewed for any reason, no interest will accrue after the stated date of maturity and we will pay you the principal and unpaid accrued interest on your Certificate within five (5) business days of the stated maturity date.

**Redemption or Repurchase Prior to Stated Maturity**

Certificates may be redeemed prior to stated maturity only as set forth below. The holder has no right to require the Company to prepay or repurchase any Certificate prior to its maturity date as originally stated or as it may be extended, except as described below.

***Redemption by the Company***. The Company has the right to redeem any Certificate at any time for any reason prior to its stated maturity upon 30 days written notice to the holder of the Certificate. The holder of the Certificate being redeemed will be paid a redemption price equal to the principal amount of the Certificate plus interest accrued and not previously paid up to but not including

the date of redemption without any penalty or premium. We may use any criteria we choose to determine which Certificates we will redeem if we choose to do so. We are not required to redeem Certificates on a pro rata basis.

***Repurchase Election Upon Death or Total Permanent Disability***. Under certain circumstances and subject to certain limitations, we may, repurchase Certificates upon the death or total permanent disability of a Certificate holder. Certificates may be repurchased prior to maturity, in whole and not in part, at the election of a holder who is a natural person (including Certificates held in an individual retirement account), by giving us written notice within 45 days following the holder's total permanent disability, as established to our satisfaction, or at the election of the holder's estate, by giving written notice within 180 days following his or her death. Subject to the limitations described below, the Company shall repurchase the Certificates within 10 days after the later to occur of the request for repurchase or the establishment to our satisfaction of the holder's death or total permanent disability. The repurchase price, in the event of such a death or total permanent disability, will be the principal amount of the Certificates, plus interest accrued and not previously paid up to but not including the date of repurchase. Notwithstanding anything to the contrary herein, we are not obligated to repurchase, upon death or permanent disability, in excess of $500,000 of Certificates in any calendar quarter, unless we, in our sole discretion, agree to repurchase a greater amount. If spouses are joint registered holders of a Certificate, the right to elect to have us repurchase will apply when either registered holder dies or suffers a total permanent disability. If the Certificate is held jointly by two or more persons who are not legally married, none of these persons will have the right to request that we repurchase the Certificates unless all joint holders have either died or suffered a total permanent disability. If the Certificate is held by a person who is not a natural person such as a trust, partnership, corporation or other similar entity, the right to request repurchase upon death or total permanent disability does not apply.

***No Repurchase at Request of Certificate Holder***. The Company is not obligated to repurchase any Certificate at the request of a holder other than upon maturity. Requests to repurchase may be made upon the death or total permanent disability of the holder, as described above.

***Modifications to Repurchase Policy***. We may modify the policies on repurchase in the future. No modification will affect the right of repurchase applicable to any Certificate outstanding at the time of any such modification.

**Conversion Rights**

Certificates with a purchase price in excess of $200,000 and with a length of term of one year or more may, at the holder's option, be converted into common shares of the Company at a discounted purchase price per share. If the holder of the Certificate elects to convert after one year but before two years, the purchase price per share will be discounted 3%. If converted between two years and three years, the discount will be 4%, and after three years the discount will be 5%. Certificateholders that convert their Certificates to Company common shares must be accredited investors at the time of conversion.

**Book Entry Registration and No Right to Sell or Transfer**

You will not receive or be entitled to receive physical delivery of a Certificate. The issuance and transfer of Certificates will be accomplished exclusively through the crediting and debiting of the appropriate accounts in our book entry registration and transfer system. However, you will receive a book entry acknowledgement that will show all pertinent information regarding your Certificate, including the principal amount of your Certificate, its interest rate and maturity, and verification of its registration.

Book entry notations in the amounts evidencing ownership of the certificates are exchangeable for actual certificates only if: (i) we, at our option, terminate the book entry system, or (ii) after the occurrence of an event of default, holders of the Certificates aggregating more than 50% of the aggregate outstanding amount of the Certificates advise in writing that the continuation of a book entry system is no longer in the best interests of the holders of Certificates and all registered holders are notified of the occurrence of any such event and the availability of definitive certificates. Subject to the exceptions described above, the book entry interests in these securities will not be exchangeable for fully registered certificates. We will also issue fully registered certificates if required by the administrator or custodian of an Individual Retirement Account or similar tax deferred account in which a holder has acquired a Certificate. We may charge a $50 fee per certificate issuance.

**Resale/Transfer Not Permitted**

Resale or transfer of Certificates is not permitted.

**Right to Reject Subscriptions**

We may reject any application for Certificates in our sole discretion.

## FEDERAL WITHHOLDING AND REPORTING REQUIREMENTS

Interest payments and other payments with respect to a Certificate will be reported, to the extent required by the Internal Revenue Code of 1986, as amended (the "Code"), to the holder of a Certificate and to the Internal Revenue Service. Such payments ordinarily will not be subject to withholding of United States federal income tax. However, such tax payments may be subject to backup withholding (at a rate described in the next sentence) by reason of the events specified in Section 3406 of the Code and Treasury Regulations promulgated thereunder, which include failure of a holder to supply the Company or the Company's agent with such holder's taxpayer identification number. The tax withholding rate under Code Section 3406 is 24% currently. Such withholding may also apply to a holder of a Certificate who is otherwise exempt from such withholding if such holder fails to properly document such holder's status as an exempt recipient.

## PLAN OF DISTRIBUTION

The Certificates are being offered by the Company from time to time until Certificates aggregating $50,000,000 have been sold or until the offering is terminated by the Company, whichever first occurs. The offering is made on a "best efforts" basis with no requirement that any minimum amount of Certificates be sold. There is no limitation on the amount of any maturity of Certificate being offered provided that the aggregate amount of Certificates sold does not exceed $50,000,000 in this offering.

The Certificates are being offered solely to "accredited investors" as that term is defined in Rule 501(a) of Regulation D promulgated under the 1933 Act, as amended. A minimum subscription of $50,000 from each investor is required, unless waived by the Company in its sole discretion. Further, purchasers will be required to acknowledge that the Certificates may not be resold or transferred. This limitation will restrict the ability to resell or transfer the Certificates.

The Certificates are being sold by our executive officers and directors, who will receive no commissions, warrants or other compensation for doing so. However, we may, at our discretion, retain registered broker/dealers to act as non-exclusive agents ("Agents") to sell the Certificates in this Offering. We retain the right to pay such Agents consideration for doing so, which may include commissions and warrants to purchase shares of our common stock. Any such commissions and fees would increase the expense of the Offering and reduce our proceeds.

This offering will be made pursuant to Rule 506(c) so general solicitation and offering literature or advertising may be employed in the offering of the Shares. The offering, however, will only be made by way of this Memorandum and any exhibits, supplements or amendments hereto.

The offering will terminate on April 30, 2026 (the "Termination Date"), unless extended by us in our sole discretion. If we do not accept a subscription on or before the Termination Date, subject to our right to extend such date, any subscriptions received will be returned unaccepted and the funds will be returned without deduction but without any interest earned thereon to the appropriate investor.

We reserve the right, exercisable in our discretion, to reject any subscription agreement, in whole or in part, for any reason, to waive any minimum investment limits for a particular investor and to allot to a particular investor fewer than the number of Certificates being subscribed for and/or to withdraw or cancel this offering without notice or to modify its terms. We reserve the right to abandon, withdraw, cancel or modify the offering at any time in our sole discretion.

## SUBSCRIPTION PROCEDURE – HOW TO INVEST

After reading this Memorandum, if you satisfy the investor qualifications and are interested in purchasing the Certificates, you must complete and execute a Subscription Agreement, the form of which is attached as Exhibit A, and return it along with the full purchase price of the Certificates for which you are subscribing to the Company at:

SR Realty Trust, Inc.
901 North Third Street, Suite 100
Minneapolis, MN 55401
Attn: Erik Condra, Director of Business Development

Checks should be made payable to "**SR Realty Trust, Inc.**" If you would prefer to wire the funds, the wiring instructions are below:

Associated Bank
525 W. Monroe Suite 2400
Chicago, IL 60661

ABA# 075900575
RE: SR Realty Trust, Inc.
Account# 2950303699

If, upon receipt of the completed and signed Subscription Agreement and receipt of funds to cover the full purchase price of the Certificates subscribed for, we accept a Subscription Agreement, in whole or in part, we will notify the investor of such receipt and acceptance. If we do not accept an investor's subscription, the original subscription will be returned unaccepted and the funds will be returned without deduction but without any interest earned thereon to the appropriate investor. If we accept an investor's subscription in part, the funds for that portion of the subscription not accepted will be returned without deduction but without any interest earned thereon to the appropriate investor.

We reserve the right to abandon, withdraw, cancel or modify the offering and to reject Subscription Agreements in whole or in part for the purchase of any of the Certificates. Without eliminating the generality of the foregoing, the right is reserved to cancel any sale of the Certificates if such sale, in our opinion, would, among other reasons, violate federal or state securities laws.

## ADDITIONAL INFORMATION

Persons interested in investing in the Certificates are urged and invited to ask questions and receive answers concerning the Company and the terms and conditions of this offering and to obtain any additional information that is necessary to verify the accuracy of the information contained in this Memorandum. Please direct requests to Evan C. Richardson, the Senior Vice President of the Company, by telephone at (612) 359-5849 or by email at ericharson@sr-re.com, or Erik Condra, Director of Business Development, by telephone at (734) 751-4341 or by email at econdra@sr-re.com or Laura Hanneman, Investor Services Manager, by telephone at (612) 305-7083 or by email at lhanneman@sr-re.com, during normal business hours. Subject to restrictions designed to protect our confidential information, we will furnish any qualified prospective purchaser with additional information such prospective purchaser desires which is not set forth herein, provided such information may be obtained without undue burden or expense, and provide an opportunity for inquiry concerning the terms and conditions of this offering. Copies of all documents described or referred to herein are available for inspection and duplication at the offices of the Company.

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**EXHIBIT A**

**Form of Subscription Agreement and Acceptance**

# EXHIBIT A

**IMPORTANT: PLEASE READ CAREFULLY BEFORE SIGNING**
**SIGNIFICANT REPRESENTATIONS ARE**
**CALLED FOR HEREIN**

**SUBSCRIPTION AGREEMENT**
**(including investment representations)**
**AND**
**ACCEPTANCE**

SR Realty Trust, Inc.
901 North Third Street
Suite 100
Minneapolis, MN 55401
Attention: Erik Condra

Ladies and Gentlemen:

_____
[PLEASE PRINT OR TYPE NAME OF INDIVIDUAL/ENTITY SUBSCRIBER]

(the "Investor"), desires to purchase from SR Realty Trust, Inc., a Maryland corporation (the "Company"), the principal amount of Time Certificates ("Certificates") identified below upon the terms and conditions set forth herein. Capitalized terms used but not defined herein shall have the respective meanings attributed to such terms in the Memorandum, as such term is defined herein.

**1. Residence.** Investor is a bona fide resident of (or, if an entity, the entity is organized or incorporated under the laws of, and is domiciled in) the State of: _____.
[PLEASE INSERT NAME OF STATE]

**2. Subscription.**

(a) Investor hereby represents and warrants as follows (check the box under either a or b, as applicable, and complete):

I hereby subscribe to purchase the principal amount of Certificates with the terms set forth below, and agree to pay to the Company the aggregate purchase price set forth below.

| **Term*** | **Amount*** | **Elect to Compound Quarterly Interest (please complete for each Certificate)**** |
|---|---|---|
| 30 Day | $_____ | N/A |
| 90 Day | $_____ | N/A |
| 180 Day | $_____ | Yes/ No |
| 1 Year | $_____ | Yes/ No |
| 18 Months | $_____ | Yes/ No |
| 2 Years | $_____ | Yes/ No |
| 3 Years | $_____ | Yes/ No |
| 4 Years | $_____ | Yes/ No |
| 5 Years | $_____ | Yes/ No |
| 10 Years | $_____ | Yes/ No |

* A minimum investment of $50,000 principal amount of Certificates is required, unless waived in the sole discretion of the Company.

** Interest on each Certificate will be paid quarterly however, if elected by the Investor at the time of purchase by completing such election above, the Investor can elect to have the interest compounded quarterly and paid at maturity. Investor understands and acknowledges that interest accrues on a calendar quarterly basis with interest coming due on

March 31, June 30, September 30 and December 31 of each year. An election of "Yes" indicates the Investors wishes to forego quarterly interest distributions during the term of the Certificate and instead have the interest amount compounded to be paid in full at maturity. Please note that Certificates with a maturity of 90 days or less will pay accrued interest at maturity.

(b) Investor has enclosed a check payable to **"SR Realty Trust, Inc."** in the amount of the Aggregate Purchase Price set forth above. If investor would prefer to wire the funds, please wire the funds to:

Associated Bank
525 W. Monroe, Suite 2400
Chicago, IL 60661
ABA# 075900575
RE: SR Realty Trust, Inc.
Account# 2950303699

Investor acknowledges that this subscription is contingent upon acceptance by the Company, and that the Company has the right to accept or reject subscriptions in whole or in part.

**3. Representations of Investor.** In connection with the sale of the Certificates to Investor, Investor hereby acknowledges and represents to the Company as follows:

(a) I have received a copy of the Company's Confidential Private Placement Memorandum dated May 1, 2025 relating to the offering of the Certificates. I have carefully read the Memorandum, including the section entitled "Risk Factors", and have relied solely upon the Memorandum and investigations made by me or my representatives in making the decision to invest in the Certificates. No statement, printed material or inducement has been given or made by any person associated with the offering of the Certificates which was contrary to the information in the Memorandum.

(b) I have been given access to full and complete information regarding the Company (including the opportunity to meet with Company officers and review all the documents described in the Memorandum and such other documents as I may have requested in writing) and have utilized such access to my satisfaction for the purpose of obtaining information in addition to, or verifying information included in, the Memorandum.

(c) I am experienced and knowledgeable in financial and business matters, capable of evaluating the merits and risks of investing in the Certificates, and do not need or desire the assistance of a knowledgeable representative to aid in the evaluation of such risks (or, in the alternative, I have used a knowledgeable representative in connection with my decision to purchase the Certificates).

(d) I understand that an investment in the Certificates is highly speculative and involves a high degree of risk. I believe the investment is suitable for me based on my investment objectives and financial needs. I have adequate means for providing for my current financial needs and personal contingencies and have no need for liquidity of investment with respect to the Certificates. I can bear the economic risk of an investment in the Certificates for an indefinite period of time and can afford a complete loss of such investment.

(e) I understand that there will be no market for the Certificates, that Certificates may not be resold or transferred and that for these and other reasons, I may not be able to liquidate an investment in the Certificates for a significant period of time.

(f) I have been advised that the Certificates have not been registered under the Securities Act of 1933, as amended (the "1933 Act"), or under applicable state securities laws (the "State Laws"), and are offered pursuant to exemptions from registration under the 1933 Act and the State Laws. I understand that the Company's reliance on such exemptions is predicated in part on my representations to the Company contained herein.

(g) I recognize that an investment in the Certificates is highly speculative, illiquid and involves a high degree of risk including, but not limited to, the risk of economic losses from operations of the Company and the total loss of my investment and other risks disclosed in the Memorandum.

(h) Neither the Investor nor any of its subsidiaries, affiliates, owners, partners, members, indemnitors, guarantors or related person or entity:

(i) is a Sanctioned Person (as defined below);
(ii) has more than 15% of its assets in Sanctioned Countries (as defined below); or
(iii) derives more than 15% of its operating income from investments in, or transactions with Sanctioned Persons or Sanctioned Countries.

For purposes of the foregoing, a "Sanctioned Person" shall mean:

(A) a person named on the list of "specially designated nationals" or "blocked persons" maintained by the U.S. Office of Foreign Assets Control ("OFAC") as otherwise published from time to time or at the website: *http://www.treas.gov/offices/eotffc/ofac/sdn/index.html*, or

(B) an agency of the government of a Sanctioned Country, an organization controlled by a Sanctioned Country, or a person resident in a Sanctioned Country, to the extent subject to a sanctions program administered by OFAC.

A "Sanctioned Country" shall mean a country subject to a sanctions program identified on the list maintained by OFAC and available at *http://www.treas.gov/offices/eotffc/ofac/sanctions/index.html*, or as otherwise published from time to time.

**4. Investment Intent; Restrictions on Transfer.**

(a) Investor understands that (i) there will be no market for the Certificates, (ii) the purchase of the Certificates is a long-term investment, and (iii) the transferability of the Certificates is restricted.

(b) Investor represents and warrants that Investor is purchasing the Certificates for Investor's own account, for long term investment and without the intention of reselling or redistributing the Certificates. The Certificates are being purchased by Investor in Investor's name solely for Investor's own beneficial interest and not as nominee for, on behalf of, for the beneficial interest of, or with the intention to transfer to, any other person, trust, or organization (except as specifically set forth in this Subscription Agreement), and Investor has made no agreement with others regarding any of the Certificates. Investor's financial condition is such that it is not likely that it will be necessary for Investor to dispose of any of the Certificates in the foreseeable future.

(c) Investor is aware that, in the view of the Securities and Exchange Commission, a purchase of securities with an intent to resell by reason of any foreseeable specific contingency or anticipated change in market values, or any change in the condition of the Company or its business or in connection with a contemplated liquidation or settlement of any loan obtained for the acquisition of any of the Certificates and for which the Certificates were or may be pledged as security would represent an intent inconsistent with the investment representations set fort

(d) Investor understands that any sale, transfer, assignment, pledge or other disposition of the Certificates by Investor (i) will require the written consent of the Company, (ii) will require conformity with the restrictions contained in this Section 4, and (iii) will be further restricted by a legend placed on any document representing the Certificates containing substantially the following language:

> "The securities represented by this certificate have not been registered under the Securities Act of 1933, as amended, or applicable state securities laws. No transfer of such securities or any interest therein may be made except pursuant to registration under said laws unless the Company has received an opinion of counsel acceptable to the Company stating either that the securities have been registered or such transfer does not require registration under said laws."

***Investor agrees to furnish any additional information in which the Company deems necessary in order to verify the answers set forth below.***

**INVESTORS MUST REVIEW AND PROVIDE INFORMATION IN RESPONSE TO ITEM 5 BELOW.**

**5. Investor Qualifications.** The Investor understands that the representations contained below are made for the purpose of qualifying the Investor as an "accredited investor," as that term is defined in Rule 501 of Regulation D of the General Rules and Regulations promulgated under the 1933 Act and for the purpose of inducing a sale of the Certificates to the Investor. Investor hereby represents that the statement or statements marked below are true and correct in all respects. Investor understands that a false representation may constitute a violation of law, and that any person who suffers damage as a result of a false representation may have a claim against the Investor for damages.

Investor represents and warrants as follows (Answer part a, b or c, as applicable). **Please check all applicable items:**

(a) **Accredited Investor – Individuals**. I am an INDIVIDUAL and:

____(1) I certify that I am an accredited investor because I had individual income (exclusive of any income attributable to my spouse) of more than $200,000 in each of the most recent two years or joint income with my spouse of more than $300,000 in each of such years and that I reasonably expect to have such an income in excess of such amounts for the current year.

____(2) I certify that I am an accredited investor because I have an individual net worth, or my spouse and I have an individual net worth, in excess of $1,000,000. [In calculating your net worth, you may include equity in personal property, real estate (other than your primary residence), cash, short term investments, stock and securities, which equity should be based on the fair market value of such property minus debt secured by such property. You must exclude the value of your primary residence in the calculation, but you may exclude the balance of any mortgage or other indebtedness secured by your primary residence in an aggregate amount up to the estimated fair market value of your primary residence, except if the borrowing occurs in the 60 days prior to the time of the sale of securities and is not in connection with the acquisition of your primary residence.]

____(3) I certify that I am an accredited investor because I am a director or executive officer of the Company.

(b) **Accredited Investor – Entities**. Investor is an ENTITY (Accredited partnerships, corporations, limited liabilities companies or other entities) and:

____(1) Investor hereby certifies that all of the beneficial equity owners of the Investor qualify as individual accredited investors by meeting one of the tests set forth in part (a)(1) through (a)(3) above. Please indicate the name of each equity owner and which test applies to each:

_____

_____

_____

____(2) Investor is a bank or savings and loan association as defined in Sections 3(a)(2) and 3(a)(5)(A), respectively, of the 1933 Act acting either in its individual or fiduciary capacity.

____(3) Investor is an insurance company as defined in Section 2(a)(13) of the 1933 Act.

____(4) Investor is an investment company registered under the Investment Company Act of 1940 or a business development company as defined therein, in Section 2(a)(48).

____(5) Investor is a Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958.

____(6) Investor is an employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974 and one or more of the following is true (check one or more, as applicable):

____(a) the investment decision is made by a plan fiduciary, as defined therein, in Section 3(21), which is either a bank, savings and loan association, insurance company, or registered investment adviser; or

____(b) the employee benefit plan has total assets in excess of $5,000,000; or

____(c) the plan is a self-directed plan with investment decisions made solely by persons who are "accredited investors" as defined therein.

____(7) Investor is a private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940.

____(8) Investor has total assets in excess of $5,000,000, was not formed for the specific purpose of acquiring Certificates and is one or more of the following is true (check one or more, as applicable):

____(a) an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or

____(b) a corporation; or

____(c) a Massachusetts or similar business trust;

____(d) a partnership; or

____(e) a limited liability company.

____(9) Investor is a trust with total assets exceeding $5,000,000, was not formed for the specific purpose of acquiring Certificates and whose purchase is directed by a person who has such knowledge and experience in financial and business matters that he or she is capable of evaluating the merits and risks of the investment in the Certificates.

____(10) Investor is a revocable trust, all of the grantors/settlors of which qualify as individual accredited investors by meeting one of the tests set forth in part (a)(1) through (a)(3) above. Please indicate the name of each grantor/settlor and which test applies to each:

_____

_____

_____

(c) **Non- Accredited Investor**. Investor does not qualify as an accredited investor. _____ (please check if applicable).

**Prior Investor Confirmation**:

Effective March 15, 2021, Investor verification requirements were updated.

☐ By checking this box Investor hereby confirms that Investor previously acquired securities from the Company in the last five (5) years and Investor hereby confirms that Investor remains an accredited investor based on the above-checked category.

**6. Not a Non-U.S. Equity Holder or Restricted Party**. I represent that I am (i) not a Non-U.S. Equity Holder, (ii) not a person listed on a Prohibited Parties List, (iii) not listed on any similar restricted list maintained by any United States, Department of Commerce, Department of State or any other U.S., State or Federal governmental official or entity, and (iv) do not have any property blocked, or subject to seizure, forfeiture or confiscation, by any order relating to terrorism or money laundering issued by the President, Attorney General, Secretary of State, Secretary of Defense, Secretary of the Treasury or any other U.S. State or Federal governmental official or entity.

For purposes of the above paragraph, the term:

"FHFA SCP List" means the Suspended Counterparty List maintained by the Federal Housing Finance Agency (FHFA) which is currently published at https://www.fhfa.gov/SupervisionRegulation/LegalDocuments/suspendedcounterpartyprogram.

"Non-U.S. Equity Holder" means any Person with a collective equity interest (whether direct or indirect) of 10% or more in Borrower, and which is either (a) an individual who is not a citizen of the United States, or (b) an entity formed outside the United States.

"OFAC" means the U.S. Department of the Treasury's Office of Foreign Assets Control.

"OFAC Lists" means either one of the following:

(i) The OFAC Specially Designated Nationals and Blocked Persons List.
(ii) The OFAC Consolidated Sanctions List.

"Person" means any natural person, sole proprietorship, corporation, general partnership, limited partnership, limited liability company, limited liability partnership, limited liability limited partnership, joint venture, association, joint stock company, bank, trust, estate, unincorporated organization, any federal, state, county or municipal government (or any agency or political subdivision thereof), endowment fund or any other form of entity.

"Prohibited Parties List" means any one or more of the (i) OFAC Lists or (ii) FHFA SCP List.

**7. Reg. D and "Bad Actor" Compliance.** The undersigned hereby represents that none of the "bad actor" disqualifying events described in Rule 506(d)(1)(i) (viii) promulgated under the Securities Act (a "Disqualification Event") is applicable to such party or any of its Rule 506(d) Related Parties, except, if applicable, for a Disqualification Event as to which Rule 506(d)(2)(ii) or (iii) or (d)(3) is applicable. For purposes of this Agreement, "Rule 506(d) Related Party" shall mean with respect to any person any other person that is a beneficial owner of such first person's securities for purposes of Rule 506(d) of the Securities Act.

**8. Subscribers Source of Funds.** Pursuant to The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act (USA PATRIOT ACT) of 2001, please indicate the source of funds used to purchase the Certificates subscribed for herein:

**FAILURE TO RESPOND TO THIS INQUIRY WILL RESULT IN A REJECTION OF YOUR SUBSCRIPTION AGREEMENT.**

☐ Cash ☐ Liquidation ☐ CD

☐ Margin or Bank Loan ☐ Money Market ☐ Other – explain: _____

**9. Confidentiality.** Are you subject to any rules, regulations or orders that might result in the disclosure of confidential information relating to the Fund?

_____ Yes

_____ No

If the question above was answered "Yes," please indicate the relevant laws to which the investor is subject and provide any additional explanatory information in the space below.

_____

_____

_____

**10. Miscellaneous.**

(a) Investor agrees to furnish any additional information that the Company or its counsel deem necessary in order to verify the responses set forth above.

(b) Investor understands the meaning and legal consequences of the agreements, representations and warranties contained herein. Investor agrees that such agreements, representations and warranties shall survive and remain in full force and effect after the execution hereof and payment for the Certificates. Investor further agrees to indemnify and hold harmless the Company, the Advisor, each of their affiliates and all of their shareholders, members, officers, directors, governors, employees and advisors from and against any and all loss, damage or liability due to, or arising out of, a breach of any of Investor's agreements, representations or warranties contained herein, or by reason of the untruth or inaccuracy of any of the representations, warranties or agreements contained herein or in any other documents Investor has furnished to any of the foregoing in connection with

this transaction, including in connection with defending against any alleged violation of federal or state securities laws which is based upon or related to any untruth or inaccuracy of any of the representations, warranties or agreements contained herein or in any other documents Investor has furnished in connection with this transaction.

(c) This Subscription Agreement shall be construed and interpreted in accordance with Minnesota law without regard to choice of law provisions.

**11. Type of Ownership.** Manner in which the Certificates subscribed for are to be held (**initial** one).

(a) _____ Individual Ownership

(b) _____ Joint Tenant with Right of Survivorship (both parties must sign). Briefly describe relationship between parties (e.g. married):_____

(c) _____ Tenants in Common (both parties must sign). Briefly describe relationship between parties (e.g. married):_____

(d) _____ Qualified Retirement Account (i.e. IRA, 401(k), Profit Sharing Plans) (See note below.)

(e) _____ Community Property

(f) _____ Partnership

(g) _____ Corporation

(h) _____ Limited Liability Company

(i) _____ Trust or Estate (Describe and enclose evidence of authorization):_____

_____

(j) Other (Describe):_____

_____

* * * * * * * * *

**FOR PURCHASES IN A RETIREMENT ACCOUNT**

(please initial in the blank space provided)

_____ Purchasing in a Retirement Account. An investment in a private placement of securities is HIGHLY SPECULATIVE in nature. Accordingly, such an investment may not be appropriate for Individual Retirement Accounts or other retirement-type accounts that carry conservative investment objectives. If this investment is in fact purchased in a retirement-type account, the purchaser hereby represents and affirms that he/she understands the risks of the investment and has decided that such risks are consistent with purchaser's investment objectives for this account.

Dated: _____.

**INDIVIDUAL INVESTOR(S):**

| | |
|---|---|
| X _____ | X _____ |
| Signature | Signature of Second Individual (if applicable) |
| _____ | _____ |
| Name (Typed or Printed) | Name (Typed or Printed) |
| _____ | _____ |
| Address to Which Correspondence Should be Directed | Address to Which Correspondence Should be Directed |
| _____ | _____ |
| _____ | _____ |
| City, State and Zip Code | City, State and Zip Code |
| _____ | _____ |
| Social Security or Tax Identification Number | Social Security or Tax Identification Number |
| _____ | _____ |
| Telephone Number | Telephone Number |
| _____ | _____ |
| E-mail Address | E-mail Address |

Dated: _____.

**ENTITY INVESTOR(S):**

_____
Name of Entity (Typed or Printed)

By: _____
*Signature of Authorized Person

Its: _____
Title

_____
Name of Signatory (Typed or Printed)

_____
Address to Which Correspondence Should be Directed

_____

_____
City, State and Zip Code

_____
Entity's Tax Identification or
Social Security Number

_____
Telephone Number

_____
E-mail Address

* If Certificates are being subscribed for by any entity, the Certificate of Signatory must also be completed.

## CUSTODIAL ACCOUNT AUTHORIZATION

**Trust, IRA, qualified plan, corporation, partnership or other entity investors**: please provide information regarding the entity and the individual(s) responsible for the entity's investment decision. Custodial information should be presented here for IRA and qualified plan investors. **Note: For Custodial accounts (IRA's, etc.) distributions must be sent to the custodian unless the custodian provides written instructions to send distributions elsewhere.**

| | |
|---|---|
| Name of Entity | Tax ID Number of Entity |
| Address of Entity | City, State, Zip Code |
| Telephone Number | Account Number (custodial accounts) |
| Type of Entity (Trust, IRA, 401(k), Corp., etc.) | Date of Formation |
| Authorized Person | Title of Authorized Person |

A. REGISTRATION INFORMATION

Please print the exact name (registration) Investor desires on account:

_____

_____

Mailing address: _____

_____

E-mail address: _____

B. DISTRIBUTION INFORMATION

Please send all distributions to the following:

Name: _____

Address: _____

Phone: Business (___)_____

Fax: Business (___)_____ _____

**CERTIFICATE OF SIGNATORY**

(To be completed if Certificates are being subscribed
for by an entity)

I, _____ the _____ of _____ (the "Entity"), hereby certify that I am empowered and duly authorized by the Entity to execute and carry out the terms of the Subscription Agreement and to purchase the Certificates, and certify further that the Subscription Agreement has been duly and validly executed on behalf of the Entity and constitutes a legal and binding obligation of the Entity.

IN WITNESS WHEREOF, I have set my hand this ____ day of _____.

_____
(Signature)

**ACCEPTANCE**

This Subscription Agreement is accepted by SR Realty Trust, Inc. as to:

☐ the principal amount and maturity date of Certificates set forth in item 2.a.; or

☐ $_____ of _____ term Certificates.

Dated: _____

SR Realty Trust, Inc.

By: _____

Name: _____

Its: _____

NOTE: The issuance date of the Certificates will coincide with the Acceptance Date.

Form **W-9**
(Rev. March 2024)
Department of the Treasury
Internal Revenue Service

# Request for Taxpayer Identification Number and Certification

**Go to *www.irs.gov/FormW9* for instructions and the latest information.**

**Give form to the requester. Do not send to the IRS.**

**Before you begin.** For guidance related to the purpose of Form W-9, see *Purpose of Form*, below.

Print or type. See *Specific Instructions* on page 3.

1 Name of entity/individual. An entry is required. (For a sole proprietor or disregarded entity, enter the owner's name on line 1, and enter the business/disregarded entity's name on line 2.)

2 Business name/disregarded entity name, if different from above.

3a Check the appropriate box for federal tax classification of the entity/individual whose name is entered on line 1. Check only **one** of the following seven boxes.

☐ Individual/sole proprietor ☐ C corporation ☐ S corporation ☐ Partnership ☐ Trust/estate

☐ LLC. Enter the tax classification (C = C corporation, S = S corporation, P = Partnership) . . . . .

**Note:** Check the "LLC" box above and, in the entry space, enter the appropriate code (C, S, or P) for the tax classification of the LLC, unless it is a disregarded entity. A disregarded entity should instead check the appropriate box for the tax classification of its owner.

☐ Other (see instructions)

3b If on line 3a you checked "Partnership" or "Trust/estate," or checked "LLC" and entered "P" as its tax classification, and you are providing this form to a partnership, trust, or estate in which you have an ownership interest, check this box if you have any foreign partners, owners, or beneficiaries. See instructions . . . . . ☐

4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):

Exempt payee code (if any)

Exemption from Foreign Account Tax Compliance Act (FATCA) reporting code (if any)

*(Applies to accounts maintained outside the United States.)*

5 Address (number, street, and apt. or suite no.). See instructions.

Requester's name and address (optional)

6 City, state, and ZIP code

7 List account number(s) here (optional)

## Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

**Note:** If the account is in more than one name, see the instructions for line 1. See also *What Name and Number To Give the Requester* for guidelines on whose number to enter.

**Social security number**

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | – | | | – | | | | |

**or**

**Employer identification number**

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | – | | | | | | | |

## Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

**Certification instructions.** You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and, generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

| **Sign Here** | **Signature of U.S. person** | **Date** |
|---|---|---|

## General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

**Future developments.** For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to *www.irs.gov/FormW9*.

## What's New

Line 3a has been modified to clarify how a disregarded entity completes this line. An LLC that is a disregarded entity should check the appropriate box for the tax classification of its owner. Otherwise, it should check the "LLC" box and enter its appropriate tax classification.

New line 3b has been added to this form. A flow-through entity is required to complete this line to indicate that it has direct or indirect foreign partners, owners, or beneficiaries when it provides the Form W-9 to another flow-through entity in which it has an ownership interest. This change is intended to provide a flow-through entity with information regarding the status of its indirect foreign partners, owners, or beneficiaries, so that it can satisfy any applicable reporting requirements. For example, a partnership that has any indirect foreign partners may be required to complete Schedules K-2 and K-3. See the Partnership Instructions for Schedules K-2 and K-3 (Form 1065).

## Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS is giving you this form because they

must obtain your correct taxpayer identification number (TIN), which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid).
- Form 1099-DIV (dividends, including those from stocks or mutual funds).
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds).
- Form 1099-NEC (nonemployee compensation).
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers).
- Form 1099-S (proceeds from real estate transactions).
- Form 1099-K (merchant card and third-party network transactions).
- Form 1098 (home mortgage interest), 1098-E (student loan interest), and 1098-T (tuition).
- Form 1099-C (canceled debt).
- Form 1099-A (acquisition or abandonment of secured property).

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

**Caution:** If you don't return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See *What is backup withholding*, later.

**By signing the filled-out form**, you:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued);

2. Certify that you are not subject to backup withholding; or

3. Claim exemption from backup withholding if you are a U.S. exempt payee; and

4. Certify to your non-foreign status for purposes of withholding under chapter 3 or 4 of the Code (if applicable); and

5. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting is correct. See *What is FATCA Reporting*, later, for further information.

**Note:** If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

**Definition of a U.S. person.** For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien;
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States;
- An estate (other than a foreign estate); or
- A domestic trust (as defined in Regulations section 301.7701-7).

**Establishing U.S. status for purposes of chapter 3 and chapter 4 withholding.** Payments made to foreign persons, including certain distributions, allocations of income, or transfers of sales proceeds, may be subject to withholding under chapter 3 or chapter 4 of the Code (sections 1441–1474). Under those rules, if a Form W-9 or other certification of non-foreign status has not been received, a withholding agent, transferee, or partnership (payor) generally applies presumption rules that may require the payor to withhold applicable tax from the recipient, owner, transferor, or partner (payee). See Pub. 515, Withholding of Tax on Nonresident Aliens and Foreign Entities.

The following persons must provide Form W-9 to the payor for purposes of establishing its non-foreign status.

- In the case of a disregarded entity with a U.S. owner, the U.S. owner of the disregarded entity and not the disregarded entity.
- In the case of a grantor trust with a U.S. grantor or other U.S. owner, generally, the U.S. grantor or other U.S. owner of the grantor trust and not the grantor trust.
- In the case of a U.S. trust (other than a grantor trust), the U.S. trust and not the beneficiaries of the trust.

See Pub. 515 for more information on providing a Form W-9 or a certification of non-foreign status to avoid withholding.

**Foreign person.** If you are a foreign person or the U.S. branch of a foreign bank that has elected to be treated as a U.S. person (under Regulations section 1.1441-1(b)(2)(iv) or other applicable section for chapter 3 or 4 purposes), do not use Form W-9. Instead, use the appropriate Form W-8 or Form 8233 (see Pub. 515). If you are a qualified foreign pension fund under Regulations section 1.897(l)-1(d), or a partnership that is wholly owned by qualified foreign pension funds, that is treated as a non-foreign person for purposes of section 1445 withholding, do not use Form W-9. Instead, use Form W-8EXP (or other certification of non-foreign status).

**Nonresident alien who becomes a resident alien.** Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a saving clause. Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items.

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.

2. The treaty article addressing the income.

3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.

4. The type and amount of income that qualifies for the exemption from tax.

5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

***Example.*** Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if their stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first Protocol) and is relying on this exception to claim an exemption from tax on their scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity, give the requester the appropriate completed Form W-8 or Form 8233.

## Backup Withholding

**What is backup withholding?** Persons making certain payments to you must under certain conditions withhold and pay to the IRS 24% of such payments. This is called "backup withholding." Payments that may be subject to backup withholding include, but are not limited to, interest, tax-exempt interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, payments made in settlement of payment card and third-party network transactions, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

**Payments you receive will be subject to backup withholding if:**

1. You do not furnish your TIN to the requester;

2. You do not certify your TIN when required (see the instructions for Part II for details);

3. The IRS tells the requester that you furnished an incorrect TIN;

4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only); or

5. You do not certify to the requester that you are not subject to backup withholding, as described in item 4 under *"By signing the filled-out form"* above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See *Exempt payee code*, later, and the separate Instructions for the Requester of Form W-9 for more information.

See also *Establishing U.S. status for purposes of chapter 3 and chapter 4 withholding*, earlier.

## What Is FATCA Reporting?

The Foreign Account Tax Compliance Act (FATCA) requires a participating foreign financial institution to report all U.S. account holders that are specified U.S. persons. Certain payees are exempt from FATCA reporting. See *Exemption from FATCA reporting code*, later, and the Instructions for the Requester of Form W-9 for more information.

## Updating Your Information

You must provide updated information to any person to whom you claimed to be an exempt payee if you are no longer an exempt payee and anticipate receiving reportable payments in the future from this person. For example, you may need to provide updated information if you are a C corporation that elects to be an S corporation, or if you are no longer tax exempt. In addition, you must furnish a new Form W-9 if the name or TIN changes for the account, for example, if the grantor of a grantor trust dies.

## Penalties

**Failure to furnish TIN.** If you fail to furnish your correct TIN to a requester, you are subject to a penalty of $50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

**Civil penalty for false information with respect to withholding.** If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a $500 penalty.

**Criminal penalty for falsifying information.** Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

**Misuse of TINs.** If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

# Specific Instructions

### Line 1

You must enter one of the following on this line; **do not** leave this line blank. The name should match the name on your tax return.

If this Form W-9 is for a joint account (other than an account maintained by a foreign financial institution (FFI)), list first, and then circle, the name of the person or entity whose number you entered in Part I of Form W-9. If you are providing Form W-9 to an FFI to document a joint account, each holder of the account that is a U.S. person must provide a Form W-9.

• **Individual.** Generally, enter the name shown on your tax return. If you have changed your last name without informing the Social Security Administration (SSA) of the name change, enter your first name, the last name as shown on your social security card, and your new last name.

**Note for ITIN applicant:** Enter your individual name as it was entered on your Form W-7 application, line 1a. This should also be the same as the name you entered on the Form 1040 you filed with your application.

• **Sole proprietor.** Enter your individual name as shown on your Form 1040 on line 1. Enter your business, trade, or "doing business as" (DBA) name on line 2.

• **Partnership, C corporation, S corporation, or LLC, other than a disregarded entity.** Enter the entity's name as shown on the entity's tax return on line 1 and any business, trade, or DBA name on line 2.

• **Other entities.** Enter your name as shown on required U.S. federal tax documents on line 1. This name should match the name shown on the charter or other legal document creating the entity. Enter any business, trade, or DBA name on line 2.

• **Disregarded entity.** In general, a business entity that has a single owner, including an LLC, and is not a corporation, is disregarded as an entity separate from its owner (a disregarded entity). See Regulations section 301.7701-2(c)(2). A disregarded entity should check the appropriate box for the tax classification of its owner. Enter the owner's name on line 1. The name of the owner entered on line 1 should never be a disregarded entity. The name on line 1 should be the name shown on the income tax return on which the income should be reported. For example, if a foreign LLC that is treated as a disregarded entity for U.S. federal tax purposes has a single owner that is a U.S. person, the U.S. owner's name is required to be provided on line 1. If the direct owner of the entity is also a disregarded entity, enter the first owner that is not disregarded for federal tax purposes. Enter the disregarded entity's name on line 2. If the owner of the disregarded entity is a foreign person, the owner must complete an appropriate Form W-8 instead of a Form W-9. This is the case even if the foreign person has a U.S. TIN.

### Line 2

If you have a business name, trade name, DBA name, or disregarded entity name, enter it on line 2.

### Line 3a

Check the appropriate box on line 3a for the U.S. federal tax classification of the person whose name is entered on line 1. Check only one box on line 3a.

| IF the entity/individual on line 1 is a(n) . . . | THEN check the box for . . . |
|---|---|
| • Corporation | Corporation. |
| • Individual or<br>• Sole proprietorship | Individual/sole proprietor. |
| • LLC classified as a partnership for U.S. federal tax purposes or<br>• LLC that has filed Form 8832 or 2553 electing to be taxed as a corporation | Limited liability company and enter the appropriate tax classification:<br>P = Partnership,<br>C = C corporation, or<br>S = S corporation. |
| • Partnership | Partnership. |
| • Trust/estate | Trust/estate. |

### Line 3b

Check this box if you are a partnership (including an LLC classified as a partnership for U.S. federal tax purposes), trust, or estate that has any foreign partners, owners, or beneficiaries, and you are providing this form to a partnership, trust, or estate, in which you have an ownership interest. You must check the box on line 3b if you receive a Form W-8 (or documentary evidence) from any partner, owner, or beneficiary establishing foreign status or if you receive a Form W-9 from any partner, owner, or beneficiary that has checked the box on line 3b.

**Note:** A partnership that provides a Form W-9 and checks box 3b may be required to complete Schedules K-2 and K-3 (Form 1065). For more information, see the Partnership Instructions for Schedules K-2 and K-3 (Form 1065).

If you are required to complete line 3b but fail to do so, you may not receive the information necessary to file a correct information return with the IRS or furnish a correct payee statement to your partners or beneficiaries. See, for example, sections 6698, 6722, and 6724 for penalties that may apply.

### Line 4 Exemptions

If you are exempt from backup withholding and/or FATCA reporting, enter in the appropriate space on line 4 any code(s) that may apply to you.

**Exempt payee code.**

• Generally, individuals (including sole proprietors) are not exempt from backup withholding.

• Except as provided below, corporations are exempt from backup withholding for certain payments, including interest and dividends.

• Corporations are not exempt from backup withholding for payments made in settlement of payment card or third-party network transactions.

• Corporations are not exempt from backup withholding with respect to attorneys' fees or gross proceeds paid to attorneys, and corporations that provide medical or health care services are not exempt with respect to payments reportable on Form 1099-MISC.

The following codes identify payees that are exempt from backup withholding. Enter the appropriate code in the space on line 4.

1—An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2).

2—The United States or any of its agencies or instrumentalities.

3—A state, the District of Columbia, a U.S. commonwealth or territory, or any of their political subdivisions or instrumentalities.

4—A foreign government or any of its political subdivisions, agencies, or instrumentalities.

5—A corporation.

6—A dealer in securities or commodities required to register in the United States, the District of Columbia, or a U.S. commonwealth or territory.

7—A futures commission merchant registered with the Commodity Futures Trading Commission.

8—A real estate investment trust.

9—An entity registered at all times during the tax year under the Investment Company Act of 1940.

10—A common trust fund operated by a bank under section 584(a).

11—A financial institution as defined under section 581.

12—A middleman known in the investment community as a nominee or custodian.

13—A trust exempt from tax under section 664 or described in section 4947.

The following chart shows types of payments that may be exempt from backup withholding. The chart applies to the exempt payees listed above, 1 through 13.

| IF the payment is for . . . | THEN the payment is exempt for . . . |
|---|---|
| • Interest and dividend payments | All exempt payees except for 7. |
| • Broker transactions | Exempt payees 1 through 4 and 6 through 11 and all C corporations. S corporations must not enter an exempt payee code because they are exempt only for sales of noncovered securities acquired prior to 2012. |
| • Barter exchange transactions and patronage dividends | Exempt payees 1 through 4. |
| • Payments over $600 required to be reported and direct sales over $5,000[1] | Generally, exempt payees 1 through 5.[2] |
| • Payments made in settlement of payment card or third-party network transactions | Exempt payees 1 through 4. |

[1] See Form 1099-MISC, Miscellaneous Information, and its instructions.

[2] However, the following payments made to a corporation and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees, gross proceeds paid to an attorney reportable under section 6045(f), and payments for services paid by a federal executive agency.

**Exemption from FATCA reporting code.** The following codes identify payees that are exempt from reporting under FATCA. These codes apply to persons submitting this form for accounts maintained outside of the United States by certain foreign financial institutions. Therefore, if you are only submitting this form for an account you hold in the United States, you may leave this field blank. Consult with the person requesting this form if you are uncertain if the financial institution is subject to these requirements. A requester may indicate that a code is not required by providing you with a Form W-9 with "Not Applicable" (or any similar indication) entered on the line for a FATCA exemption code.

A—An organization exempt from tax under section 501(a) or any individual retirement plan as defined in section 7701(a)(37).

B—The United States or any of its agencies or instrumentalities.

C—A state, the District of Columbia, a U.S. commonwealth or territory, or any of their political subdivisions or instrumentalities.

D—A corporation the stock of which is regularly traded on one or more established securities markets, as described in Regulations section 1.1472-1(c)(1)(i).

E—A corporation that is a member of the same expanded affiliated group as a corporation described in Regulations section 1.1472-1(c)(1)(i).

F—A dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any state.

G—A real estate investment trust.

H—A regulated investment company as defined in section 851 or an entity registered at all times during the tax year under the Investment Company Act of 1940.

I—A common trust fund as defined in section 584(a).

J—A bank as defined in section 581.

K—A broker.

L—A trust exempt from tax under section 664 or described in section 4947(a)(1).

M—A tax-exempt trust under a section 403(b) plan or section 457(g) plan.

**Note:** You may wish to consult with the financial institution requesting this form to determine whether the FATCA code and/or exempt payee code should be completed.

### Line 5

Enter your address (number, street, and apartment or suite number). This is where the requester of this Form W-9 will mail your information returns. If this address differs from the one the requester already has on file, enter "NEW" at the top. If a new address is provided, there is still a chance the old address will be used until the payor changes your address in their records.

### Line 6

Enter your city, state, and ZIP code.

## Part I. Taxpayer Identification Number (TIN)

**Enter your TIN in the appropriate box.** If you are a resident alien and you do not have, and are not eligible to get, an SSN, your TIN is your IRS ITIN. Enter it in the entry space for the Social security number. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN.

If you are a single-member LLC that is disregarded as an entity separate from its owner, enter the owner's SSN (or EIN, if the owner has one). If the LLC is classified as a corporation or partnership, enter the entity's EIN.

**Note:** See *What Name and Number To Give the Requester*, later, for further clarification of name and TIN combinations.

**How to get a TIN.** If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local SSA office or get this form online at *www.SSA.gov*. You may also get this form by calling 800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at *www.irs.gov/EIN*. Go to *www.irs.gov/Forms* to view, download, or print Form W-7 and/or Form SS-4. Or, you can go to *www.irs.gov/OrderForms* to place an order and have Form W-7 and/or Form SS-4 mailed to you within 15 business days.

If you are asked to complete Form W-9 but do not have a TIN, apply for a TIN and enter "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, you will generally have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

**Note:** Entering "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon. See also *Establishing U.S. status for purposes of chapter 3 and chapter 4 withholding*, earlier, for when you may instead be subject to withholding under chapter 3 or 4 of the Code.

**Caution:** A disregarded U.S. entity that has a foreign owner must use the appropriate Form W-8.

## Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if item 1, 4, or 5 below indicates otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). In the case of a disregarded entity, the person identified on line 1 must sign. Exempt payees, see *Exempt payee code*, earlier.

**Signature requirements.** Complete the certification as indicated in items 1 through 5 below.

**1. Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983.** You must give your correct TIN, but you do not have to sign the certification.

**2. Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983.** You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.

**3. Real estate transactions.** You must sign the certification. You may cross out item 2 of the certification.

**4. Other payments.** You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments made in settlement of payment card and third-party network transactions, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).

**5. Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), ABLE accounts (under section 529A), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions.** You must give your correct TIN, but you do not have to sign the certification.

## What Name and Number To Give the Requester

| For this type of account: | Give name and SSN of: |
|---|---|
| 1. Individual | The individual |
| 2. Two or more individuals (joint account) other than an account maintained by an FFI | The actual owner of the account or, if combined funds, the first individual on the account[1] |
| 3. Two or more U.S. persons (joint account maintained by an FFI) | Each holder of the account |
| 4. Custodial account of a minor (Uniform Gift to Minors Act) | The minor[2] |
| 5. a. The usual revocable savings trust (grantor is also trustee) | The grantor-trustee[1] |
| b. So-called trust account that is not a legal or valid trust under state law | The actual owner[1] |
| 6. Sole proprietorship or disregarded entity owned by an individual | The owner[3] |
| 7. Grantor trust filing under Optional Filing Method 1 (see Regulations section 1.671-4(b)(2)(i)(A))** | The grantor* |
| 8. Disregarded entity not owned by an individual | The owner |
| 9. A valid trust, estate, or pension trust | Legal entity[4] |
| 10. Corporation or LLC electing corporate status on Form 8832 or Form 2553 | The corporation |
| 11. Association, club, religious, charitable, educational, or other tax-exempt organization | The organization |
| 12. Partnership or multi-member LLC | The partnership |
| 13. A broker or registered nominee | The broker or nominee |
| 14. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments | The public entity |
| 15. Grantor trust filing Form 1041 or under the Optional Filing Method 2, requiring Form 1099 (see Regulations section 1.671-4(b)(2)(i)(B))** | The trust |

[1] List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

[2] Circle the minor's name and furnish the minor's SSN.

[3] You must show your individual name on line 1, and enter your business or DBA name, if any, on line 2. You may use either your SSN or EIN (if you have one), but the IRS encourages you to use your SSN.

[4] List first and circle the name of the trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.)

* **Note:** The grantor must also provide a Form W-9 to the trustee of the trust.

** For more information on optional filing methods for grantor trusts, see the Instructions for Form 1041.

**Note:** If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

## Secure Your Tax Records From Identity Theft

Identity theft occurs when someone uses your personal information, such as your name, SSN, or other identifying information, without your permission to commit fraud or other crimes. An identity thief may use your SSN to get a job or may file a tax return using your SSN to receive a refund.

To reduce your risk:

- Protect your SSN,
- Ensure your employer is protecting your SSN, and
- Be careful when choosing a tax return preparer.

If your tax records are affected by identity theft and you receive a notice from the IRS, respond right away to the name and phone number printed on the IRS notice or letter.

If your tax records are not currently affected by identity theft but you think you are at risk due to a lost or stolen purse or wallet, questionable credit card activity, or a questionable credit report, contact the IRS Identity Theft Hotline at 800-908-4490 or submit Form 14039.

For more information, see Pub. 5027, Identity Theft Information for Taxpayers.

Victims of identity theft who are experiencing economic harm or a systemic problem, or are seeking help in resolving tax problems that have not been resolved through normal channels, may be eligible for Taxpayer Advocate Service (TAS) assistance. You can reach TAS by calling the TAS toll-free case intake line at 877-777-4778 or TTY/TDD 800-829-4059.

**Protect yourself from suspicious emails or phishing schemes.** Phishing is the creation and use of email and websites designed to mimic legitimate business emails and websites. The most common act is sending an email to a user falsely claiming to be an established legitimate enterprise in an attempt to scam the user into surrendering private information that will be used for identity theft.

The IRS does not initiate contacts with taxpayers via emails. Also, the IRS does not request personal detailed information through email or ask taxpayers for the PIN numbers, passwords, or similar secret access information for their credit card, bank, or other financial accounts.

If you receive an unsolicited email claiming to be from the IRS, forward this message to *phishing@irs.gov*. You may also report misuse of the IRS name, logo, or other IRS property to the Treasury Inspector General for Tax Administration (TIGTA) at 800-366-4484. You can forward suspicious emails to the Federal Trade Commission at *spam@uce.gov* or report them at *www.ftc.gov/complaint*. You can contact the FTC at *www.ftc.gov/idtheft* or 877-IDTHEFT (877-438-4338). If you have been the victim of identity theft, see *www.IdentityTheft.gov* and Pub. 5027.

Go to *www.irs.gov/IdentityTheft* to learn more about identity theft and how to reduce your risk.

## Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons (including federal agencies) who are required to file information returns with the IRS to report interest, dividends, or certain other income paid to you; mortgage interest you paid; the acquisition or abandonment of secured property; the cancellation of debt; or contributions you made to an IRA, Archer MSA, or HSA. The person collecting this form uses the information on the form to file information returns with the IRS, reporting the above information. Routine uses of this information include giving it to the Department of Justice for civil and criminal litigation and to cities, states, the District of Columbia, and U.S. commonwealths and territories for use in administering their laws. The information may also be disclosed to other countries under a treaty, to federal and state agencies to enforce civil and criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism. You must provide your TIN whether or not you are required to file a tax return. Under section 3406, payors must generally withhold a percentage of taxable interest, dividends, and certain other payments to a payee who does not give a TIN to the payor. Certain penalties may also apply for providing false or fraudulent information.

**EXHIBIT B**

**Form of Certificate**

**EXHIBIT B**

**SR REALTY TRUST, INC.**

**TIME CERTIFICATE**

THIS TIME CERTIFICATE HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR APPLICABLE STATE SECURITIES LAWS. IN ADDITION, THE COMPANY PROHIBITS THE TRANSFER OR RESALE OF THIS CERTIFICATE.

Subscriber:_____
[PLEASE PRINT OR TYPE NAME OF INDIVIDUAL OR ENTITY SUBSCRIBER]

Certificate No:_____ Subscribed Principal Amount: $_____

Issue Date:_____ Term and Interest Rate:_____

Maturity Date:_____ Interest Payment Schedule:_____

SR Realty Trust, Inc., a Maryland corporation (the "Company"), for value received, hereby promises to pay to Subscriber, the Subscribed Principal Amount set forth above on the Maturity Date and to pay accrued and unpaid interest hereon from the Issue Date set forth above on an annual basis, on each quarter anniversary of the Issue Date following the issuance hereof, until the principal hereof is paid or made available for payment; provided however, if the Maturity Date of this Certificate is less than 180 Days, then the Principal Amount plus accrued interest shall be paid on the Maturity Date. Interest shall accrue on the Subscribed Principal Amount for the period commencing from the later of the Issue Date of this Note or the last date upon which an interest payment was made until, and including, the day before the following interest payment date. At the option of the Subscriber at the time of purchase of a Certificate with a maturity date longer than 90 days, interest shall compounded quarterly and be paid at maturity.

This Note is one of a duly authorized issue of Time Certificates of the Company designated as its Time Certificates in the maximum aggregate principal amount of up to $50,000,000, issued and to be issued under the Confidential Private Placement Memorandum dated May 1,2025 ("Memorandum").

The Certificates are unsecured obligations of the Company. The payment of the Subscribed Principal Amount and interest on this Certificate is expressly subordinated, as provided in the Memorandum, to the payment of all Senior Debt (as such term is defined in the Memorandum) and, by the acceptance of this Certificate, the Subscriber hereof agrees, expressly for the benefit of the present and future holders of Senior Debt, to be bound by the provisions of any and all documents or governing information relating to such subordination.

This Certificate may not be sold or transferred.

This Certificate shall be governed by and construed in accordance with the laws of the State of Maryland, without giving effect to the conflict of law provisions thereof.

No recourse shall be had for the payment of the principal or interest of this Certificate against the Company, shareholder, officer, trustee, governor, director, employee, affiliate or agent by virtue of any statute or by enforcement of any assessment or otherwise.

**(SIGNATURES ON FOLLOWING PAGE)**

IN WITNESS WHEREOF, the Company has caused this Time Certificate to be signed in its name by the manual or facsimile signature of its Senior Vice President.

Dated: _____

**SR REALTY TRUST, INC.**

By: _____

Name: Evan Richardson

Title: Senior Vice President

23901862v1

**EXHIBIT C**

**Audited Consolidated Financial Statements of the Company**
**as of and for the Years Ended December 31, 2024 and 2023**

# SR Realty Trust, Inc. and Subsidiaries

Consolidated Financial Statements

December 31, 2024 and 2023

## SR Realty Trust, Inc. and Subsidiaries

Table of Contents
December 31, 2024 and 2023

# Independent Auditors' Report

To the Stockholders and Board of Directors of
SR Realty Trust, Inc. and Subsidiaries

## Opinion

We have audited the consolidated financial statements of SR Realty Trust, Inc. (the Company), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the related consolidated statements of operations, stockholders' equity and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023 and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America (GAAP).

## Basis for Opinion

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

## Responsibilities of Management for the Consolidated Financial Statements

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

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

## Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

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

Minneapolis, Minnesota
March 31, 2025

## SR Realty Trust, Inc. and Subsidiaries

Consolidated Balance Sheets
December 31, 2024 and 2023

| | 2024 | 2023 |
|---|---|---|
| **Assets** | | |
| **Assets** | | |
| Land and land improvements | $ 87,524,652 | $ 75,502,711 |
| Buildings and improvements | 267,402,267 | 221,747,510 |
| Tenant improvements | 13,177,449 | 12,634,923 |
| Total real estate property | 368,104,368 | 309,885,144 |
| Accumulated depreciation | (49,865,399) | (41,323,606) |
| Net real estate property | 318,238,969 | 268,561,538 |
| Cash and cash equivalents | 2,066,770 | 2,236,610 |
| Rents receivable | 427,446 | 789,803 |
| Notes receivable | 2,381,905 | 2,839,799 |
| Prepaid expenses and other assets | 1,165,631 | 990,038 |
| Deferred rent | 3,039,771 | 2,339,414 |
| Restricted escrows and reserves | 3,670,314 | 3,477,393 |
| Intangible assets, net of accumulated amortization | 7,673,497 | 9,432,944 |
| Leasing commissions, net of accumulated amortization | 2,915,060 | 2,319,865 |
| Investments in real estate ventures | 12,349,325 | 17,421,748 |
| Due from related parties | 457,500 | 2,631,759 |
| Total assets | $ 354,386,188 | $ 313,040,911 |

*See notes to consolidated financial statements*

## SR Realty Trust, Inc. and Subsidiaries

Consolidated Balance Sheets
December 31, 2024 and 2023

| | 2024 | 2023 |
|---|---|---|
| **Liabilities and Stockholders' Equity** | | |
| **Liabilities** | | |
| Mortgage notes payable | $ 220,630,870 | $ 189,057,570 |
| Time certificates | 8,181,769 | 901,650 |
| Other notes payable | 704,807 | 807,845 |
| Line of credit | 19,005,000 | 20,810,000 |
| Financing fees, net of accumulated amortization | (1,430,909) | (1,554,191) |
| Notes payable, net | 247,091,537 | 210,022,874 |
| Accounts payable | 1,061,830 | 1,155,988 |
| Tenant security deposits | 1,430,416 | 1,122,695 |
| Accrued liabilities | 2,312,595 | 2,389,206 |
| Due to related parties | 4,000 | 490,122 |
| Total liabilities | 251,900,378 | 215,180,885 |
| **Stockholders' Equity** | | |
| Preferred stock, $0.01 par value per share<br>50,000,000 shares authorized<br>No shares issued and outstanding | - | - |
| Common stock, $0.01 par value per share<br>100,000,000 shares authorized<br>2,700,443 and 2,561,384 shares issued and outstanding | 27,005 | 25,614 |
| Additional paid-in capital | 31,811,567 | 29,956,646 |
| Accumulated deficit | (11,346,386) | (8,819,732) |
| Total SR Realty Trust, Inc. stockholders' equity | 20,492,186 | 21,162,528 |
| Noncontrolling interest | 81,993,624 | 76,697,498 |
| Total stockholders' equity | 102,485,810 | 97,860,026 |
| Total liabilities and stockholders' equity | $ 354,386,188 | $ 313,040,911 |

*See notes to consolidated financial statements*

## SR Realty Trust, Inc. and Subsidiaries

Consolidated Statements of Operations
Years Ended December 31, 2024 and 2023

| | 2024 | 2023 |
|---|---|---|
| **Revenues** | | |
| Rental revenues | $ 41,299,439 | $ 34,601,686 |
| Other revenue | 1,501,124 | 2,099,148 |
| Total revenues | 42,800,563 | 36,700,834 |
| **Operating Expenses** | | |
| Operating and maintenance | 14,059,720 | 12,408,903 |
| Real estate taxes | 5,845,061 | 4,844,316 |
| Insurance expenses | 1,197,129 | 895,374 |
| Asset management fee | 1,620,423 | 1,238,164 |
| Acquisition fees and expenses | 79,250 | 31,171 |
| Depreciation and amortization | 13,561,952 | 12,336,984 |
| Total operating expenses | 36,363,535 | 31,754,912 |
| Operating income | 6,437,028 | 4,945,922 |
| **Other Income (Expense)** | | |
| Interest expense | (12,762,734) | (9,713,578) |
| Income (loss) from real estate ventures | 221,913 | (505,816) |
| Gain (loss) on acquisition of real estate property | (1,597,585) | 398,682 |
| Gain on sale of real estate ventures | 2,373,591 | 112,923 |
| Net other expense | (11,764,815) | (9,707,789) |
| Net loss | (5,327,787) | (4,761,867) |
| Net loss attributable to noncontrolling interest | 4,661,678 | 4,178,599 |
| **Net Loss Attributable to SR Realty Trust, Inc. and Subsidiaries** | $ (666,109) | $ (583,268) |

*See notes to consolidated financial statements*

## SR Realty Trust, Inc. and Subsidiaries

Consolidated Statements of Stockholders' Equity
Years Ended December 31, 2024 and 2023

| | Common Stock | | | | | |
|---|---|---|---|---|---|---|
| | Shares | Amount | Additional Paid-in Capital | Accumulated Deficit | Noncontrolling Interest | Total Stockholders' Equity |
| **Balances, December 31, 2022** | 2,313,583 | $ 23,136 | $ 26,378,946 | $ (6,515,879) | $ 60,226,882 | $ 80,113,085 |
| Net loss | - | - | - | (583,268) | (4,178,599) | (4,761,867) |
| Common stock issued for cash, net of issuance costs | 150,877 | 1,509 | 2,185,430 | - | - | 2,186,939 |
| Issuance of common stock as settlement for liabilities | 52,792 | 528 | 774,312 | - | - | 774,840 |
| Operating Partnership common units issued for property acquisitions | - | - | - | - | 26,763,022 | 26,763,022 |
| Contributions from noncontrolling interest | - | - | - | - | 1,176,877 | 1,176,877 |
| Redemption of Operating Partnership common units | - | - | - | - | (266,461) | (266,461) |
| Shares (units) issued through dividend reinvestment program | 44,132 | 441 | 617,958 | - | 227,323 | 845,722 |
| Distributions | - | - | - | (1,720,585) | (7,251,546) | (8,972,131) |
| **Balances, December 31, 2023** | 2,561,384 | 25,614 | 29,956,646 | (8,819,732) | 76,697,498 | 97,860,026 |
| Net loss | - | - | - | (666,109) | (4,661,678) | (5,327,787) |
| Common stock issued for cash, net of issuance costs | 53,932 | 540 | 693,541 | - | - | 694,081 |
| Issuance of common stock as settlement for liabilities | 58,585 | 586 | 851,330 | - | - | 851,916 |
| Operating Partnership common units issued for property acquisitions | - | - | - | - | 10,358,535 | 10,358,535 |
| Operating Partnership Series A Preferred Units issued for property acquisition | - | - | - | - | 10,557,135 | 10,557,135 |
| Contributions from noncontrolling interest | - | - | - | - | 89,685 | 89,685 |
| Purchase of noncontrolling interest, net of expenses | - | - | - | - | (587,485) | (587,485) |
| Redemption of common stock and Operating Partnership common units | (30,105) | (301) | (430,423) | - | (564,777) | (995,501) |
| Shares (units) issued through dividend reinvestment program | 56,647 | 566 | 740,473 | - | 249,804 | 990,843 |
| Distributions | - | - | - | (1,860,545) | (10,145,093) | (12,005,638) |
| **Balances, December 31, 2024** | 2,700,443 | $ 27,005 | $ 31,811,567 | $ (11,346,386) | $ 81,993,624 | $ 102,485,810 |

*See notes to consolidated financial statements*

## SR Realty Trust, Inc. and Subsidiaries

Consolidated Statements of Cash Flows
Years Ended December 31, 2024 and 2023

| | 2024 | 2023 |
|---|---|---|
| **Cash Flows From Operating Activities** | | |
| Net loss | $ (5,327,787) | $ (4,761,867) |
| Adjustments to reconcile net loss to net cash flows from operating activities: | | |
| Depreciation | 10,760,027 | 9,068,626 |
| Amortization | 3,251,046 | 3,606,833 |
| Equity in (income) loss of real estate ventures | (221,913) | 505,816 |
| Loss (gain) on acquisition of real estate property | 1,597,585 | (398,682) |
| Gain on sale of real estate ventures | (2,373,591) | (112,923) |
| Changes in operating assets and liabilities: | | |
| Rents receivable | 402,877 | (106,142) |
| Prepaid expenses and other assets | (91,759) | 198,255 |
| Deferred rent | (700,357) | (768,690) |
| Cash paid for leasing commissions | (1,138,084) | (421,958) |
| Accounts payable | (109,621) | 30,308 |
| Tenant security deposits | 172,216 | (74,552) |
| Accrued liabilities | 294,900 | 341,343 |
| Net cash flows from operating activities | 6,515,539 | 7,106,367 |
| **Cash Flows From Investing Activities** | | |
| Cash received from (paid for) acquisitions, net of cash paid | (55,006) | 1,430,030 |
| Investments in real estate ventures | (16,312,121) | (13,670,457) |
| Receipts from (advances to) related parties | 1,855,531 | (286,073) |
| Purchases of real estate property | (4,080,396) | (6,551,062) |
| Cash received from sale of real estate venture | 17,304,065 | 8,421,754 |
| Distributions received from real estate ventures | 873,297 | 799,263 |
| Repayments of notes receivable | 235,872 | 336,935 |
| Net cash flows from investing activities | (178,758) | (9,519,610) |
| **Cash Flows From Financing Activities** | | |
| Common stock issued for cash, net of issuance costs | 694,081 | 2,186,939 |
| Distributions paid | (11,014,795) | (8,126,409) |
| Principal payments on mortgage notes payable | (16,751,377) | (16,657,902) |
| Principal payments on other notes payable | (103,038) | (98,497) |
| Net (repayments) advances on line of credit | (1,805,000) | 5,525,000 |
| Cash paid for financing fees | (254,573) | (297,601) |
| Redemption of common stock and Operating Partnership common units | (773,479) | (266,461) |
| Proceeds from issuance of mortgage notes payable | 16,324,677 | 18,600,000 |
| Payment of deferred development fee | - | (577,310) |
| Contributions from noncontrolling interests | 89,685 | 802,480 |
| Proceeds from (repayments of) time certificates | 7,280,119 | (617,274) |
| Net cash flows from financing activities | (6,313,700) | 472,965 |
| Net change in cash and cash equivalents and restricted cash | 23,081 | (1,940,278) |
| **Cash and Cash Equivalents and Restricted Cash, Beginning** | 5,714,003 | 7,654,281 |
| **Cash and Cash Equivalents and Restricted Cash, Ending** | $ 5,737,084 | $ 5,714,003 |

*See notes to consolidated financial statements*

## SR Realty Trust, Inc. and Subsidiaries

Consolidated Statements of Cash Flows
Years Ended December 31, 2024 and 2023

| | 2024 | 2023 |
|---|---|---|
| **Supplemental Cash Flow Disclosures** | | |
| Cash paid for interest | $ 12,508,531 | $ 9,333,553 |
| **Noncash Investing and Financing Activities** | | |
| Real estate assets and liabilities acquired through the issuance of Operating Partnership units, debt and liabilities | $ 56,826,056 | $ 65,879,237 |
| Reinvestment of dividends and distributions | $ 990,843 | $ 845,722 |
| Issuance of common stock for payment of advisory services, guarantees and board compensation | $ 851,916 | $ 774,840 |
| Forgiveness of note receivable for redemption of common stock | $ 222,022 | $ - |
| Operating Partnership units issued for acquisition of noncontrolling interest | $ 553,211 | $ - |
| Contributions from noncontrolling interests included in due from related parties | $ - | $ 374,397 |
| Investment in real estate ventures included in due to related parties | $ - | $ (1,514) |
| Real estate property contributed for investment in real estate venture | $ - | $ 1,306,944 |

*See notes to consolidated financial statements*

## 1. Summary of Significant Accounting Policies

### Nature of Operations

SR Realty Trust, Inc. (the Company or SR Realty Trust) is a Maryland corporation formed on September 15, 2014 for the purpose of investing in a portfolio of real estate properties and other real estate related assets. The Company has elected to be taxed as a Real Estate Investment Trust (REIT) under Sections 856-860 of the Internal Revenue Code, which requires that 75% of the assets of a REIT must consist of real estate assets and that 75% of its gross income must be derived from real estate. The net income of the REIT is allocated in accordance with stock ownership in the same fashion as a regular corporation. The Company's real estate holdings currently consist of commercial office, industrial, multifamily and retail properties located in Iowa, Minnesota, Missouri, Nebraska and Wisconsin.

The Company established an operating partnership, SRRT Properties, LP (the Operating Partnership or SRRT Properties), a Delaware limited partnership, to own its investments in real estate and other real estate related assets. The Company transferred cash to the Operating Partnership in exchange for general partnership units. As the general partner, the Company has management responsibility for all activities of the Operating Partnership. As of December 31, 2024 and 2023, the Company owned 20.9% and 21.3% of the Operating Partnership, respectively. As of December 31, 2024 and 2023, there were 12,921,311 and 12,037,203 limited partnership units outstanding, respectively.

The limited partners in the Operating Partnership have a redemption option that they may exercise. Upon exercise of the redemption option by the limited partners, the Company has the choice of redeeming the limited partners' interests (Units) for SR Realty Trust common stock based on the terms of the partnership agreement, or making a cash payment to the unit holder. The redemption generally may be exercised by the limited partners at any time after the first anniversary of the date of the acquisition of the Units subject to volume restrictions.

### Basis of Presentation

The accompanying consolidated financial statements include the accounts of the Company and its interest in SRRT Properties. SRRT Properties owns a controlling interest in SRRT Harding, LLC, SRRT Kennedy, LLC, Roseville Fairview, LLC, Railroad Properties, LLC, 615 Properties, LLC, 530 Third, LLC, Cobblestone Properties, LLC, SRRT 2112, LLC, IDC Properties, LLC, SRRT Bedford, LLC, SRRT Edge, LLC, SRRT Duluth, LLC, SRRT Lee, LLC, SRRT Industrial Blvd, LLC, SRRT Parkway, LLC, SRRT Boone, LLC, SRRT Outlot, LLC, SRRT Northland Drive, LLC, SRRT Hale, LLC, SRRT Empire I, LLC, Firestation MT, LLC, SRRT Redwell, LLC, SRRT Solar NE, LLC, BP Holdings Realty, LLC, SRRT Executive Park I, LLC, SRRT Sentry I, LLC, SRRT Botts Road I, LLC, Gurley Lofts, LLC, SRRT Libra, LLC, SRRT Jackson Street, LLC, SRRT Fleet I, LLC, SRRT Hillside, LLC, SRRT Pearl Street, LLC, SRRT Maple Plain, LLC, SRRT Lone Oak, LLC, SRRT Orpheum, LLC, 48th Street Investments, LLC, SRRT Lincoln, LLC, SRRT Carnegie, LLC, SRRT WBL, LLC, Shakopee MT, LLC, and 4200 Industrial MT, LLC. Significant intercompany accounts and transactions have been eliminated in consolidation.

### Principles of Consolidation

The Company evaluates the need to consolidate affiliates based on standards set forth in the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 810, *Consolidation*. In determining whether the Company has a controlling interest in an affiliate and the requirement to consolidate the accounts of that entity, management considers factors such as ownership interest, authority to make decisions, contractual and substantive participating rights of the limited partners and shareholders, as well as whether the entity is a variable interest entity for which the Company is the primary beneficiary.

**Investments in Real Estate Ventures**

Certain investments where the Company does not have control but has the ability to exercise significant influence are accounted for by the equity method of accounting. Under this method, the Company's investments in real estate ventures are recorded at cost and the investment accounts are adjusted for the Company's share of the entities' income or loss and for distributions and contributions.

The Company evaluates the carrying amount of the investments for impairment if the carrying amount of the investment exceeds its fair value. An impairment charge is recorded when an impairment is deemed to be other-than-temporary. To determine whether impairment is other-than-temporary, the Company considers whether it has the ability and intent to hold the investment until the carrying amount is fully recovered. The evaluation of a real estate venture for potential impairment can require management to exercise significant judgments. No impairment losses were recorded related to real estate ventures for the years ended December 31, 2024 and 2023.

In determining whether an investment in a limited liability company or tenancy in common is a variable interest entity, the Company considers many factors, including: the form of its ownership interest and legal structure; the size of the Company's investment; the financing structure of the entity, including the existence of subordinated debt; estimates of future cash flows; the Company and its partners ability to participate in the decision making related to acquisitions, dispositions, budgeting and financing of the entity; and obligations to absorb losses and preferential returns.

Three of our tenant in common arrangements did not qualify as variable interest entities and did not meet the control requirements for consolidation as of, and for the year ended, December 31, 2024. Five of our tenant in common arrangements did not quality as variable interest entities and did not meet the control requirements for consolidation as of, and for the year ended, December 31, 2023.

**Properties Held for Sale**

We classify operating properties as properties held for sale in the period in which all of the following criteria are met: (i) management, having the authority to approve the action, commits to a plan to sell the asset; (ii) the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets; (iii) an active program to locate a buyer and other actions required to complete the plan to sell the asset have been initiated; (iv) the sale of the asset is probable and the transfer of the asset is expected to qualify for recognition as a completed sale within one year; (v) the asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value; and (vi) given the actions required to complete the plan to sell the asset, it is unlikely that significant changes to the plan would be made or that the plan would be withdrawn.

At such time as a property is classified as held for sale, it is carried at the lower of (i) its carrying amount or (ii) fair value less costs to sell. In addition, a property being held for sale ceases to be depreciated.

There were no properties classified as held for sale as of December 31, 2024 or 2023.

**Use of Estimates**

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to use estimates and assumptions which affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses. Significant items subject to such estimates and assumptions include the determination of the useful life of property and other long-lived assets, valuation and impairment analysis of property and other long-lived assets and valuation of the allowance for doubtful accounts. It is at least reasonably possible that these estimates could change in the near term.

### Limited Liability Companies

Certain of the Company's subsidiaries are limited liability companies (LLC's). As such, the members of each LLC are not liable for any of the debts or liabilities of that LLC, or of any other LLC included in these consolidated financial statements.

### Cash and Cash Equivalents

The Company considers short-term investments with original maturities of 90 days or less to be cash equivalents.

The Company presents the statements of cash flows including all restricted cash in the beginning and ending balances. The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the balance sheets to the amounts shown in the statements of cash flows:

| | 2024 | 2023 |
|---|---|---|
| Cash and cash equivalents | $ 2,066,770 | $ 2,236,610 |
| Restricted escrows and reserves (Note 9) | 3,670,314 | 3,477,393 |
| Total cash, cash equivalents and restricted cash | $ 5,737,084 | $ 5,714,003 |

### Rents Receivable

The Company makes a determination of whether the collectibility of lease payments in its operating leases is probable. If the Company determines the lease payments are not probable of collection, the Company would fully reserve for any outstanding rent receivables related to contractual lease payments and variable lease payments, would write-off any deferred rent receivable and would recognize income only to the extent cash has been received. The Company exercises judgment in assessing collectibility and considers payment history, current credit status, the tenant's financial condition, security deposits, letters of credit, lease guarantees and current market conditions that may impact the tenant's ability to make payments in accordance with its lease agreements, in making the determination. The allowance for doubtful accounts was $200,463 and $174,672 as of December 31, 2024 and 2023, respectively. The Company charges interest and late fees on delinquent accounts.

### Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment and intangible assets, for impairment whenever events or changes in business circumstances indicate that the carrying amount of an asset may not be fully recoverable. The Company considers factors such as current and expected market conditions, current and expected rental rates, estimated future development costs and expected holding period and carry costs in estimating cash flows and related fair values used in the impairment assessments. Based on this assessment, property that is considered impaired is written down to its fair value. An impairment loss is recognized when the undiscounted estimated future cash flows from continued use and eventual disposition of the asset are less than the carrying amount. To date, there have been no such losses.

**Revenue Recognition**

The Company accounts for leases to its tenants under ASC 842, *Leases*. The Company leases real estate to its tenants under month-to-month and long-term leases which it accounts for as operating leases. Leases that have fixed and determinable rent increases are recognized on a straight-line basis over the lease term. Rental increases based upon variable factors are recognized only after changes in such factors have occurred and are then applied according to the lease agreements. Recognition of rental income commences when control of the leased space has been transferred to the tenant.

Recognizing rent escalations on a straight-line method results in rental revenue in the early years of a lease being higher than actual cash received, resulting in the Company recording a deferred rent asset on the consolidated balance sheets.

Some leases provide for reimbursement from tenants for common area maintenance (CAM), insurance, real estate taxes and other operating expenses. Leases may also include income for parking, storage and other items. A portion of the operating cost reimbursement revenue is estimated each period and is recognized as rental income in the period the recoverable costs are incurred and accrued.

The Company elected a practical expedient under ASC 842 which allows lessors to not separate lease and nonlease components when the timing and pattern of transfer for the lease and nonlease components are the same, and if the lease component, if accounted for separately, would be classified as an operating lease. As a result, the Company presents all rentals and reimbursements from tenants as a single line item, rental revenues, within the consolidated statement of operations.

Revenue streams that are accounted for under ASC 606, *Revenue from Contracts with Customers*, include:

- Gains upon the sale of property, which are recognized in revenue at a point in time upon closing of the sale transaction.

- Lease termination fees, which are recognized in revenue at a point in time, as such fees are incurred.

**Leasing Commissions**

Direct costs, including estimated internal costs and leasing commissions, associated with the leasing of real estate investments owned by the Company are capitalized as deferred leasing costs and are amortized on a straight-line basis over the term of the related lease. Lease incentive costs, which are payments made on behalf of a tenant to sign a lease, are amortized on a straight-line basis over the respective lease term as a reduction to rental revenue. Unamortized costs are charged to expense upon the early termination of the lease. Costs associated with unsuccessful leasing opportunities are expensed. The Company had amortization expense of $542,889 and $550,527 for the years ended December 31, 2024 and 2023, respectively. The Company had accumulated amortization of $1,417,934 and $1,630,330 as of December 31, 2024 and 2023, respectively.

**Financing Fees**

The Company presents debt issuance costs as a direct reduction from the carrying value of its long-term debt liabilities. Costs incurred in connection with obtaining financing are capitalized and are being amortized on a straight-line basis, which approximates the effective interest method, over the financing term and are included in interest expense. The Company had amortization expense of $449,121 and $338,475 for the years ended December 31, 2024 and 2023, respectively that was included in interest expense. No amortization of deferred financing fees was capitalized for either of the years ended December 31, 2024 or 2023. The Company had accumulated amortization of deferred financing fees totaling $1,024,808 and $587,523 as of December 31, 2024 and 2023, respectively.

**Real Estate Property**

Investments in real estate property with a useful life longer than one year are carried at cost less accumulated depreciation and amortization. Property such as land, building and improvements includes costs of acquisitions, development, construction and tenant allowances and improvements.

The Company's acquisitions of investment properties are accounted for as asset acquisitions. The Company allocates the purchase price of each acquired investment property based upon the relative fair value of the individual assets acquired and liabilities assumed, which generally include (i) land, (ii) building, (iii) in-place lease value intangibles, (iv) acquired above and below-market lease intangibles and (v) any assumed financing. Asset acquisitions do not give rise to goodwill and the related transaction costs are capitalized and included with the allocated purchase price.

For tangible assets acquired, including land, building and other improvements, the Company considers available comparable market and industry information in estimating the acquisition date fair value. Key factors considered in the calculation of fair value of both real property and intangible assets include the current market rent values, "dark" periods (building in vacant status), direct costs estimated with obtaining a new tenant, discount rates, escalation factors, standard lease terms and tenant improvement costs. The Company allocates a portion of the purchase price to the estimated acquired in-place lease value intangibles based on factors available in third party appraisals or cash flow estimates of the property prepared. These estimates are based upon cash flow projections for the property, existing leases, lease origination costs for similar leases as well as lost rental payments during an assumed lease-up period. The Company also evaluates each acquired lease as compared to current market rates. If an acquired lease is determined to be above or below-market, the Company allocates a portion of the purchase price to such above or below-market lease based upon the present value of the difference between the contractual lease payments and estimated market rent payments over the remaining lease term. Renewal periods are included within the lease term in the calculation of above and below-market lease values if, based upon factors known at the acquisition date, market participants would consider it reasonably assured that the lessee would exercise such options. Fair value estimates used in acquisition accounting, including the discount rate used, require the Company to consider various factors, including, but not limited to, market knowledge, demographics, age and physical condition of the property, geographic location and size and location of tenant spaces within the acquired investment property.

Depreciation is provided using the straight-line method over the estimated useful life of the assets for buildings and improvements and the term of the lease for tenant improvements. The estimated useful lives are as follows:

| | |
|---|---|
| Land improvements | 15 years |
| Buildings | 25.5-39 years |
| Building improvements | 5-39 years |
| Tenant improvements | 1-15 years |

Repair and maintenance costs are expensed as incurred, whereas expenditures that improve or extend the service lives of assets are capitalized. Disposal and abandonment of improvements are recognized at occurrence as a charge to depreciation.

Construction in process represents costs incurred by the Company on the construction of real estate property that has not yet been placed in service. Depreciation of these costs will begin upon completion of the construction activities.

**Intangible Assets or Liabilities**

Upon acquisitions of real estate, the Company assesses the fair value of acquired tangible assets and any significant intangible assets and liabilities (such as above and below-market leases and value of acquired in-place leases) and any assumed liabilities and allocates the purchase price based on these fair value assessments. The Company amortizes identified intangible assets and liabilities based on the period over which the assets and liabilities are expected to affect the future cash flows of the real estate property acquired. Lease intangibles (such as in-place or above and below-market leases) are amortized over the term of the related lease.

**Income Taxes**

The Company has elected to be taxed as a REIT under the Internal Revenue Code, as amended. A REIT calculates taxable income similar to other domestic corporations, with the major difference being that a REIT is entitled to a deduction for dividends paid. A REIT is generally required to distribute at least 90% of its taxable income each year. If it chooses to retain the remaining 10% of taxable income, it may do so, but it will be subject to a corporate tax on such income. REIT shareholders are taxed on REIT distributions of ordinary income in the same manner as they are taxed on other corporate distributions.

A summary of the tax characterization of the dividends paid to shareholders of the Company's common stock for the years ended December 31 is as follows:

| | 2024 | | 2023 | |
|---|---|---|---|---|
| Ordinary income | $ 0.0751 | 10.43 % | $ 0.0714 | 9.92 % |
| Capital gain | 0.2030 | 28.19 | 0.0319 | 4.43 |
| Return of capital | 0.4419 | 61.38 | 0.6167 | 85.65 |
| | $ 0.7200 | 100.00 % | $ 0.7200 | 100.00 % |

The Company intends to continue to qualify as a REIT and, as such, will not be taxed on the portion of the income that is distributed to the shareholders. In addition, the Company intends to distribute all of its taxable income; therefore, no provisions or liabilities for income taxes has been recorded in the consolidated financial statements.

The Company conducts its business activity as an Umbrella Partnership Real Estate Investment Trust (UPREIT) through its Operating Partnership. The Operating Partnership is organized as a limited partnership. Income or loss is allocated to the partners in accordance with the provisions of the Internal Revenue Code. UPREIT status allows nonrecognition of gain by an owner of appreciated real estate if that owner contributes the real estate to a partnership in exchange for partnership interest. The conversion of partnership interests to shares of common stock in the REIT will be a taxable event to the limited partner.

The Company's policy of accounting for uncertain tax positions is to recognize the tax effects from an uncertain tax position in the consolidated financial statements, only if the position is more likely than not to be sustained on audit, based on the technical merits of the position. The Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more likely than not threshold, the amount recognized in the consolidated financial statements is the largest benefit that has a greater than 50% likelihood of being realized, upon ultimate settlement with the relevant tax authority.

The Company is not currently under examination by any taxing jurisdiction. In the event of any future tax assessments, the Company has elected to record the income tax penalties as operating and maintenance expense and any related interest as interest expense in the Company's consolidated statements of operations.

**Noncontrolling Interest**

Interests in the Operating Partnership held by limited partners are represented by partnership common units of the Operating Partnership. The Company's interest in the Operating Partnership was 20.9% and 21.3% of the common units of the Operating Partnership as of December 31, 2024 and 2023, respectively. The Operating Partnership's income is allocated to holders of units based upon the ratio of their holdings to the total units outstanding during the period. Capital contributions, distributions and profits and losses are allocated to noncontrolling interests in accordance with the terms of the Operating Partnership agreement.

During 2024, the Company acquired approximately 11% of the noncontrolling interest in the property owned by SRRT Empire I, LLC for 39,117 common units of SRRT Properties valued at $528,075, plus cash of $34,274, which was less than the net book value of the noncontrolling interest by $25,136. The excess of the net book value over the consideration paid was treated as a distribution to the noncontrolling interest members.

As part of the Company's acquisition of the remaining approximately 73% interest in the Barnum property in which the Company previously owned 27% as a tenant in common (see Note 11), the Company authorized the issuance of up to 530,000 Series A Preferred Units of SRRT Properties, which contain the following terms:

- The holders of the Series A Preferred Units shall be entitled to receive cumulative cash distributions at a rate of 7.50% per annum of the $20 per Series A Preferred Unit issuance price. The Series A Preferred Return shall be paid only when, and as if authorized by the General Partner and declared by the Partnership, but if the Series A Preferred Return is not paid quarterly, it shall continue to accrue and be cumulative.

- Upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of SRRT Properties, before any distribution or payment shall be made to the holders of any Partnership Units or Series A Junior Preferred Units, as defined in the agreement, the holders of the Series A Preferred Units then outstanding shall be entitled to be paid, or have the Partnership declare and set apart for payment, out of the assets of SRRT Properties legally available for distribution to its Partners after payment or provision for payment of all debts and other liabilities of SRRT Properties, a liquidation preference in cash or property at fair market value, as determined by the Company, of $20 per Series A Preferred Unit plus an amount equal to any accrued and unpaid distributions to, and including, the date of payment or the date the liquidation preference is set apart for payment (the Series A Liquidating Distributions).

- If upon any such voluntary or involuntary liquidation, dissolution or winding up of SRRT Properties, the available assets of SRRT Properties are insufficient to pay the full amount of the Series A Liquidating Distributions on all outstanding Series A Preferred Units, as defined in the agreement, then the holders of Series A Preferred Units shall share ratably in any such distribution of assets in proportion to the full Series A Liquidating Distributions to which they would otherwise be respectively entitled.

- After payment of the full amount of the Series A Liquidating Distributions to which they are entitled, holders of Series A Preferred Units will have no right or claim to any of the remaining assets of SRRT Properties.

- Once the Barnum Property attains a fair market asset value of $51,700,000 or greater, with such asset value being determined by SRRT Properties in its sole discretion, the holders of Series A Preferred Units shall be entitled to exchange Series A Preferred Units for Partnership Units, at any time and at their option, on the following terms and subject to the following conditions:

    - At any time after the Barnum Property reaches an asset value of $51,700,000 or greater (as defined), each holder of Series A Preferred Units at its option may exchange each of its Series A Preferred Units for 2.00 Partnership Units (as may be adjusted for any subdivisions, stock splits, stock dividends, combinations and reclassification of Partnership Units); provided, however, that no Series A Preferred Units may be exchanged unless at least 1,000 Series A Preferred Units, in the aggregate, are exchanged by one or more holders thereof on such Series A Exchange Date.

    - A holder of Series A Preferred Units will not have the right to exchange Series A Preferred Units if the Company would no longer qualify or its status would be seriously compromised as a real estate investment trust or such exchange would constitute or be likely to constitute a violation of applicable securities laws.

SRRT Properties may require the holders of Series A Preferred Units to convert the Series A Preferred Units into Partnership Units on the following terms and subject to the following conditions:

- At any time after December 31, 2033, SRRT Properties shall have the option to require each holder of Series A Preferred Units to convert each of its Series A Preferred Units into 2.00 Partnership Units (as may be adjusted for any subdivisions, stock splits, stock dividends, combinations and reclassification of Partnership Units). SRRT Properties may exercise this option in its sole discretion and shall have no obligation to exercise the option at any time.

- A holder of Series A Preferred Units will not have the obligation to convert Series A Preferred Units to Partnership Units unless there is no accrued but unpaid Series A Preferred Return on the Series A Preferred Units to be converted.

- The Series A Preferred Units will not have any voting rights or right to consent to any matter requiring the consent or approval of the Limited Partners of SRRT Properties; provided, however, that no action may be taken to amend, alter or repeal any provision of the rights or preferences of the Series A Preferred Units if such amendment, alteration or repeal would result in the Series A Preferred Units no longer having a preference superior or prior to the Partnership Units (as defined in the agreement) as to payment of distributions or distributions of assets.

**Reclassification**

For comparability, certain 2023 amounts have been reclassified to conform with classifications adopted in 2024. The reclassifications had no impact on previously reported net loss or stockholders' equity.

## 2. Notes Receivable

During 2020, the Company issued a note receivable in the amount of $161,000 to a related party. The note bears interest at 4.50%. Interest only payments are due monthly beginning November 2020, with all remaining unpaid principal and interest due on October 2030. The outstanding balance of the note receivable was $161,000 as of both December 31, 2024 and 2023.

During 2020, the Company issued a note receivable in the amount of $944,000 to a related party. The note bears interest at 4.50%. Interest only payments are due monthly beginning November 2020, with all remaining unpaid principal and interest due on November 1, 2029. The outstanding balance of the note receivable was $944,000 as of both December 31, 2024 and 2023.

During 2023, the Company acquired a tax increment financing note receivable with its acquisition of 48th Street Investments, LLC (see Note 11). The note bears interest at 3.75%, and will be repaid through semi-annual payments due each June and December, the amount of which will be determined by the tax increment generated by the development of the property. The note is due December 31, 2032. The outstanding balance of the note receivable was $1,276,905 and $1,512,777 as of December 31, 2024 and 2023, respectively.

During 2022, the Company issued a note receivable in the amount of $222,022 to an unrelated party. The note bore interest at the one-month Secured Overnight Financing Rate (SOFR), plus 2.75% (8.15% as of December 31, 2023), with a minimum rate of 3.50%. Quarterly payments of interest only were due beginning October 2022, with all outstanding principal and interest due March 2024. The note was applied towards the redemption of common stock during the year ended December 31, 2024.

The Company has assessed the credit risk of these receivables to be low based on factors such as the value of the security supporting the notes and the expected future net income and cash flows for the borrowers.

## 3. Tenant Leases

The Company leases commercial and industrial space to tenants over terms ranging from month-to-month to 16 years. Some of the leases have renewal options for additional terms. The leases expire at various dates from January 2025 to August 2038. Some leases provide for base monthly rentals and reimbursements for real estate taxes and common area maintenance.

The Company has elected the practical expedient in ASC 842 to not separate lease and nonlease components. The lease and nonlease components combined as a result of this election include tenant rentals and maintenance charges respectively. The nonlease components, along with reimbursements for real estate taxes and insurance, are considered to be variable lease payments. The Company applies the accounting requirements of ASC 842 to the combined component.

The following table includes information regarding the Company's operating leases for the years ended December 31:

| | 2024 | 2023 |
|---|---|---|
| Lease income related to fixed lease payments | $ 31,942,860 | $ 25,872,431 |
| Lease income related to variable lease payments | 9,356,579 | 8,729,255 |
| Rental revenues | $ 41,299,439 | $ 34,601,686 |

The Company has the following future minimum base rentals on noncancelable leases as of December 31, 2024:

| Years ending December 31, | |
|---|---|
| 2025 | $ 22,026,560 |
| 2026 | 20,641,344 |
| 2027 | 17,374,036 |
| 2028 | 12,608,524 |
| 2029 | 10,794,345 |
| Thereafter | 45,179,360 |
| Total | $ 128,624,169 |

## 4. Mortgage Notes Payable

Mortgage notes payable consisted of the following notes payable as of December 31:

| | 2024 | 2023 |
|---|---|---|
| Mortgage note payable to a bank with borrowing capacity up to $11,332,717; initial borrowing of $9,569,278; interest at 4.79% through October 2027; thereafter, interest will be fixed at the then five-year U.S. constant maturity Treasury rate as defined in the agreement, plus 2.0%, with a minimum rate of 4.79%; interest only payments due through April 2023; thereafter, the mortgage note payable will be due in monthly installments amortized over a 25-year period through September, 2032, with a final balloon payment due October, 2032; the note is collateralized by a mortgage on the properties owned by SRRT Harding, LLC, SRRT Kennedy, LLC, and SRRT 2112, LLC and an assignment of all rents on such properties; the note is subject to certain financial and nonfinancial covenants and prepayment penalty provisions; the note is guaranteed by SRRT Properties. | $ 9,229,776 | $ 9,436,758 |
| Mortgage note payable to a bank in the original amount of $5,880,000; interest at 4.30%; due in monthly installments of $32,217 through December 2026, with a final balloon payment due January 2027; the note is collateralized by a mortgage on the property owned by Railroad Properties, LLC; the note is subject to certain financial and nonfinancial covenants and prepayment penalty provisions; the note is guaranteed by certain stockholders of the Company. Based on the results of the existing financial covenants as of December 31, 2024, it is anticipated that the Company will be required to make an additional principal payment during the year ended December 31, 2025, currently estimated to be approximately $1,250,000. | 5,207,230 | 5,362,481 |

| | 2024 | 2023 |
|---|---|---|
| Mortgage note payable to a bank in the original amount of $10,000,000; interest at the one-month SOFR, plus 1.50% (5.90% and 6.88% as of December 31, 2024 and 2023, respectively); monthly interest only payments due through March 2026, with a final balloon payment due April 2026; the note is collateralized by a mortgage on the property owned by 615 Properties, LLC; the note is subject to certain financial and nonfinancial covenants; the note is guaranteed by SRRT Properties. | $ 10,000,000 | $ 10,000,000 |
| Mortgage note payable to a bank in the original amount of $8,600,000; interest, as amended, at 5.82% until March 2026, then at 2.25% above the one-month SOFR until May 2027; monthly interest only payments due through March 2025; thereafter, due in monthly installments of $54,468 through March 2026, then $11,670 plus interest through May 2027, with a final balloon payment due May 2027; the note is collateralized by a mortgage on the property owned by Cobblestone Properties, LLC; the note is subject to certain nonfinancial covenants and prepayment penalty provisions; the note is guaranteed by SRRT Properties. | 8,600,000 | 8,600,000 |
| Mortgage note payable to a bank in the original amount of $3,500,000; interest at 2.25% above the one-month SOFR (6.65% as of December 31, 2024); monthly interest only payments due through March 2025; thereafter due in monthly installments of $4,295 plus interest through March 2026, then $4,615 plus interest through May 2027, with a final balloon payment due May 2027; the note is collateralized by a mortgage on the property owned by Cobblestone Properties, LLC; the note is subject to certain nonfinancial covenants; the note is guaranteed by SRRT Properties. | 3,500,000 | - |
| Mortgage note payable to a bank in the original amount of $4,600,000; interest at 4.76%; monthly interest only payments due through October 2018; thereafter, due in monthly installments of $24,024 through September 2025, with a final balloon payment due October 2025; the note is collateralized by a mortgage on the property owned by IDC Properties, LLC; the note is subject to certain financial and nonfinancial covenants and prepayment penalty provisions; the note is guaranteed by the Company and SRRT Properties. | 4,126,445 | 4,212,752 |

| | 2024 | 2023 |
|---|---|---|
| Mortgage note payable to a bank in the original amount of $1,170,000; interest at 3.75% through July 2021; thereafter interest will be the weekly average yield on United States Treasury Securities adjusted to a constant maturity of five years, plus a margin of 2.50% as defined in the mortgage note payable, with a minimum rate of 3.75% (effective rate of 3.75% as of both December 31, 2024 and 2023); due in monthly installments of $6,043 through June 2026, with a final balloon payment due July 2026; the note is collateralized by a mortgage on the property owned by SRRT Bedford, LLC and an assignment of all rents on such property; the note is subject to certain nonfinancial covenants; the note is guaranteed by the Company and SRRT Properties. | $ 903,828 | $ 941,016 |
| Mortgage note payable to a bank in the original amount of $7,350,000; interest at 4.125%; the note was due in monthly installments of $39,550 through September 2021, with a final balloon payment due October 2021. The mortgage note payable was refinanced in January 2022 with a drawable loan in an amount up to $7,200,000; interest at 3.50%; payable on demand; however, if no demand is made, monthly interest only payments are due through February 2024; thereafter, due in monthly installments of $36,045 through January 2027, with a final balloon payment due February 2027; the new note is collateralized by a mortgage on the property owned by SRRT Edge, LLC; the new note is subject to certain financial and nonfinancial covenants; the new note is guaranteed by SRRT Properties. | 6,855,046 | 7,010,329 |
| Mortgage note payable to a bank in the original amount of $2,119,000; interest at 4.28%; monthly interest only payments due through September 2022; thereafter, due in monthly installments of $10,461 through September 2027, with a final balloon payment due October 2027; the note is collateralized by a mortgage on the property owned by SRRT Lee, LLC; the note is subject to certain nonfinancial covenants and prepayment penalty provisions; the note is guaranteed by SRRT Properties. | 2,043,141 | 2,078,925 |
| Mortgage note payable to a bank in the original amount of $8,115,000; interest at 3.87%; monthly interest only payments due through November 2019; thereafter, due in monthly installments of $42,254 through October 2029, with a final balloon payment due November 2029; the note is collateralized by a mortgage on the property owned by SRRT Industrial Blvd, LLC; the note is subject to certain nonfinancial covenants and prepayment penalty provisions; the note is guaranteed by the Company and SRRT Properties. | 7,032,724 | 7,262,750 |

| | 2024 | 2023 |
|---|---|---|
| Mortgage note payable to a bank in the original amount of $770,072; interest at 4.06% through October 2022; thereafter the interest rate will adjust to the then current Five Year US Treasury Constant Maturity Rate as provided by the Federal Reserve plus a margin of 2.25% and shall be fixed at that rate; however in no instance shall the interest rate be less than 3.75% (effective rate of 6.20% as of both December 31, 2024 and 2023); due in monthly installments of $4,090 through October 2022; beginning November 2022, due in monthly installments of $4,891, with a final balloon payment due November 2027; the note is collateralized by a mortgage on the property owned by SRRT Parkway, LLC; the note is subject to certain financial and nonfinancial covenants and prepayment penalty provisions; the note is guaranteed by SRRT Properties. | $ 628,712 | $ 655,585 |
| Mortgage note payable to a bank in the original amount of $1,852,500; interest at 4.00%; due in monthly installments of $9,839 through March 2027, with a final balloon payment due April 2027; the note is collateralized by a mortgage on the property owned by SRRT Boone, LLC; the note is subject to certain financial and nonfinancial covenants and prepayment penalty provisions; the note is guaranteed by SRRT Properties. | 1,482,331 | 1,539,203 |
| Mortgage note payable to a bank in the original amount of $4,650,000; interest at 4.125%; monthly interest only payments due through November 2020; thereafter, due in monthly installments of $22,697 through October 2029, with a final balloon payment due November 2029; the note is collateralized by a mortgage on the property owned by SRRT Empire I, LLC; the note is subject to certain financial and nonfinancial covenants. | 4,304,161 | 4,394,444 |
| Construction loan agreement with a bank allowing for proceeds up to $1,700,000; interest at the FHLB 5-year Advance Rate plus 2.50% as determined on the date of permanent loan conversion (5.58%) through the five year anniversary of permanent conversion, at which time the rate will reset to the FHLB 5-year Advance Rate, plus 2.50% as of such date; monthly interest only payments due through August 1, 2022; the loan converted to a permanent loan on August 1, 2022; the loan requires monthly repayments of the loan balance based on a twenty-five year amortization, with a final balloon payment due August 1, 2032; the note is collateralized by a mortgage on the property owned by The Redwell Commercial, LLC (a subsidiary of SRRT Redwell, LLC) and an assignment of all rents on such property; the note is subject to certain financial and nonfinancial covenants; the note is guaranteed by two individuals. | 1,625,535 | 1,658,544 |

| | 2024 | 2023 |
|---|---|---|
| Mortgage note payable to a bank in the original amount of $4,291,800; interest at 3.51% through July 2027; thereafter interest will be the then current Three Year US Treasury Constant plus 2.25% as defined in the mortgage note payable, and shall be fixed at that rate through the maturity date, with minimum rate of 3.51%; due in monthly installments of $17,946 through June 2030, with a final balloon payment due July 2030; the note is collateralized by a mortgage on the property owned by BP Holdings Realty, LLC and an assignment of all rents on such property; the note is subject to certain financial and nonfinancial covenants and prepayment penalty provisions; the note is guaranteed by the Company. | $ 3,637,355 | $ 3,723,036 |
| Mortgage note payable in the original amount of $7,310,000; interest at 4.61%; due in monthly installments of $41,089 through October 2028, with a final balloon payment due November 2028; the note is collateralized by a deed of trust and security agreement on the property owned by SRRT Executive Park I, LLC and an assignment of all rents on such property; the note is subject to certain prepayment penalty provisions; the note is guaranteed by SRRT Properties. | 6,216,425 | 6,417,852 |
| Mortgage note payable to a bank in the original amount of $3,940,000; interest at 4.47%; monthly interest only payments due through July 2024; thereafter, due in monthly installments of $20,047 through June 2029, with a final balloon payment due July 2029; the note is collateralized by a mortgage on the property owned by SRRT Sentry I, LLC and an assignment of all rents on such property; the note is subject to certain financial and nonfinancial covenants. | 3,914,431 | 3,940,000 |
| Mortgage note payable to a bank in the original amount of $10,400,000; interest at 3.50%; due in monthly installments of $52,346 through August 2027, with a final balloon payment due September 2027; the note is collateralized by mortgages on the properties owned by 530 Third, LLC, SRRT Outlot, LLC, SRRT Northland Drive, LLC, SRRT Hale, LLC, and SRRT Duluth, LLC and an assignment of all rents on such properties; the note is subject to certain financial and nonfinancial covenants and prepayment penalty provisions; the note is guaranteed by the Company. | 9,240,656 | 9,534,297 |
| Mortgage note payable to a bank in the original amount of $14,738,000; interest at 3.67%; due in monthly installments of $62,371 through July 2037, with a final balloon payment due August 2037; the note is collateralized by a mortgage on the property owned by The Redwell, LLLP and an assignment of all rents on such property; the note is subject to certain financial and nonfinancial covenants and prepayment penalty provisions; the note is guaranteed by two individuals. | 14,253,148 | 14,465,472 |

| | 2024 | 2023 |
|---|---|---|
| Mortgage note payable to a bank in the original amount of $16,000,000; interest at 4.15%; monthly interest only payments due through September 2024; thereafter, due in monthly installments of principal and interest of $85,785, amortizing the loan over a 25-year period, with a final balloon payment due September 2029; the note is collateralized by a mortgage on the property owned by SRRT Botts Road I, LLC and an assignment of all rents on such property; the note is subject to certain financial and nonfinancial covenants and prepayment penalty provisions; the note is guaranteed by SRRT Properties. | $ 15,908,575 | $ 16,000,000 |
| Mortgage note payable in the original amount of $8,207,500; interest at 2.27%; due in monthly installments of $28,339 through October 2056; the note is collateralized by a mortgage on the property owned by Gurley Lofts, LLC; the note is subject to certain prepayment penalty provisions. | 7,703,152 | 7,866,350 |
| Mortgage note payable to a bank in the original amount of $3,200,000; interest at 3.35%; monthly interest only payments due through April 2024; thereafter, due in monthly installments of principal and interest of $14,190, amortizing the loan over a 30-year period, with a final balloon payment due May, 2027; the note is collateralized by a mortgage on the property owned by SRRT Libra, LLC and an assignment of all rents on such property; the note is subject to certain financial and nonfinancial covenants and prepayment penalty provisions; the note is guaranteed by SRRT Properties. | 3,158,732 | 3,200,000 |
| Mortgage note payable to a bank in the original amount of $3,843,510; the Company has the ability to draw an additional $1,016,490 as defined under the agreement; interest at 3.50% through June 2029; thereafter interest will be the Five Year US Treasury Constant, plus a margin of 1.75% as defined in the note, and will be fixed at such rate through the maturity date with a minimum rate of 3.50%; due in monthly installments of interest only through May 2024; thereafter, due in monthly installments of principal and interest of $21,824, based on a 30-year amortization with a final balloon payment due June 2032; the note is collateralized by a mortgage on the property owned by SRRT Jackson Street, LLC and an assignment of all rents on such property; the note is subject to certain financial and nonfinancial covenants and prepayment penalty provisions; the note is guaranteed by SRRT Properties. | 3,807,139 | 3,843,510 |

| | 2024 | 2023 |
|---|---|---|
| Mortgage note payable to a bank in the original amount of $2,700,000; interest at 5.75%; due in monthly installments of $15,901 through November 2027, with a final balloon payment due December 2027; the note is collateralized by a mortgage on the property owned by SRRT Hillside, LLC; the note is subject to certain financial and nonfinancial covenants and certain prepayment penalty provisions; the note is guaranteed by SRRT Properties. | $ 2,629,759 | $ 2,665,686 |
| Mortgage note payable to a bank in the original amount of $20,028,250; interest at 4.10% through January 2027; thereafter interest will be adjusted to a fixed annual rate equal to 2.35% in excess of the three year Treasury Constant Maturity Rate as defined in the agreement; due in monthly installments of $97,469 through January 2027; beginning February 2027, monthly principle and interest payments will be recalculated based upon the then applicable interest rate and an assumed term ending January 2050 with a final balloon payment due January 2030; the note is collateralized by a mortgage on the property owned by SRRT Fleet I, LLC and an assignment of all rents on such property; the note is subject to certain financial and nonfinancial covenants and certain prepayment penalty provisions; the note is guaranteed by SRRT Properties. | 18,299,645 | 18,697,401 |
| Mortgage note payable to a bank in the original amount of $6,380,000; interest at 3.50%; monthly interest only payments due through May 2024; thereafter, due in monthly installments of $28,832 through April 2031, with a final balloon payment due May 2031; the note is collateralized by a mortgage on the property owned by SRRT Lone Oak, LLC; the note is subject to certain nonfinancial covenants; the note is guaranteed by SRRT Properties. | 6,310,303 | 6,380,000 |
| Mortgage note payable to a bank in the original amount of $5,825,000; interest at 3.50%; monthly interest only payments due through September 2023; thereafter, due in monthly installments of $28,955 through July 2031, with a final balloon payment due August 2031; the note is collateralized by a mortgage on the property owned by SRRT Pearl Street, LLC; the note is subject to certain nonfinancial covenants; the note is guaranteed by SRRT Properties. | 5,645,797 | 5,789,565 |
| Mortgage note payable to a bank in the original amount of $3,349,000; interest at 3.25%; monthly interest only payments due through February 2024; thereafter, due in monthly installments based on a 30 year amortization, with a final balloon payment due February 2029; the note is collateralized by a mortgage on the property owned by SRRT Maple Plain, LLC; the note is subject to certain financial and nonfinancial covenants and prepayment penalty provisions. | 3,293,615 | 3,349,000 |

| | 2024 | 2023 |
|---|---|---|
| Mortgage note payable to a bank in the original amount of $9,990,743; interest at 3.25%; payable on demand; however, if no demand is made, monthly interest only payments due through February 2024; thereafter, due in monthly installments of $48,732 through December 2026, with a final balloon payment due January 2027; the note is collateralized by a mortgage on the property owned by 48th Street Investments, LLC; the note is subject to certain nonfinancial covenants; the note is guaranteed by SRRT Properties. | $ 9,752,661 | $ 9,989,841 |
| Tax Increment Financing (TIF) note payable to a bank in the original amount of $1,831,400; interest at the United States T-Bill rate plus 2.50%, adjustable every five years with a floor of 3.75% and a maximum rate of 5.75%; principal and interest due in payments to be made each June and December as defined in the agreement, with a maturity date of December 2032; the TIF note is secured by all accounts, rents, furniture, fixtures, equipment, inventory and other personal property owned by 48th Street Investments, LLC. | 1,013,845 | 1,222,773 |
| Mortgage note payable to a bank in the original amount of $8,820,000; interest at 3.45%; monthly interest only payments due through December 2024; thereafter, due in monthly installments of $39,500 through November 2026, with a final balloon payment due December 2026; the note is collateralized by a deed of trust and security agreement on the property owned by SRRT Orpheum, LLC; the note is subject to certain financial and nonfinancial covenants and prepayment penalty provisions; the note is guaranteed by SRRT Properties. | 8,806,703 | 8,820,000 |
| Mortgage note payable to a bank in the original amount of $32,000,000; interest at CME Term SOFR plus 2.00% (effective rate of 6.37% as of December 31, 2024; monthly interest only payments due through February 2025, with a final balloon payment due February 2025; the note is collateralized by a mortgage on the property owned by SRRT WBL, LLC; the note is subject to certain financial and nonfinancial covenants; the note is guaranteed by SRRT Properties. | 27,000,000 | - |
| Mortgage note payable to a bank with borrowing capacity up to $6,000,000; initial borrowing of $4,500,000; interest at CME Term SOFR plus 2.40% (6.77% as of December 31, 2024); due in monthly installments of $5,800 plus interest through May 2027, with a final balloon payment due June 2027; the note may be extended to December 2029 upon the Company fulfilling certain requirements of the note; the note is collateralized by a mortgage on the property owned by SRRT Carnegie, LLC; the note is subject to certain nonfinancial covenants; the note is guaranteed by the Company and SRRT Properties. | 4,500,000 | - |
| Total mortgage notes payable | $ 220,630,870 | $ 189,057,570 |

Subsequent to December 31, 2024, the Company refinanced the mortgage note payable on the property owned by SRRT WBL, LLC with a new lender in the original amount of $24,755,000 (resulting in principal payments on the existing mortgage note payable of $2,245,000, before repayment of the remaining balance with proceeds from the new mortgage note payable). Interest on the new mortgage note payable is at a fixed rate of 5.375% and is due in monthly installments of interest only, with a final balloon payment due February 2032. The note is collateralized by a mortgage on the property owned by SRRT WBL, LLC. The note is subject to nonfinancial covenants and prepayment penalty provisions. The note is guaranteed by SRRT Properties.

Principal requirements on mortgage notes payable for years ending after December 31, 2024, including demand features, and after consideration of the refinancing of the SRRT WBL, LLC mortgage, are as follows:

| Years ending December 31: | |
|---|---|
| 2025 | $ 28,055,324 |
| 2026 | 23,325,213 |
| 2027 | 40,777,652 |
| 2028 | 8,352,012 |
| 2029 | 32,884,198 |
| Thereafter | 87,236,471 |
| Total | $ 220,630,870 |

Principal requirements on mortgage notes payable, assuming no demand features are requested by the lenders, and after consideration of the refinancing of the SRRT WBL, LLC mortgage, are as follows:

| Years ending December 31: | |
|---|---|
| 2025 | $ 11,907,434 |
| 2026 | 23,800,915 |
| 2027 | 56,449,840 |
| 2028 | 8,352,012 |
| 2029 | 32,884,198 |
| Thereafter | 87,236,471 |
| | $ 220,630,870 |

## 5. Time Certificates

The Company offers time certificates which may be issued for periods ranging from 30 days to 10 years. The interest rates on the time certificates range from 5.50% to 6.65% as of December 31, 2024, and 5.00% to 6.15% as of December 31, 2023, depending on the term elected for each time certificate issued. Interest is paid quarterly for each time certificate; however, the time certificate holder may elect to compound quarterly interest on certificates with original maturities of 180 days or longer. All principal and unpaid interest is due upon maturity of each time certificate. The time certificates are unsecured and subordinate to other senior obligations of the Company. As of December 31, 2024 and 2023, $8,181,769 and $901,650 of time certificates were outstanding, respectively. Of the outstanding time certificates as of December 31, 2024, $8,021,769 mature in 2025 and $160,000 mature in 2028. Time certificates due to related parties totaled $7,455,962 and $283,312 as of December 31, 2024 and 2023, respectively.

## 6. Other Notes Payable

Other notes payable consisted of the following as of December 31:

| | 2024 | 2023 |
|---|---|---|
| Note payable to a bank in the original amount of $161,000; interest at 4.50%; due in monthly installments of $1,674 through October 2030; the note is collateralized by a mortgage on the property owned by SRRT Harding, LLC, an assignment of rights in the related note receivable from SR Solar, LLC, and the membership interests of SR Solar, LLC; the note is subject to certain financial and nonfinancial covenants and prepayment penalty provisions; the loan is guaranteed by SRRT Properties and certain individuals. | $ 102,694 | $ 117,730 |
| Note payable to a bank in the original amount of $944,000; interest at 4.50%; due in monthly installments of $9,813 through November 2029; the note is collateralized by a mortgage on the property owned by SRRT Industrial Blvd, LLC, an assignment of rights in the related note receivable from SR Solar, LLC, and membership interests of SR Solar, LLC; the note is subject to certain financial and nonfinancial covenants and prepayment penalty provisions the loan is guaranteed by SRRT Properties and certain individuals. | 602,113 | 690,115 |
| Total other notes payable | $ 704,807 | $ 807,845 |

Principal requirements on other notes payable for years ending after December 31, 2024 are as follows:

| Years ending December 31: | |
|---|---|
| 2025 | $ 107,787 |
| 2026 | 113,022 |
| 2027 | 118,255 |
| 2028 | 123,659 |
| 2029 | 225,674 |
| Thereafter | 16,410 |
| Total | $ 704,807 |

## 7. Line of Credit

As of December 31, 2024, the Company had a $25,000,000 line of credit with a bank. Interest was payable monthly at 2.50% above the one-month SOFR (6.90% as of December 31, 2024), with a floor of 3.25%. The line of credit had an outstanding balance of $19,005,000 as of December 31, 2024.

As of December 31, 2023, the Company had a $25,000,000 line of credit with a bank. Interest was payable monthly at 2.50% above the one-month SOFR (7.90% as of December 31, 2023), with a floor of 3.25%. The line of credit had an outstanding balance of $20,810,000 as of December 31, 2023.

The line of credit is secured by mortgages, security agreements, fixture and financing statements and assignments of leases on two of the Company's properties (the property owned by Roseville Fairview, LLC and a portion of the property owned by Railroad Properties, LLC). Certain stockholders of the Company have also guaranteed the line of credit. The agreement contains certain financial and nonfinancial covenants.

The Company's line of credit matures in July 2025. The Company does not believe that it will have sufficient liquidity available to repay the line of credit at its scheduled maturity date. Based upon the financial condition and results of operations of the Trust and the properties to which this obligation relates and based upon the Trust's ability to previously finance and refinance or extend its line of credit, management believes that the Trust's ability to refinance or extend the line of credit is probable.

## 8. Concentrations

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents, restricted cash and accounts receivable. Cash and cash equivalents and restricted cash are placed with area banks and balances occasionally exceed federally insured limits. The Company has not experienced any losses in such accounts.

As of both December 31, 2024 and 2023, the Company had no tenants that occupied more than 10% of the Company's total rentable space. The Company had no tenants that represented more than 10% of base rental income for the year ended December 31, 2024. The Company had one tenant that represented approximately 12% of base rental income for the year ended December 31, 2023.

## 9. Restricted Escrows and Reserves

According to the terms of certain of the Company's mortgage notes payable (Note 4), the Company is required to make monthly or quarterly deposits to various escrow and reserve accounts for the payment of insurance, real estate taxes, tenant improvements, leasing commissions and replacements. The balances in these restricted escrow and reserve accounts as of December 31 are as follows:

| | 2024 | 2023 |
|---|---|---|
| Real estate tax escrow | $ 380,764 | $ 413,417 |
| Insurance escrow | 57,438 | 34,591 |
| Leasing commission and tenant improvement escrows | 398,877 | 390,121 |
| Replacement escrows | 601,147 | 514,075 |
| Other escrows | 2,232,088 | 2,125,189 |
| Total | $ 3,670,314 | $ 3,477,393 |

## 10. Intangible Assets and Liabilities

The Company's identified intangible assets and liabilities as of December 31 were as follows:

| | 2024 | 2023 |
|---|---|---|
| **Identified Intangible Assets:** | | |
| In-place leases | $ 20,298,424 | $ 19,957,157 |
| Above-market leases | 762,441 | 1,459,557 |
| Accumulated amortization | (8,960,474) | (9,792,822) |
| Net carrying amount | 12,100,391 | 11,623,892 |
| **Identified Intangible Liabilities:** | | |
| Below-market leases | 6,067,185 | 3,198,141 |
| Accumulated amortization | (1,640,291) | (1,007,193) |
| Net carrying amount | 4,426,894 | 2,190,948 |
| Intangible assets, net of accumulated amortization | $ 7,673,497 | $ 9,432,944 |

The effect of amortization of intangible assets was $2,259,034 and $2,717,831 for the years ended December 31, 2024 and 2023, respectively. In-place leases, and above and below-market leases acquired in 2024 and 2023 had a weighted average amortization period of 6.31 and 6.22 years in the years acquired, respectively.

The estimated annual amortization of acquired intangible assets and liabilities for each of the five succeeding fiscal years is as follows:

| | Assets | Liabilities | Net |
|---|---|---|---|
| Years ending December 31: | | | |
| 2025 | $ 2,779,250 | $ 932,350 | $ 1,846,900 |
| 2026 | 2,433,408 | 856,405 | 1,577,003 |
| 2027 | 1,743,439 | 746,445 | 996,994 |
| 2028 | 1,193,929 | 663,942 | 529,987 |
| 2029 | 994,198 | 625,779 | 368,419 |
| Thereafter | 2,956,167 | 601,973 | 2,354,194 |
| Total | $ 12,100,391 | $ 4,426,894 | $ 7,673,497 |

## 11. Acquisitions

As of December 31, 2023, the Company owned a 27% interest as a tenant in common in a multifamily property in White Bear Lake, MN (the Barnum property). The undivided interest in the property was owned by wholly-owned subsidiaries of SRRT Properties, SRRT Barnum, LLC, SRRT Kennedy, LLC, and SRRT WBL, LLC. On February 1, 2024, the Company entered into contribution agreements to acquire the remaining 73% interest in the Barnum property. The acquisition of the Barnum property was accounted for as an asset acquisition.

The consideration for the acquisition of the Barnum property as of the acquisition date consisted of the following:

| | |
|---|---|
| Cash paid | $ 146,999 |
| Issuance of 587,089 Series A Preferred Units of SRRT Properties | 11,741,771 |
| Total purchase price | $ 11,888,770 |

The Company has allocated the total cost of the acquisition as follows:

| | |
|---|---|
| **Tangible Assets:** | |
| Land | $ 9,568,454 |
| Building | 37,184,642 |
| Cash and cash equivalents | 70,280 |
| Rents receivable, prepaid expenses and other assets | 119,626 |
| **Liabilities Incurred:** | |
| Mortgage note payable | (32,000,000) |
| Financing fees | 73,291 |
| Accounts payable, security deposits and other accrued expenses | (427,807) |
| Net assets acquired | $ 14,588,486 |
| Fair value of existing 27% ownership | $ 3,882,937 |
| Recorded value of existing ownership at date of acquisition | 5,464,121 |
| Loss on acquisition of real estate property | $ (1,581,184) |

As of December 31, 2023, the Company owned a 2% interest as a tenant in common in an industrial building in Germantown, WI (the Carnegie property). The undivided interest in the property was owned by a wholly-owned subsidiary of SRRT Properties, SRRT Carnegie, LLC. On June 1, 2024, the Company entered into a contribution agreement to acquire the remaining 98% interest in the Carnegie property. The acquisition of the Carnegie property was accounted for as an asset acquisition.

The consideration for the acquisition of the Carnegie property as of the acquisition date consisted of the following:

| | |
|---|---|
| Cash paid | $ 163,036 |
| Issuance of 726,320 common units of SRRT Properties | 9,805,324 |
| Total purchase price | $ 9,968,360 |

| | |
|---|---|
| **Tangible Assets:** | |
| Land | $ 2,453,487 |
| Building and improvements | 7,115,391 |
| Tenant improvements | 33,070 |
| Cash and cash equivalents | 219,023 |
| Rents receivable, prepaid expenses and other assets | 4,729 |
| **Intangible Assets (Liabilities):** | |
| In-place lease | 488,131 |
| Below-market lease | (141,472) |
| **Liabilities Incurred:** | |
| Other accrued expenses | (6,877) |
| Net assets acquired | $ 10,165,482 |
| Fair value of existing 2% ownership | $ 197,122 |
| Recorded value of existing ownership at date of acquisition | 213,523 |
| Loss on acquisition of real estate property | $ (16,401) |

As of December 31, 2022, the Company owned a 12% interest as a tenant in common in a multifamily property in Omaha, NE (the Orpheum property). The undivided interest in the property was owned by a wholly-owned subsidiary of SRRT Properties, SRRT Orpheum, LLC. On February 1, 2023, the Company entered into a contribution agreement to acquire the remaining 88% interest in the Orpheum property. The acquisition of the Orpheum property was accounted for as an asset acquisition.

The consideration for the acquisition of the Orpheum property as of the acquisition date consisted of the following:

| | |
|---|---|
| Cash paid | $ 191,901 |
| Issuance of 415,783 common units of SRRT Properties | 6,132,800 |
| Total purchase price | $ 6,324,701 |

The Company has allocated the total cost of the acquisition as follows:

| | | |
|---|---|---|
| **Tangible Assets:** | | |
| Land | $ | 1,021,250 |
| Building | | 14,667,795 |
| Cash and cash equivalents | | 182,297 |
| Rents receivable, prepaid expenses and other assets | | 41,674 |
| **Intangible Assets:** | | |
| In-place leases | | 99,407 |
| Above-market leases | | 1,437 |
| **Liabilities Incurred:** | | |
| Mortgage note payable | | (8,820,000) |
| Financing fees | | 84,120 |
| Accounts payable, security deposit and other accrued expenses | | (92,060) |
| Net assets acquired | $ | 7,185,920 |
| Fair value of existing 12% ownership | $ | 861,219 |
| Recorded value of existing ownership at date of acquisition | | 730,893 |
| Gain on acquisition of real estate property | $ | 130,326 |

As of December 31, 2022, the Company owned a 16% interest as a tenant in common in an industrial building in Waukesha, WI (the Pearl Street property). The undivided interest in the property was owned by a wholly-owned subsidiary of SRRT Properties, SRRT Pearl Street, LLC. On March 1, 2023, the Company entered into a contribution agreement to acquire the remaining 84% interest in the Pearl Street property. The acquisition of the Pearl Street property was accounted for as an asset acquisition.

The consideration for the acquisition of the Pearl Street property as of the acquisition date consisted of the following:

| | | |
|---|---|---|
| Cash paid | $ | 7,868 |
| Issuance of 409,690 common units of SRRT Properties | | 6,042,923 |
| Total purchase price | $ | 6,050,791 |

The Company has allocated the total cost of the acquisition as follows:

| | |
|---|---|
| **Tangible Assets:** | |
| Land | $ 1,730,971 |
| Building | 10,259,678 |
| Cash and cash equivalents | 1,102,177 |
| **Intangible Assets (Liabilities):** | |
| In-place lease | 165,689 |
| Below-market lease | (11,488) |
| **Liabilities Incurred:** | |
| Mortgage note payable | (5,825,000) |
| Financing fees | 25,912 |
| Accounts payable and other accrued expenses | (230,760) |
| Net assets acquired | $ 7,217,179 |
| Fair value of existing 16% ownership | $ 1,166,388 |
| Recorded value of existing ownership at date of acquisition | 1,139,517 |
| Gain on acquisition of real estate property | $ 26,871 |

As of December 31, 2022, the Company owned a 5% interest as a tenant in common in an industrial building in Eagan, MN (the Lone Oak property). The undivided interest in the property was owned by a wholly-owned subsidiary of SRRT Properties, SRRT Lone Oak, LLC. On April 1, 2023, the Company entered into a contribution agreement to acquire the remaining 95% interest in the Lone Oak property. The acquisition of the Lone Oak property was accounted for as an asset acquisition.

The consideration for the acquisition of the Lone Oak property as of the acquisition date consisted of the following:

| | |
|---|---|
| Cash paid | $ 146,757 |
| Issuance of 375,672 common units of SRRT Properties | 5,541,163 |
| Total purchase price | $ 5,687,920 |

The Company has allocated the total cost of the acquisition as follows:

| | |
|---|---|
| **Tangible Assets:** | |
| Land | $ 7,248,739 |
| Building | 4,802,098 |
| Cash and cash equivalents | 276,460 |
| Prepaid expenses and other assets | 3,520 |
| **Intangible Assets (Liabilities):** | |
| In-place lease | 1,291,333 |
| Below-market lease | (1,255,096) |
| **Liabilities Incurred:** | |
| Mortgage note payable | (6,380,000) |
| Financing fees | 28,108 |
| Accounts payable and other accrued expenses | (13,646) |
| Net assets acquired | $ 6,001,516 |
| Fair value of existing 5% ownership | $ 313,596 |
| Recorded value of existing ownership at date of acquisition | 336,229 |
| Loss on acquisition of real estate property | $ (22,633) |

As of December 31, 2022, the Company owned a 24% interest as a tenant in common in a mixed-use property in Lincoln, NE (the 48th Street property). The undivided interest in the property was owned by a wholly-owned subsidiary of SRRT Properties, 48th Street Investments, LLC. On April 1, 2023, the Company entered into a contribution agreement to acquire the remaining 76% interest in the 48th Street property. The acquisition of the 48th Street property was accounted for as an asset acquisition.

The consideration for the acquisition of the 48th Street property as of the acquisition date consisted of the following:

| | |
|---|---|
| Cash paid | $ 198,925 |
| Issuance of 356,569 common units of SRRT Properties | 5,259,392 |
| Total purchase price | $ 5,458,317 |

The Company has allocated the total cost of the acquisition as follows:

| | |
|---|---|
| **Tangible Assets:** | |
| Land | $ 2,671,548 |
| Building | 13,686,802 |
| Cash and cash equivalents | 416,309 |
| Rents receivable, prepaid expenses and other assets | 71,963 |
| **Intangible Assets (Liabilities):** | |
| In-place leases | 246,764 |
| Above-market leases | 54,680 |
| Below-market leases | (2,066) |
| **Liabilities Incurred:** | |
| Mortgage notes payable | (9,989,841) |
| Financing costs | 27,185 |
| Accounts payable, security deposit and other accrued expenses | (28,838) |
| Net assets acquired | $ 7,154,506 |
| Fair value of existing 24% ownership | $ 1,696,189 |
| Recorded value of existing ownership at date of acquisition | 1,427,968 |
| Gain on acquisition of real estate property | $ 268,221 |

As of December 31, 2022, the Company owned a 3% interest as a tenant in common in an industrial building in Maple Plain, MN (the Maple Plain property). The undivided interest in the property was owned by a wholly-owned subsidiary of SRRT Properties, SRRT Maple Plain, LLC. On May 1, 2023, the company entered into a contribution agreement to acquire the remaining 97% interest in the Maple Plain property. The acquisition of the Maple Plain property was accounted for as an asset acquisition.

The consideration for the acquisition of the Maple Plain property as of the acquisition date consisted of the following:

| | |
|---|---|
| Cash paid | $ 128,012 |
| Issuance of 256,728 common units of SRRT Properties | 3,786,744 |
| Total purchase price | $ 3,914,756 |

The Company has allocated the total cost of the acquisition as follows:

| | |
|---|---|
| **Tangible Assets:** | |
| Land | $ 2,086,723 |
| Building | 4,752,238 |
| Cash and cash equivalents | 126,248 |
| Rents receivable, prepaid expenses and other assets | 20,336 |
| **Intangible Assets (Liabilities):** | |
| In-place leases | 699,019 |
| Above-market leases | 3,847 |
| Below-market leases | (231,301) |
| **Liabilities Incurred:** | |
| Mortgage note payable | (3,349,000) |
| Financing fees | 38,197 |
| Accounts payable, security deposit and other accrued expenses | (109,783) |
| Net assets acquired | $ 4,036,524 |
| Fair value of existing 3% ownership | $ 121,768 |
| Recorded value of existing ownership at date of acquisition | 125,871 |
| Loss on acquisition of real estate property | $ (4,103) |

## 12. Investments in Real Estate Ventures

The Company owns a 15% interest in Fisk Properties, LLC, which was formed to invest in a specific real estate property in Minneapolis, MN.

A summary of the assets, liabilities and results of operations for Fisk Properties, LLC is presented below:

| | 2024 | 2023 |
|---|---|---|
| Total assets | $ 7,677,199 | $ 8,130,964 |
| Total liabilities | 10,723,819 | 11,009,090 |
| Net income | 251,507 | 160,701 |

The Company owns a 24% interest in North Loop Opportunity Fund, LLC, which was formed to invest in real estate properties in Minneapolis, MN.

A summary of the assets, liabilities and results of operations of North Loop Opportunity Fund, LLC is presented below:

| | 2024 | 2023 |
|---|---|---|
| Total assets | $ 15,224,447 | $ 15,562,357 |
| Total liabilities | 10,850,249 | 11,030,103 |
| Net income | 16,944 | 348,736 |

The Company owns a 24% interest in BC East, LLC which was formed to invest in a specific real estate property in Minneapolis, MN.

A summary of the assets, liabilities and results of operations for BC East, LLC is presented below:

| | 2024 | 2023 |
|---|---|---|
| Total assets | $ 32,094,322 | $ 34,299,393 |
| Total liabilities | 33,147,922 | 33,473,734 |
| Net loss | (1,911,064) | (2,134,028) |

The Company owns a 13% interest in WBL Land, LLC, which was formed to invest in a specific real estate property in White Bear Lake, MN.

A summary of the assets, liabilities and results of operations for WBL Land, LLC is presented below:

| | 2024 | 2023 |
|---|---|---|
| Total assets | $ 2,840,151 | $ 3,157,818 |
| Total liabilities | 1,467,012 | 1,460,012 |
| Net loss | (318,270) | (17,596) |

During 2020, the Company invested in a 70% interest as a tenant in common in a real estate property in Lincoln, NE. The undivided interest in the property is owned by SRRT Properties.

A summary of the assets and liabilities and results of operations of the property are presented below:

| | 2024 | 2023 |
|---|---|---|
| Total assets | $ 4,571,742 | $ 4,755,386 |
| Total liabilities | 4,208,216 | 4,313,210 |
| Net income | 48,259 | 130,849 |

During 2020, the Company invested in an approximately 0.1% interest in SR Solar, LLC, which was formed to install and operate solar equipment to provide energy to various real estate properties.

A summary of the assets, liabilities and results of operations of SR Solar, LLC is presented below:

| | 2024 | 2023 |
|---|---|---|
| Total assets | $ 731,055 | $ 1,165,789 |
| Total liabilities | 1,393,697 | 1,538,347 |
| Net loss | (290,084) | (387,911) |

During 2021, the Company invested in a 10% interest as a tenant in common in an industrial building in St. Michael, MN. The Company sold a part of their investment during 2022 and owned an approximately 2% interest as a tenant in common as of both December 31, 2024 and 2023. The undivided interest in the property is owned by a wholly-owned subsidiary of SRRT Properties, SRRT St. Michael, LLC.

A summary of the assets, liabilities and results of operations of the SRRT St. Michael, LLC property is presented below:

| | 2024 | 2023 |
|---|---|---|
| Total assets | $ 6,622,624 | $ 6,689,796 |
| Total liabilities | 3,042,763 | 3,069,673 |
| Net income | 127,738 | 142,133 |

The Company owns a 10% interest in Rya Apartments, LLC, which was formed to invest in a specific real estate property in Richfield, MN. The property owned by Rya Apartments, LLC was sold during the year ended December 31, 2024.

A summary of the assets, liabilities and results of operations for Rya Apartments, LLC is presented below:

| | 2024 | 2023 |
|---|---|---|
| Total assets | $ 646,303 | $ 43,887,799 |
| Total liabilities | 674,296 | 37,006,855 |
| Net income (loss) | 8,125,459 | (1,668,240) |

During 2023, the Company invested in an industrial building in Eagan, MN as a tenant in common. The Company sold part of their investment during 2024 and 2023, and owned an approximately 20% and 32% interest as a tenant in common as of December 31, 2024 and 2023, respectively. The undivided interest in the property is owned by a wholly-owned subsidiary of SRRT Properties, SRRT Yankee, LLC.

A summary of the assets, liabilities and results of operations of the SRRT Yankee, LLC property is presented below:

| | 2024 | 2023 |
|---|---|---|
| Total assets | $ 25,125,123 | $ 25,552,065 |
| Total liabilities | 14,968,681 | 14,952,592 |
| Net loss | (46,391) | (8,285) |

During 2023, the Company invested in a 96% ownership in a real estate property in Lincoln, NE. The interest is owned by SRRT Properties.

A summary of the assets and liabilities and results of operations of the property are presented below.

| | 2024 | 2023 |
|---|---|---|
| Total assets | $ 1,592,613 | $ 1,602,590 |
| Total liabilities | 20,346 | 19,814 |
| Net loss | (10,509) | (17,224) |

During 2023, the Company sold the land and building previously owned by SRRT Firestation, LLC to SRRT Firestation DST. The Company sold a part of their investment during 2024 and 2023 and owned approximately 6% and 81% of SRRT Firestation DST as of December 31, 2024 and 2023, respectively. The investment in SRRT Firestation DST is owned by SRRT Properties.

A summary of the assets, liabilities and results of operations of SRRT Firestation DST is presented below:

| | 2024 | 2023 |
|---|---|---|
| Total assets | $ 1,978,965 | $ 1,950,276 |
| Total liabilities | 2,760 | - |
| Net income | 55,039 | - |

During 2024, the Company invested in an industrial building in Shakopee, MN. The Company sold part of their initial investment during 2024, and owned approximately 14% as of December 31, 2024. The investment in SRRT Shakopee DST is owned by SRRT Properties.

A summary of the assets, liabilities and results of operations of SRRT Shakopee DST is presented below:

| | 2024 |
|---|---|
| Total assets | $ 5,184,297 |
| Total liabilities | - |
| Net income | 152,263 |

During 2024, the Company invested in an industrial building in Omaha, NE. The Company sold part of their initial investment during 2024, and owned approximately 30% as of December 31, 2024. The investment in SRRT 4200 Industrial DST is owned by SRRT Properties.

A summary of the assets, liabilities and results of operations of SRRT 4200 Industrial DST is presented below:

| | 2024 |
|---|---|
| Total assets | $ 25,357,187 |
| Total liabilities | 12,828,404 |
| Net income | 57,783 |

## 13. Related-Party Transactions

### Advisory Services

SRRT Advisor, LLC (the advisor), the special operating partner of SRRT Properties and a related party through common ownership, provides advisory services to the Company. Under the advisory agreement, the advisor receives monthly fees based on the invested assets of the Company, as well as additional fees for any acquisition or disposition of assets by the Company. In addition, the advisor is eligible to earn additional compensation each year based on the performance of the Company. For the years ended December 31, 2024 and 2023, the Company incurred $1,981,115 and $2,639,672 in advisory services from the advisor, respectively. The Company owed $0 and $1,032,609 to the advisor as of December 31, 2024 and 2023, respectively, which is included in accrued liabilities in the consolidated balance sheets. During the years ended December 31, 2024 and 2023, the Company issued shares valued at $619,565 and $583,252, as partial settlement of the amounts owed as of December 31, 2023 and 2022, respectively. The remainder of the amounts due as of December 31, 2023 and 2022 were paid in cash during 2024 and 2023, respectively.

### Property Management Agreements

A related party through common ownership, provides property management services to the Company. For the years ended December 31, 2024 and 2023, the Company incurred $1,620,423 and $1,238,164 in management services from the property manager, respectively. No amounts were due to the property manager as of December 31, 2024 or 2023.

### Other Related-Party Transactions

For the years ended December 31, 2024 and 2023, the Company incurred costs totaling $2,018,496 and $3,561,369 for building improvements, tenant improvements and repairs and maintenance from a related party.

As of December 31, 2024 and 2023, the Company had received advances of $4,000 and $490,122 from one and two related parties, respectively. As of December 31, 2024 and 2023, the Company had advanced $457,500 and $2,631,759 to four and ten related parties, respectively. The amounts are unsecured and due on demand.

## 14. Subsequent Events

The Company has evaluated subsequent events occurring through March 31, 2025, the date the consolidated financial statements were available to be issued.

**EXHIBIT D**

**Unaudited Consolidated Financial Statements of the Company**
**as of March31, 2025 and for the Three Months Ended March 31, 2025 and 2024**

# SR Realty Trust, Inc.
## Consolidated Balance Sheets
### As of March, 31 2025 and December, 31 2024
***(unaudited)***

| | March 2025 | December 2024 |
|---|---|---|
| **ASSETS** | | |
| Land, Buildings and Improvements | 368,632,102 | 368,104,368 |
| Less: Accumulated Depreciation | (52,753,371) | (49,865,399) |
| Net Land, Buildings and Improvements | 315,878,731 | 318,238,969 |
| Cash and Cash Equivalents | 1,670,425 | 2,066,770 |
| Prepaid and Other Assets | 2,334,492 | 2,050,577 |
| Deferred Rents | 3,243,413 | 3,039,771 |
| Escrows and Reserves | 4,440,628 | 3,670,314 |
| Leasing Commissions, net of accumulated amortization | 3,112,244 | 2,915,060 |
| Intangible Assets, net of accumulated amortization | 7,209,169 | 7,673,497 |
| Notes Receivable | 2,381,905 | 2,381,905 |
| Investments in Real Estate Ventures | 8,381,679 | 12,349,325 |
| **TOTAL ASSETS** | **348,652,686** | **354,386,188** |
| **LIABILITIES** | | |
| Mortgage Notes Payable | 216,814,117 | 220,630,870 |
| Time Certificates | 11,435,248 | 8,181,769 |
| Line of Credit | 17,530,000 | 19,005,000 |
| Other Notes Payable | 678,195 | 704,807 |
| Less: Financing Costs, net of accumulated amortization | (2,022,245) | (1,430,909) |
| Net Notes Payable | 244,435,315 | 247,091,537 |
| Accounts Payable | 498,714 | 1,061,830 |
| Security Deposits | 1,491,656 | 1,430,416 |
| Accrued Real Estate Taxes | 1,173,029 | 68,824 |
| Other Accrued Liabilities | 1,817,114 | 2,247,771 |
| **TOTAL LIABILITIES** | **249,415,828** | **251,900,378** |
| **STOCKHOLDERS' EQUITY** | | |
| Common Stock | 27,830 | 27,005 |
| Additional Paid-in Capital | 32,918,951 | 31,811,567 |
| Accumulated Deficit | (11,921,983) | (11,346,386) |
| Total SR Realty Trust, Inc. Stockholders' Equity | 21,024,798 | 20,492,186 |
| Non-Controlling Interest | 78,212,060 | 81,993,624 |
| **TOTAL STOCKHOLDERS' EQUITY** | **99,236,858** | **102,485,810** |
| **TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY** | **348,652,686** | **354,386,188** |

# SR Realty Trust, Inc.
## Consolidated Statements of Operations
## For the Three and Nine Months Ended March 31, 2025 and 2024
***(unaudited)***

| | Three Months Ended | |
|---|---|---|
| | **2025** | **2024** |
| **REVENUES** | | |
| Rental Income | 8,785,738 | 7,498,196 |
| Other Revenues | 2,544,134 | 2,424,185 |
| **Total Revenues** | **11,329,872** | **9,922,381** |
| **OPERATING EXPENSES** | | |
| Real Estate Taxes | 1,434,060 | 1,361,669 |
| Insurance | 307,534 | 263,084 |
| Management Fees and Advisory Fees | 930,941 | 853,218 |
| Depreciation and Amortization | 3,514,243 | 3,489,776 |
| Other Operating Expenses | 3,548,990 | 2,673,242 |
| **Total Operating Expenses** | **9,735,768** | **8,640,989** |
| **OPERATING INCOME** | **1,594,104** | **1,281,392.00** |
| **NON-OPERATING EXPENSES** | | |
| Interest Expense | 3,048,788 | 3,089,301 |
| (Earnings) Loss from Joint Ventures | (29,684) | (144,328) |
| (Gain) Loss on Sale of Property | (421,953) | 1,440,429 |
| **Total Non-Operating Expenses** | **2,597,151** | **4,385,402** |
| **NET INCOME (LOSS)** | **(1,003,047)** | **(3,104,010)** |
| **LESS NET (INCOME) LOSS ATTRIBUTABLE TO NONCONTROLLING INTERESTS** | 907,396 | 2,580,546 |
| **NET INCOME (LOSS) ATTRIBUTABLE TO SR REALTY TRUST** | **(95,651)** | **(523,464)** |

# SR Realty Trust, Inc. and Subsidiaries
## Condensed Consolidated Statements of Cash Flows
### For the Three Months Ended March 31, 2025 and 2024
***(unaudited)***

| | Three Months Ended | |
|---|---|---|
| | **2025** | **2024** |
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | |
| Net Income (Loss) | (1,003,047) | (3,104,010) |
| Non-Cash Operating Activities: | | |
| Depreciation and Amortization | 3,514,243 | 3,489,776 |
| (Earnings) Loss from Joint Ventures | (29,684) | (144,328) |
| (Gain) Loss on Sale of Property | (421,953) | 1,440,429 |
| Net Changes in Assets and Liabilities: | | |
| Prepaid and Other Current Assets | (436,547) | 272,922 |
| Accrued Real Estate Taxes | 1,104,205 | 771,838 |
| Other Current Liabilities and Deposits | (645,192) | 513,795 |
| **Net Cash Flows Provided By Operating Activities** | **2,082,025** | **3,240,422** |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| Cash Paid for Properties Acquired | - | (45,332) |
| Cash Assumed with Properties Acquired | - | 70,280 |
| Cash Received for Properties Sold | 4,250,254 | 1,813,417 |
| Cash Received for Equity of Non Controlling Interests | - | 398,438 |
| Investment in Joint Venture | - | (16,623,463) |
| Distributions Received from Real Estate Ventures | 169,027 | 186,948 |
| Building Improvements and Leasing Commissions | (1,106,525) | (1,842,630) |
| **Net Cash Flows Used For Investing Activities** | **3,312,756** | **(16,042,341)** |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | |
| Sale of SR Realty Trust Shares | 154,337 | 34,501 |
| Redemption of Shares and Units | (195,655) | (995,501) |
| Dividends Paid to Investors | (2,312,588) | (1,967,502) |
| Payment of Long-term Debt | (1,488,012) | (747,661) |
| Borrowings of Long-term Debt | (2,245,000) | 8,000,000 |
| Issuance of Time Certificates | 7,873,631 | 296,571 |
| Maturities of Time Certificates | (4,620,151) | (191,763) |
| Line of Credit Borrowings, Net | (1,475,000) | 8,930,000 |
| Financing Costs | (712,374) | - |
| Escrow Deposits | (770,314) | (134,285) |
| **Net Cash Flows Provided By Financing Activities** | **(5,791,126)** | **13,224,360** |
| **NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS AND RESTRICTED CASH** | **(396,345)** | **422,440** |
| **CASH AND CASH EQUIVALENTS AND RESTRICTED CASH, BEGINNING OF PERIOD** | **2,066,770** | **2,236,610** |
| **CASH AND CASH EQUIVALENTS AND RESTRICTED CASH, END OF PERIOD** | **$ 1,670,425** | **$ 2,659,050** |

## SR Realty Trust, Inc. and Subsidiaries
## Consolidated Statements of Stockholders' Equity
### For the Three Months Ended March, 31 2025 and 2024
***(unaudited)***

| | Common Stock | Paid-In Capital | Accumulated Deficit | Non-Controlling Interest | Total |
|---|---|---|---|---|---|
| **Balance, December 31, 2024** | **$ 27,005** | **$ 31,811,567** | **$ (11,346,386)** | **$ 81,993,624** | **$ 102,485,810** |
| Net Income (Loss) | - | - | **$ (95,651)** | **$ (907,396)** | **$ (1,003,047)** |
| Common Stock Issued For Cash, Net of Issuance Costs | 114 | 154,223 | - | - | 154,337 |
| Shares/Units Redeemed For Cash | (149) | (195,505) | - | - | (195,654) |
| Shares (Units) Issued Through Dividend Reinvestment Program | 150 | 192,433 | - | 64,617 | 257,200 |
| Common Stock Issued as Settlement of Liabilities | 80 | 107,920 | - | - | 108,000 |
| Conversion of Common Stock / Units | 629 | 848,314 | - | (848,943) | - |
| Distributions | 0 | - | (479,946) | (2,089,841) | (2,569,788) |
| **Balance, March 31, 2025** | **$ 27,830** | **$ 32,918,952** | **$ (11,921,983)** | **$ 78,212,060** | **$ 99,236,858** |

| | Common Stock | Paid-In Capital | Accumulated Deficit | Non-Controlling Interest | Total |
|---|---|---|---|---|---|
| **Balance, December 31, 2023** | **$ 25,614** | **$ 29,956,646** | **$ (8,819,732)** | **$ 76,697,498** | **$ 97,860,026** |
| Net Income (Loss) | - | - | (523,464) | (2,580,546) | (3,104,010) |
| Common Stock Issued For Cash, Net of Issuance Costs | - | - | - | - | - |
| Common Stock Redeemed For Cash | (301) | (430,423) | - | (564,777) | (995,501) |
| Shares (Units) Issued Through Dividend Reinvestment Program | 122 | 171,469 | - | 59,360 | 230,951 |
| Common Stock Issued as Settlement of Liabilities | 525 | 771,542 | - | - | 772,067 |
| Preferred Partnership Units Issued for Property Acquisitions | - | - | - | 10,557,135 | 10,557,135 |
| Equity Investment by Non-Controlling Interest | - | - | - | 398,438 | 398,438 |
| Distributions | - | - | (459,674) | (1,738,779) | (2,198,453) |
| **Balance, March 31, 2024** | **$ 25,960** | **$ 30,469,234** | **$ (9,802,870)** | **$ 82,828,329** | **$ 103,520,653** |

# SR Realty Trust, Inc. and Subsidiaries
## Notes to Condensed Consolidated Financial Statements
***(unaudited)***

**Note 1 - Basis of Presentation**

The accompanying consolidated financial statements of SR Realty Trust, Inc. and Subsidiaries ("the Company") should be read in conjunction with the consolidated financial statements and notes thereto for the year ended December 31, 2024. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) have been omitted from this report.

The results for the interim periods shown in this report are not necessarily indicative of future financial results. The accompanying consolidated balance sheet as of March 31, 2025 and consolidated statements of operations, stockholders’ equity, and cash flows for the three months ended March 31, 2025 have not been audited by the Company's independent auditor. In the opinion of management, the accompanying unaudited condensed consolidated financial statements include all adjustments necessary to present fairly its condensed consolidated financial statements as of and for the three months ended March 31, 2025. These adjustments are of a normal recurring nature.

**Note 2 - Sale of Property Interest**

In a first quarter 2025 transaction, the Company sold a portion of its investment in SRRT Fire Station DST, which owns a commercial building in St. Paul, MN, for $120,000 in cash. After the sale, the Company owned 0.01% of the DST.

In three separate first quarter 2025 transactions, the Company sold a portion of its investment in SRRT Shakopee DST, which owns a single-tenant retail building in Shakopee, MN, for a total of $710,000 in cash. After the sale, the Company owned 0.01% of the DST.

In four separate first quarter 2025 transactions, the Company sold a portion of its investment in SRRT 4200 Industrial DST, which owns a single-tenant retail building in Omaha, NE, for a total of $3.0 million in cash. After the sale, the Company owned 6% of the DST.

**Note 3 - Notes Payable and Line of Credit**

In January 2025, the Company refinanced the mortgage note payable on a residential property in White Bear Lake, MN, replacing it with a new mortagae note payable in the original amount of $24,755,000. The note requires interest only payments through February 2032. The note is collateralized by a mortgage on the property and bears interest at 5.375%.

The Company has a line of credit facility under which it may borrow up to $25 million until July 30, 2025. The line of credit matures on that date, at which time the Company anticipates the line will be renewed under similar terms. The balance at the end of the quarter was $17.5 million.