RTA AMERICA, INC.

CONSOLIDATED FINANCIAL STATEMENTS

AND

INDEPENDENT ACCOUNTANT'S REVIEW REPORT

For the Years Ended

December 31, 2025 and 2024

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INDEPENDENT ACCOUNTANT'S REVIEW REPORT

To the Board of Directors and Management of
RTA America, Inc.
Houston, TX

We have reviewed the accompanying consolidated financial statements of RTA America, Inc (the "Company"), which comprise the consolidated balance sheets as of December 31, 2025 and 2024, and the related consolidated statements of operations, and changes in equity for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Accountant's Responsibility

Our responsibility is to conduct the review engagement in accordance with Statements on Standards for Accounting and Review Services ("SSARS") promulgated by the Accounting and Review Services Committee of the American Institute of Certified Public Accountants ("AICPA"). Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with GAAP. We believe that the results of our procedures provide a reasonable basis for our conclusion.

We are required to be independent of the Company and to meet our other ethical responsibilities in accordance with the relevant ethical requirements related to our review.

A review includes primarily applying analytical procedures to management's financial data and making inquiries of Company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Accountant's Conclusion

Based on our review, we are not aware of any material modifications that should be made to the accompanying consolidated financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

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Anita Kutlesa

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Los Gatos, California

Date: June 4, 2026

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CONSOLIDATED FINANCIAL STATEMENTS

RTA AMERICA, INC.

CONSOLIDATED BALANCE SHEET

December 31, 2025 and 2024

	YE2025 TOTAL	YE2024 TOTAL
ASSETS		
Current Assets		
Total Checking/Savings	$ 411,630	$ 23,099
Total Other Current Assets	$ 2,333,082	$ 1,135,285
Total Current Assets	$ 2,744,712	$ 1,158,385
Total Fixed Assets	$ 4,584,231	$ 6,086,574
Total Other Assets	$ 10,930,905	$ 21,715,013
TOTAL ASSETS	**$ 18,259,848**	**$ 28,959,971**
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Total Accounts Payable	$ 1,405,633	$ 1,766,606
Total Credit Cards	$ 55,185	$ 131,487
Total Other Current Liabilities	$ 2,103,304	$ 1,271,008
Total Current Liabilities	$ 3,564,121	$ 3,169,101
Total Long Term Liabilities	$ 2,436,794	$ 5,601,422
TOTAL LIABILITIES	**$ 6,000,915**	**$ 8,770,523**
Equity		
31000 · Stock	$ 1,128	$ 1,128
32000 · APIC	$ 18,935,978	$ 24,571,978
34000 · Owners Equity	$ 100,000	$ 100,000
39098 · Retained Earnings	$ (4,373,811)	$ (3,730,211)
39099 · Adjustment to Retained Earnings	$ (106,696)	$ (106,696)
Net Income	$ (2,297,667)	$ (646,750)
TOTAL EQUITY	**$ 12,258,933**	**$ 20,189,449**
TOTAL LIABILITIES & EQUITY	**$ 18,259,848**	**$ 28,959,971**

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RTA AMERICA, INC.

CONSOLIDATED STATEMENT OF OPERATIONS

Years Ended December 31, 2025 and 2024

	YE2025 TOTAL	YE2024 TOTAL
Ordinary Income/Expense		
Total Income	$ 9,359,422	$ 11,179,995
Total COGS	$ 3,840,918	$ 4,277,083
Gross Profit	**$ 5,518,503**	**$ 6,902,911**
Expense		
60000 · Technical Support	$ 2,368,178	$ 2,654,042
61000 · Sales and Marketing	$ 577,165	$ 662,424
62000 · Office Svcs Support	$ 1,195,990	$ 1,225,922
63000 · General and Admin Svcs	$ 1,905,616	$ 1,696,113
69080 · Depreciation	$ 740,618	$ 679,949
69090 · Interest (Income/Expense)	$ 880,399	$ 627,271
69099 · Other Expenses	$ (9,591)	$ 25,769
89999 · Open Items	$ 2,756	$ -
69088 · Bad Debt Expense	$ 16,376	$ -
69087 · Other Expense	$ -	$ (48,225)
Total Expense	$ 7,677,507	$ 7,523,266
Net Ordinary Income	**$ (2,159,004)**	**$ (620,355)**
Other Income/Expense		
Total Other Income	$ (127,601)	$ -
Total Other Expense	$ 11,062	$ 26,395
Net Other Income	**$ (138,663)**	**$ (26,395)**
Net Income	**$ (2,297,667)**	**$ (646,750)**

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RTA AMERICA, INC.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year Ended December 31, 2025

Description		Amount
Total Equity, December 31, 2024	$	20,189,449
Net Loss	$	(2,297,667)
Equity Reclassifications and Adjustments Related to Business Dispositions	$	(5,632,849)
Total Equity, December 31, 2025	**$**	**12,258,933**

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – NATURE OF OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

RTA America, Inc. ("RTA" or the "Company") is a broadband telecommunications provider headquartered in Houston, Texas. The Company provides high-speed internet, voice, and related telecommunications services to residential and commercial customers, with a strategic focus on underserved and rural communities throughout the United States.

The Company's operations primarily consist of delivering broadband connectivity solutions through fiber and wireless network infrastructure designed to provide affordable high-speed internet access in rural markets. RTA markets its services under the "gigFAST INTERNET®" brand and offers broadband, voice, IPTV, VoIP, and related telecommunications services to customers in select service areas.

The Company's mission is focused on helping bridge the digital divide in rural America by expanding access to reliable broadband infrastructure and modern telecommunications services in underserved communities.

During 2025, the Company completed the sale of three operating business units. As a result, the Company's operations and consolidated structure changed significantly during the year. The accompanying consolidated financial statements reflect the operations and financial position of the remaining entities and operations as of December 31, 2025. Management continues to evaluate the impact of these transactions on the Company's future operations and organizational structure.

Basis of Accounting

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") on the accrual basis of accounting.

Under the accrual basis of accounting, revenues are recognized when earned and expenses are recognized when incurred, regardless of the timing of related cash receipts or disbursements.

The consolidated financial statements include the accounts of RTA America, Inc. and its wholly owned and majority-owned subsidiaries for the periods in which the Company maintained a controlling financial interest. All significant intercompany accounts and transactions have been eliminated in consolidation.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of RTA America, Inc . and its controlled subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

During 2025, the Company completed the sale of three operating business units. The consolidated financial statements include the operating results of those entities through their respective dates of disposition. The remaining balances and operations presented as of December 31, 2025 reflect the entities and operations retained by the Company subsequent to the dispositions.

Management evaluates the consolidated presentation and related disclosures based on ownership interests, control provisions, and the substance of the underlying transactions in accordance with GAAP.

Revenue Recognition

The Company recognizes revenue in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 606, Revenue from Contracts with Customers.

The Company generates revenue primarily from providing broadband internet, voice, telecommunications, and related connectivity services to residential and commercial customers. Revenue is recognized when control of the promised services is transferred to customers in an amount that reflects the consideration the Company expects to be entitled to in exchange for those services.

Service revenues are generally recognized over time as services are provided to customers pursuant to contractual service arrangements or monthly service agreements. Amounts billed in advance of services being provided are recorded as deferred revenue until the related services are performed.

The Company evaluates customer contracts to determine the appropriate timing and recognition of revenue, including the identification of performance obligations and the allocation of transaction prices to those obligations when applicable.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less when purchased to be cash equivalents. Cash and cash equivalents consist primarily of demand deposit accounts maintained with financial institutions. The Company maintains cash balances at various financial institutions which may, at times, exceed federally insured limits.

Accounts Receivable

Accounts receivable consists primarily of amounts due from customers for telecommunications, broadband internet, voice, and related services provided in the ordinary course of business. Accounts Receivable are stated at the amount management expects to collect from outstanding balances.

The Company periodically evaluates the collectability of outstanding receivables and records an allowance for doubtful accounts when deemed necessary based on historical experience, aging of receivables, customer-specific factors, and current economic conditions. Accounts deemed uncollectible are written off when collection efforts have been exhausted.

Property and Equipment

Property and equipment are stated at cost. Expenditures for major additions and improvements are capitalized, while expenditures for routine maintenance and repairs are charged to expense as incurred. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the accounts, and any resulting gain or loss is recognized in operations.

Depreciation

Depreciation is computed using the straight-line method over the estimated useful lives of the related assets. Estimated useful lives are as follows:

Asset Category	Useful Life
Tower Equipment	10 years
Fiber Equipment	10 years
Computer Equipment	3 years
Office Equipment	7 years
Furniture and Fixtures	10 years
Vehicles	5 years
Broadband Equipment	8 years
Buildings	15 years
Other Equipment	8 years

Land and construction in progress are not depreciated. Capitalized software in progress is not depreciated until placed into service.

Management periodically reviews the estimated useful lives and recoverability of long-lived assets and adjusts depreciation estimates prospectively when appropriate.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying disclosures. Significant estimates include, but are not limited to, the collectability of accounts receivable, useful lives of property and equipment, valuation of contingent consideration, accruals, and other obligations. Actual results could differ from those estimates.

Income Taxes

The Company accounts for income taxes in accordance with applicable accounting guidance for income taxes.

The Company recognizes the effect of uncertain tax positions only if those positions are more likely than not to be sustained upon examination by taxing authorities. Management is not aware of any material uncertain tax positions requiring recognition or disclosure as of December 31, 2025 and 2024.

No deferred tax assets, deferred tax liabilities, or valuation allowances were recorded as of December 31, 2025 or 2024. The Company has federal and state net operating loss carryforwards available to offset future taxable income, subject to applicable limitations.

NOTE 2 – BUSINESS DISPOSITIONS

Business Dispositions

The Company completed the following business disposition transactions during 2025:

Business Unit	Closing Date	Purchase Consideration
Southern Broadband and BOOTS Project	3-Oct-25	$2,250,000 ($1,950,000 at closing; $300,000 holdback)
Fusion Wholesale	13-Oct-25	$1,700,000 ($940,000 at closing; $760,000 future consideration)
Net3	17-Nov-25	$2,500,000 ($2,250,000 at closing; $250,000 holdback)

Net3

Effective November 17, 2025, the Company completed the sale of substantially all assets associated with its Net3 operations pursuant to an Asset Purchase Agreement. Total consideration under the transaction was $2,500,000, consisting of $2,250,000 received at closing and a $250,000 holdback subject to post-closing reconciliation procedures.

Following closing, the Company continued to provide certain transition support services, including customer billing administration, collection of customer receipts, payroll processing, and payment of certain operating expenses during the transition period. Amounts collected or paid on behalf of the purchaser were recorded and tracked through the post-closing reconciliation process.

As of December 31, 2025, the Company was continuing to reconcile transition-period collections, payroll costs, vendor payments, and other settlement items with the purchaser. There are no additional contingent payments or future consideration associated with the transaction.

The accompanying consolidated financial statements include the operating results of Net3 through the date of disposition.

Fusion Wholesale

Effective October 13, 2025, the Company completed the sale of substantially all assets associated with its Fusion Wholesale operations pursuant to an Asset Purchase Agreement. Total contractual consideration under the transaction was $1,700,000, consisting of an initial payment of $940,000 and an additional payment of $760,000 due within twelve months of the closing date.

Following closing, the Company and purchaser continued certain transition activities, including the collection of customer receipts and settlement of operating costs during the transition period. These activities were subject to post-closing reconciliation procedures between the parties.

In addition to the stated purchase price, the agreement provides for contingent future payments based on specified performance criteria. Management has not recognized any amounts related to these contingent payments as of December 31, 2025 because the achievement and amount of such payments had not yet been determined.

The accompanying consolidated financial statements include the operating results of Fusion Wholesale through the date of disposition.

Southern Broadband and BOOTS Project

Effective October 3, 2025, the Company completed the sale of substantially all assets associated with its Southern Broadband operations and the related BOOTS broadband infrastructure project pursuant to an Asset Purchase Agreement. Total contractual consideration under the transaction was $2,250,000, consisting of $1,950,000 received at closing and a $300,000 holdback subject to post-closing reconciliation procedures.

In connection with the transaction, the purchaser agreed to reimburse certain historical project expenditures and fund specified project-related obligations associated with the BOOTS project. These reimbursements and project-related payments were separate from the stated purchase price and were associated with the transfer and continuation of the project.

As part of the transaction, certain project-related obligations, including the Company's Millennium loan, were satisfied in connection with the closing of the sale.

Following closing, the Company continued to provide certain transition services to the purchaser, including operational, billing, payroll, administrative, and other support activities pursuant to transition arrangements between the parties. The Company also continued to collect certain customer receipts and incur certain costs on behalf of the purchaser during the transition period. These activities remained subject to ongoing post-closing reconciliation procedures as of December 31, 2025.

The agreement also provides for potential additional contingent consideration based on the future performance of the BOOTS project. Such contingent payments may become payable during the 12- to 24-month period following closing. Management has not recognized any amounts related to this contingent consideration as of December 31, 2025 because the achievement and amount of such payments had not yet been determined.

The accompanying consolidated financial statements include the operating results of Smithville Communications and the BOOTS project through the date of disposition.

NOTE 3 – PROPERTY AND EQUIPMENT

Property and equipment consisted of the following as of December 31:

Property and Equipment		2025		2024
Tower Equipment	$	792,879	$	982,875
Fiber Equipment	$	1,952,288	$	2,469,718
Computer Equipment	$	19,234	$	34,135
Office Equipment	$	37,800	$	41,399
Land	$	-	$	51,235
Furniture and Fixtures	$	-	$	10,325
Vehicles	$	193,394	$	456,949
Broadband Equipment	$	1,443,174	$	1,843,117
Building	$	-	$	104,756
Other Equipment	$	747,043	$	795,500
Capitalized Software in Progress	$	240,000	$	240,000
Construction in Progress	$	1,218,392	$	1,219,703
Gross Property and Equipment	**$**	**6,644,204**	**$**	**8,249,712**
Less: Accumulated Depreciation	$	(2,060,789)	$	(2,227,056)
Property and Equipment, Net	**$**	**4,583,414**	**$**	**6,022,656**

NOTE 4 – NOTES PAYABLE AND LONG-TERM DEBT

The Company's debt obligations consist primarily of convertible notes, equipment financing arrangements, and other financing agreements used to support working capital requirements, network expansion, capital expenditures, and general corporate purposes.

Debt obligations outstanding as of December 31, 2025 and 2024 consisted of the following:

Description	2025	2024
Millenium Notes Payable	$0	$2,000,000
Catalyst Convertible Notes	$1,766,565	$3,143,000
Other Notes Payable	$922,355	$669,935
Total Notes Payable	**$2,688,920**	**$5,812,935**
Less: Current Portion	($252,126)	($211,513)
Long-Term Debt	**$2,436,794**	**$5,601,422**

Convertible Notes

The Company has outstanding convertible note obligations that bear interest at rates specified in the underlying agreements and may be convertible into equity securities upon the occurrence of certain events as defined in the applicable note agreements. As of December 31, 2025 and 2024, convertible notes payable totaled $1,766,565 and $3,143,000, respectively.

Millennium Loan

During 2025, the Company satisfied and extinguished its Millennium loan in connection with the disposition of the Southern Broadband and BOOTS Project operations. No balance related to this obligation remained outstanding as of December 31, 2025.

Other Notes Payable

Other notes payable consist primarily of equipment financing arrangements and other debt obligations used to finance network infrastructure, vehicles, equipment, and other operational assets. These obligations bear interest at various rates and mature at various dates through 2030.

NOTE 5 – COMMITMENTS

Operating Commitments

Management has represented that the Company does not have any material operating commitments requiring separate disclosure outside the ordinary course of business as of December 31, 2025.

Litigation

The Company is subject to claims, legal proceedings, and regulatory matters arising in the ordinary course of business. Management is not aware of any pending or threatened matters that would have a material effect on the Company's financial position, results of operations, or cash flows as of December 31, 2025.

NOTE 6 – CONCENTRATIONS AND CREDIT RISK

Cash Concentrations

The Company maintains cash balances at various financial institutions. At times, cash balances may exceed federally insured limits. Management monitors the financial condition of these institutions and believes the related credit risk to be minimal.

Customer Concentrations

Management has represented that no individual customer accounted for more than 10% of total revenue during the years ended December 31, 2025 and 2024, and no individual customer represented more than 10% of accounts receivable as of December 31, 2025 or 2024.

NOTE 7 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through June 4, 2026, the date the financial statements were available to be issued.

In January 2026, the Company was awarded approximately $18.4 million in Broadband Equity, Access, and Deployment ("BEAD") grant funding. The grant is intended to support the expansion of the Company's fiber broadband network infrastructure within its existing service territories and other qualifying service areas.

Management expects the grant-funded network expansion to significantly increase broadband coverage, subscriber growth opportunities, and future revenue generation. As of the date of these financial statements, no grant funds had been recognized in the accompanying financial statements.