

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2025

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 001-40771

GENERATION INCOME PROPERTIES, INC.

(Exact name of Registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

401 E. Jackson Street
Suite 3300

Tampa, FL

(Address of principal executive offices)

47-4427295
(I.R.S. employer
identification no.)

33602

(Zip code)

Registrant's telephone number, including area code: 813-448-1234

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading symbol	Name of each exchange on which registered
Common Stock par value \$0.01 per share	GIPR	The Nasdaq Stock Market LLC
Warrants to purchase Common Stock	GIPRW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.:

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The registrant had 5,443,188 shares of Common Stock, par value \$0.01 per share, outstanding as of August 9, 2025.

GENERATION INCOME PROPERTIES, INC.

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PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements

Generation Income Properties, Inc Consolidated Balance Sheets

	As of June 30, 2025 (unaudited)	As of December 31, 2024
Assets		
Investments in real estate		
Land	\$ 23,998,591	\$ 23,288,811
Building and site improvements	70,929,505	67,647,250
Acquired tenant improvements	2,550,388	2,384,076
Acquired lease intangible assets	11,140,166	10,504,740
Less: accumulated depreciation and amortization	(14,119,815)	(12,462,091)
Net real estate investments	\$ 94,498,835	\$ 91,362,786
Cash and cash equivalents	356,130	612,939
Restricted cash	34,500	34,500
Deferred rent asset	361,207	331,837
Prepaid expenses	400,474	140,528
Accounts receivable	37,175	48,118
Escrow deposits and other assets	588,290	1,233,123
Held for sale assets	2,657,414	6,732,001
Right-of-use asset, net	6,028,253	6,067,958
Total Assets	\$ 104,962,278	\$ 106,563,790
Liabilities and Equity		
Liabilities		
Accounts payable	\$ 416,097	\$ 171,262
Accrued expenses	1,347,395	1,127,896
Accrued expense - related party	877,970	683,347
Acquired lease intangible liabilities, net	1,485,894	1,036,274
Insurance payable	306,409	40,835
Deferred rent liability	178,953	176,017
Lease liability, net	6,490,164	6,464,901
Loan payable - related party	7,574,870	5,500,000
Mortgage loans, net of unamortized debt discount of \$1,261,954 and \$1,103,336 at June 30, 2025 and December 31, 2024, respectively, and debt issuance costs	54,787,093	58,340,234
Derivative liabilities	531,927	169,685
Total liabilities	\$ 73,996,772	\$ 73,710,451
Redeemable Non-Controlling Interests	31,931,200	26,664,545
Stockholders' (Deficit) Equity		
Common stock, \$0.01 par value, 100,000,000 shares authorized; 5,443,188 shares issued and outstanding at June 30, 2025 and December 31, 2024.	54,431	54,431
Additional paid-in capital	29,019,047	29,019,047
Accumulated deficit	(30,432,033)	(23,277,545)
Total Generation Income Properties, Inc. Stockholders' (Deficit) Equity	\$ (1,358,555)	\$ 5,795,933
Non-Controlling Interest	\$ 392,861	\$ 392,861
Total equity	\$ (965,694)	\$ 6,188,794
Total Liabilities and Equity	\$ 104,962,278	\$ 106,563,790

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

Generation Income Properties, Inc
Consolidated Statements of Operations
(unaudited)

	Three Months ended June 30,		Six Months ended June 30,	
	2025	2024	2025	2024
Revenue				
Rental income	\$ 2,421,905	\$ 2,248,382	\$ 4,793,202	\$ 4,523,112
Other income	10,365	10,853	20,663	169,296
Total revenue	\$ 2,432,270	\$ 2,259,235	\$ 4,813,865	\$ 4,692,408
Expenses				
General and administrative expense	552,893	604,656	1,058,271	1,054,453
Building expenses	703,118	683,627	1,339,343	1,338,294
Depreciation and amortization	1,264,581	1,180,232	2,557,342	2,406,837
Interest expense, net	2,084,751	1,023,140	3,267,018	2,043,881
Compensation costs	199,942	238,191	440,687	520,206
Total expenses	\$ 4,805,285	\$ 3,729,846	\$ 8,662,661	\$ 7,363,671
Operating loss	(2,373,015)	(1,470,611)	(3,848,796)	(2,671,263)
Other expense	-	-	(286)	-
(Loss) gain on derivative valuation	(122,326)	44,996	(415,825)	425,546
Dead deal expense	-	(35,873)	(27,894)	(35,873)
Loss on held for sale asset valuation	-	-	-	(1,058,994)
Loss on extinguishment of debt	(926,398)	-	(926,398)	-
Loss on sale of property	(44,782)	-	(44,782)	-
Net loss	<u>\$ (3,466,521)</u>	<u>\$ (1,461,488)</u>	<u>\$ (5,263,981)</u>	<u>\$ (3,340,584)</u>
Less: Net income attributable to non-controlling interests	956,107	800,234	1,890,506	1,746,358
Net loss attributable to Generation Income Properties, Inc.	<u>\$ (4,422,628)</u>	<u>\$ (2,261,722)</u>	<u>\$ (7,154,487)</u>	<u>\$ (5,086,942)</u>
Less: Preferred stock dividends	-	-	-	95,000
Net loss attributable to common shareholders	<u>\$ (4,422,628)</u>	<u>\$ (2,261,722)</u>	<u>\$ (7,154,487)</u>	<u>\$ (5,181,942)</u>
Total Weighted Average Shares of Common Stock				
Outstanding – Basic & Diluted	5,443,188	5,433,833	5,443,188	4,923,004
Basic & Diluted Loss Per Share Attributable to Common Stockholders				
	\$ (0.81)	\$ (0.42)	\$ (1.31)	\$ (1.05)

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

Generation Income Properties Inc
Consolidated Statements of Changes in Equity, Redeemable Preferred Stock, and Redeemable Non-Controlling Interests
(unaudited)

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Accumulate d Deficit	Stockholder s' Equity	Non- Controlling Interests	Total Equity	Redeemable Preferred Stock	Redeemable Non- Controlling Interests
Balance, December 31, 2023	2,620,707	\$ 26,207	\$ 18,472,049	\$ (14,833,058)	\$ 3,665,198	\$ 406,131	\$ 4,071,329	\$ 11,637,616	\$ 18,812,423
Restricted stock compensation	-	-	94,935	-	94,935	-	94,935	-	-
Stock issuance costs	-	-	(61,938)	-	(61,938)	-	(61,938)	-	-
Cashless exercise of warrants	4,551	46	(46)	-	-	-	-	-	-
Conversion of preferred stock to Common stock	2,794,597	27,946	11,609,670	-	11,637,616	-	11,637,616	(11,637,616)	-
Distribution on Non-Controlling Interests	-	-	-	-	-	(2,844)	(2,844)	-	(267,833)
Dividends on preferred stock	-	-	-	-	-	-	-	(95,000)	-
Dividends paid on common stock	-	-	(525,106)	-	(525,106)	-	(525,106)	-	-
Net (loss) income for the period	-	-	-	(2,920,220)	(2,920,220)	(7,582)	(2,927,802)	95,000	953,706
Balance, March 31, 2024	5,419,855	\$ 54,199	\$ 29,589,564	\$ (17,753,278)	\$ 11,890,485	\$ 395,705	\$ 12,286,190	\$ -	\$ 19,498,296
Restricted stock compensation	-	-	94,935	-	94,935	-	94,935	-	-
Stock issuance costs	-	-	(15,450)	-	(15,450)	-	(15,450)	-	-
Cashless exercise of warrants	3,333	33	(33)	-	-	-	-	-	-
Issuance of Redeemable Non-Controlling Interests	-	-	-	-	-	-	-	-	2,500,000
Distribution on Non-Controlling Interests	-	-	-	-	-	(2,844)	(2,844)	-	(271,090)
Dividends paid on common stock	-	-	(634,407)	-	(634,407)	-	(634,407)	-	-
Net (loss) income for the period	-	-	-	(2,261,722)	(2,261,722)	-	(2,261,722)	-	800,234
Balance, June 30, 2024	5,423,188	54,232	29,034,609	(20,015,000)	9,073,841	392,861	9,466,702	\$ -	22,527,440
Balance, December 31, 2024	5,443,188	54,431	29,019,047	(23,277,545)	5,795,933	392,861	6,188,794	\$ -	26,664,545
Issuance of Redeemable Non-Controlling Interests	-	-	-	-	-	-	-	-	4,209,154
Distribution on Non-Controlling Interests	-	-	-	-	-	-	-	-	(405,648)
Net (loss) income for the period	-	-	-	(2,731,859)	(2,731,859)	-	(2,731,859)	-	934,399
Balance, March 31, 2025	5,443,188	54,431	29,019,047	(26,009,404)	3,064,074	392,861	3,456,935	\$ -	31,402,450
Issuance of Redeemable Non-Controlling Interests	-	-	-	-	-	-	-	-	-
Dividends paid on common stock	-	-	-	-	-	-	-	-	(427,358)
Net (loss) income for the period	-	-	-	(4,422,628)	(4,422,628)	-	(4,422,628)	-	956,108
Balance, June 30, 2025	5,443,188	54,431	29,019,047	(30,432,032)	(1,358,554)	392,861	(965,693)	\$ -	31,931,200

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

Generation Income Properties, Inc
Consolidated Statements of Cash Flows
(unaudited)

	Six Months Ended June 30,	
	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (5,263,981)	\$ (3,340,584)
Adjustments to reconcile net loss to cash (used in) provided by operating activities		
Depreciation of building and site improvements	1,630,737	1,501,860
Amortization of acquired tenant improvements	191,423	161,247
Amortization of in-place leases	735,182	743,731
Amortization of above-market leases	203,541	203,542
Amortization of below-market leases	(87,780)	(67,604)
Amortization of above-market ground lease	(366)	(366)
Amortization of debt issuance costs	88,637	95,560
Amortization of debt discount	58,685	-
Restricted stock unit compensation	-	189,870
Non-cash ground lease expense	39,705	30,834
Dead deal expense	27,894	35,873
Loss (gain) on derivative valuation	415,825	(425,546)
Loss on held for sale asset valuation	-	1,058,994
Loss on extinguishment of debt	926,398	-
Loss on sale of property	44,782	-
Changes in operating assets and liabilities		
Accounts receivable	(16,614)	(25,668)
Escrow and other assets	485,195	(274,806)
Deferred rent asset	(29,370)	713,396
Prepaid expenses	(750,253)	(263,263)
Prepaid guaranty fees - related party	-	(96,360)
Accounts payable	244,835	191,205
Accrued expenses	283,500	(148,670)
Accrued expenses - related party	223,993	-
Lease liability	25,263	24,134
Deferred rent liability	2,936	(80,774)
Net cash (used in) provided by operating activities	(519,833)	226,605
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sale of land, buildings, other tangible and intangible assets	10,333,595	-
Net cash provided by investing activities	10,333,595	-
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of redeemable non-controlling interests	-	2,500,000
Proceeds of issuance on loan payable - related party	1,610,000	-
Repayment of other payable - related party	-	(904,920)
Mortgage loan borrowings	750,000	-
Mortgage loan repayments	(11,150,060)	(639,599)
Debt extinguishment costs	(640,180)	-
Equity issuance costs	-	(77,421)
Debt issuance costs	(72,900)	-
Insurance financing borrowings	380,315	400,889
Insurance financing repayments	(114,741)	(175,674)
Distribution on non-controlling interests	(833,005)	(544,611)
Dividends paid on preferred stock	-	(190,000)
Dividends paid on common stock	-	(1,159,481)
Net cash used in financing activities	(10,070,571)	(790,817)
Net decrease in cash and cash equivalents	(256,809)	(564,212)
Cash and cash equivalents and restricted cash - beginning of period	647,439	3,151,946
Cash and cash equivalents and restricted cash - end of period	<u>\$ 390,630</u>	<u>\$ 2,587,734</u>
CASH TRANSACTIONS		
Interest paid	\$ 3,378,842	\$ 1,252,317
NON-CASH TRANSACTIONS		
Assumption of loans in connection with property acquisitions	\$ 7,023,895	\$ -
Issuance of Series B-2 Preferred Units in connection with property acquisitions	\$ 4,209,153	\$ -
Conversion of Preferred Stock into Common Stock	\$ -	\$ 11,637,616

Stock issued for cashless exercise of Investor Warrants	\$	-	\$	79
Deferred distribution on redeemable non-controlling interests	\$	-	\$	1,400,835

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

GENERATION INCOME PROPERTIES, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Note 1 – Nature of Operations

Generation Income Properties, Inc. (the “Company”) was formed as a Maryland corporation on September 19, 2015. The Company is an internally managed real estate investment company focused on acquiring and managing income-producing retail, office and industrial properties net leased to high quality tenants in major markets throughout the United States.

The Company formed Generation Income Properties L.P. (the “Operating Partnership”) in October 2015. Substantially all of the Company’s assets are held by, and operations are conducted through, the Operating Partnership or its direct or indirect subsidiaries. The Company is the general partner of the Operating Partnership and as of June 30, 2025 owned 99.6% of the outstanding common units of the Operating Partnership. The Company formed a Maryland entity GIP REIT OP Limited LLC in 2018 that owns 0.001% of the Operating Partnership.

The Company places each property in a separate entity which may have a Redeemable Non-Controlling interest as a member.

As of June 30, 2025, the Company, the Operating Partnership, and their controlled subsidiaries on a consolidated basis owned 28 properties.

Management’s Liquidity Plans and Going Concern

On August 27, 2014, FASB issued ASU 2014-05, Disclosure of Uncertainties about an Entity’s ability to Continue as a Going Concern, which requires management to assess a company’s ability to continue as a going concern within one year from financial statement issuance and to provide related footnote disclosures in certain circumstances. In accordance with ASU 2014-05, management’s analysis can only include the potential mitigating impact of management’s plans that have not been fully implemented as of the issuance date if (a) it is probable that management’s plans will be effectively implemented on a timely basis, and (b) it is probable that the plans, when implemented, will alleviate the relevant conditions or events that raise substantial doubt about the Company’s ability to continue as a going concern. The accompanying Consolidated Financial Statements are prepared in accordance with U.S. GAAP applicable to a going concern. This presentation contemplates the realization of assets and the satisfaction of liabilities in the normal course of business and does not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might result from the outcome of the uncertainties described below.

For the six months ended June 30, 2025, the Company used operating cash flows of \$519,833 and had cash on hand of \$390,630 as of June 30, 2025. As a result of our recurring losses, our projected cash requirement to cover operating needs, and our current liquidity, management's plans have comprised refinancing and extending terms for preferred equity and loans and optimizing portfolio assets and divesting where property performance has not met management objectives or where market conditions provide favorable opportunities. The Company's ability to continue as a going concern has been dependent upon implementing and executing management's plan.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation

The information furnished reflects all adjustments, consisting only of normal recurring items which are, in the opinion of management, necessary in order to make the financial statements not misleading. Certain information and footnote disclosures normally present in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) were omitted pursuant to such rules and regulations. These financial statements should be read in conjunction with the audited financial statements and footnotes included in the Company’s Annual Report on Form 10-K filed with the SEC on March 28, 2025. The results for the three and six months ended June 30, 2025 are not necessarily indicative of the results to be expected for the year ending December 31, 2025.

The preparation of the consolidated financial statements is in conformity with U.S. GAAP. The Company adopted the calendar year as its basis of reporting. Certain immaterial prior year amounts have been reclassified for consistency with the current period presentation.

Consolidation

The accompanying consolidated financial statements include the accounts of Generation Income Properties, Inc. and the Operating Partnership and all of the direct and indirect wholly owned subsidiaries of the Operating Partnership and the Company's subsidiaries. All significant inter-company balances and transactions have been eliminated in the consolidated financial statements.

The consolidated financial statements include the accounts of all entities in which the Company has a controlling interest. The ownership interests of other investors in these entities are recorded as non-controlling interests or redeemable non-controlling interest. Non-controlling interests are adjusted each period for additional contributions, distributions, and the allocation of net income or loss attributable to the non-controlling interests. Investments in entities for which the Company has the ability to exercise significant influence over, but does not have financial or operating control, are accounted for using the equity method of accounting. Accordingly, the Company's share of the earnings (or losses) of these entities are included in consolidated net income or loss.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of commitments and contingent assets and liabilities, at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. It is possible that the estimates and assumptions that have been utilized in the preparation of the consolidated financial statements could change significantly if economic conditions were to weaken.

Cash

The Company considers all demand deposits, cashier's checks and money market accounts to be cash equivalents. Amounts included in restricted cash represent funds owned by the Company related to tenant escrow reimbursements and immediate capital repair reserve. The following table provides a reconciliation of the Company's cash and cash equivalents and restricted cash that sums to the total of those amounts at the end of the periods presented on the Company's accompanying Consolidated Statements of Cash Flows:

	As of June 30, 2025		As of June 30, 2024	
Cash and cash equivalents	\$	356,130	\$	2,553,234
Restricted cash		34,500		34,500
Cash and cash equivalents and restricted cash	\$	<u>390,630</u>	\$	<u>2,587,734</u>

Revenue Recognition

The Company leases real estate to its tenants under long-term net leases which the Company accounts for as operating leases. Those leases that have fixed and determinable rent increases are recognized on a straight-line basis over the lease term. Deferred rent liability includes \$199,378 and \$196,442 of prepaid rent as of June 30, 2025 and December 31, 2024, respectively.

The Company reviews the collectability of charges under its tenant operating leases on a regular basis, taking into consideration changes in factors such as the tenant's payment history, the financial condition of the tenant, business conditions in the industry in which the tenant operates, and economic conditions in the area where the property is located. In the event that uncollectibility exists with respect to any tenant changes, the Company would record an allowance with a corresponding reduction to Rental income. The Company's review of collectability of charges under its operating leases includes any accrued rental revenues related to the straight-line rents. There were no allowances for receivables recorded during three and six months ended June 30, 2025 or 2024.

The Company's leases provide for reimbursement from tenants for common area maintenance ("CAM"), insurance, real estate taxes and other operating expenses ("recoverable costs"). A portion of our 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 often recognizes above- and below-market lease intangibles in connection with acquisitions of real estate. The capitalized above- and below-market lease intangibles are amortized to rental income over the remaining term of the related leases.

Stock-Based Compensation

The Company records all equity-based incentive grants to employees and non-employee members of the Company's Board of Directors in compensation costs based on their fair values on the date of grant. Stock-based compensation expense, net of forfeitures, is recognized on a straight-line basis over the requisite service period of the award, which is generally the vesting term of the outstanding equity awards.

Investments in Real Estate

Acquisitions of real estate are recorded at cost. The Company assigns the purchase price of real estate to tangible and intangible assets and liabilities based on fair value. Tangible assets consist of land, buildings, site improvements, and tenant improvements. Intangible assets and liabilities consist of the value of in-place leases and above- or below-market leases assumed with the acquisition. At the time of acquisition, the Company assesses whether the purchase of the real estate falls within the definition of a business under Accounting Standards Codification ("ASC") 805, "Business Combinations," and to date has concluded that all asset transactions have been asset acquisitions. Therefore, each acquisition has been recorded at the purchase price whereas assets and liabilities, inclusive of closing costs, are allocated to land, building, site improvements, tenant improvements, and intangible assets and liabilities based upon their relative fair values at the date of acquisition.

The fair value of the in-place leases are estimated as the cost to replace the leases including loss of rent, commissions and legal fees. The in-place leases are amortized over the remaining term of the leases as amortization expense. The fair value of an above- or below-market lease is estimated as the present value of the difference between the contractual amount to be paid pursuant to the in-place lease and the estimated market lease rate expected over the remaining non-cancelable life of the lease at the date of acquisition. The capitalized above- or below-market lease values are amortized as a decrease or increase to rental income over the remaining term of the lease inclusive of the renewal option periods that are considered probable at acquisition.

Depreciation Expense

Real estate and related assets are stated net of accumulated depreciation. Renovations, replacements and other expenditures that improve or extend the life of assets are capitalized and depreciated over their estimated useful lives. Expenditures for ordinary maintenance and repairs are charged to expense as incurred. Depreciation is computed using the straight-line method over the

estimated useful life of the buildings, which are generally between 15 and 50 years, and site improvements, which are generally 5 to 9 years. Tenant improvements are amortized over the lease terms of the tenants, which is generally between 2 and 10 years, with two tenant improvements amortized over 27 years.

Lease Liabilities

The Company has a certain property within its portfolio that is on land subject to a ground lease with a third party, which is classified as an operating lease. Accordingly, the Company owns only a long-term leasehold in this property. The building and improvements constructed on the leased land are capitalized as investment in real estate and are depreciated over the shorter of the useful life of the improvements or the lease term.

Under ASC 842, "Leases," the Company recognizes a lease liability for its ground lease and corresponding right-of-use asset related to this same ground lease which is classified as an operating lease. A key input in estimating the lease liability and resulting right-of-use asset is establishing the discount rate in the lease, which since the rate implicit in the contract is not readily determinable, requires additional inputs for the longer-term ground lease, including mortgage market-based interest rates that correspond with the remaining term of the lease, the Company's credit spread, and the payment terms present in the lease. This discount rate is applied to the remaining unpaid minimum rental payments for the lease to measure the lease liability.

Impairments

The Company reviews investments in real estate and related lease intangibles for possible impairment when certain events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable through operations plus estimated disposition proceeds. Events or changes in circumstances that may occur include, but are not limited to, significant changes in real estate market conditions, estimated residual values, and an expectation to sell assets before the end of the previously estimated life. Impairments are measured to the extent the current book value exceeds the estimated fair value of the asset less disposition costs for any assets classified as held for sale. There were no impairments in the Company's investments in real estate during the six months ended June 30, 2025. An impairment loss of approximately \$1.06 million was recognized during the six months ended June 30, 2024 resulting from the reduction in the anticipated holding period of the property which was reclassified as held for sale in the three months ended March 31, 2024 and remained classified as held for sale as of June 30, 2024.

The valuation of impaired assets is determined using valuation techniques including discounted cash flow analysis, analysis of recent comparable sales transactions, and purchase offers received from third parties, which are Level 3 inputs. The Company may consider a single valuation technique or multiple valuation techniques, as appropriate, when estimating the fair value of its real estate. Estimating future cash flows is highly subjective and estimates can differ materially from actual results.

Real Estate Held for Sale

The Company generally considers assets to be held for sale when certain criteria have been met, and management believes it is probable that the disposition will occur within one year. Properties are held for sale for a period longer than one year if events or circumstances out of the Company's control occur that delay the sale and while management continues to be committed to the plan of sale and is performing actions necessary to respond to the conditions causing the delay the properties held for sale remain salable in their current condition. Assets that are classified as held for sale are recorded at the lower of their carrying amount or fair value, less cost to sell, and depreciation and amortization are no longer recognized. Held for sale properties are evaluated quarterly to ensure that properties continue to meet the held for sale criteria. If properties are required to be reclassified from held for sale to held for use due to changes to a plan of sale, they are recorded at the lower of fair value or the carrying amount before the property was classified as held for sale, adjusted for any depreciation and amortization expense that would have been recognized had the property been continuously classified as held and used. Properties that do not meet the held for sale criteria are accounted for as operating properties.

Subsequent to the reporting date, the Company executed a contract to sell the property at 3134 W 76th Street, Chicago, IL for \$3.1 million in July 2025. As such, the Company has reclassified the asset to held for sale assets net of costs of sales at a carrying value of approximately \$2.66 million. No impairment loss was recorded as of June 30, 2025.

Income Taxes

The Company elected to be taxed as a real estate investment trust ("REIT") under Section 856 through 860 of the Internal Revenue Code, commencing with our taxable year ending December 31, 2021. To continue to qualify as a REIT, the Company must meet certain organizational and operational requirements, including a requirement to distribute at least 90% of its taxable income to its stockholders. As a REIT, the Company generally will not be subject to federal corporate income tax on that portion of its taxable income that is currently distributed to stockholders. Accordingly, the only provision for federal income taxes in the accompanying

consolidated financial statements relates to the Company's consolidated taxable REIT subsidiary of which no income was generated during the three and six months ended June 30, 2025 and 2024.

The Company also recognizes liabilities for unrecognized tax benefits which are recognized if the weight of available evidence indicates that it is not more-likely-than-not that the positions will be sustained on examination, including resolution of the related processes, if any. As of each balance sheet date, unrecognized benefits are reassessed and adjusted if the Company's judgment changes as a result of new information. No liability for unrecognized tax benefits was recorded as of June 30, 2025 or 2024. At June 30, 2025, the Company's tax returns for the years 2021 forward remain subject to examination by the major tax jurisdictions under the statute of limitations.

Earnings per Share

In accordance with ASC 260, "Earnings Per Share," basic earnings (loss) per share ("EPS") is computed by dividing net loss attributable to the Company that is available to common stockholders by the weighted average number of common shares outstanding during the period, excluding the effects of any potentially dilutive securities. Diluted EPS gives effect to all dilutive potential of shares of common stock outstanding during the period including stock warrants, using the treasury stock method, and convertible debt, using the if-converted method. Diluted EPS excludes all potentially dilutive securities such as warrants and convertible membership units of the Operating Partnership ("GIP LP Units") if their effect is anti-dilutive. For the three and six months ended June 30, 2025 and 2024, all potentially dilutive securities were excluded because the effect was anti-dilutive.

Derivative Financial Instruments

Derivatives are recorded at fair value on the balance sheet as assets or liabilities. The valuation of derivative instruments requires us to make estimates and judgments that affect the fair value of the instruments. Fair values of our derivatives are estimated by pricing models that consider the forward yield curves and discount rates. Such amounts and the recognition of such amounts are subject to estimates that may change in the future.

Fair Value Measurements

Fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement is determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, the Company uses a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from independent sources (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the Company's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy). The three levels of inputs used to measure fair value are as follows:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access.
- Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 - Unobservable inputs for the asset or liability, which are typically based on the Company's own assumptions, as there is little, if any, related market activity. The Company also re-measures nonfinancial assets and nonfinancial liabilities, initially measured at fair value in a business combination or other new basis event, at fair value in subsequent periods if a re-measurement event occurs. See Derivative Financial Instruments in Note 10 for additional information on the Company's fair value measurements.

Note 3 – Acquired Lease Intangible Assets, net

In-place leases, net is comprised of the following:

	As of June 30, 2025	As of December 31, 2024
In-place leases	\$ 9,482,910	\$ 8,847,484
Accumulated amortization	(3,662,353)	(3,244,168)
In-place leases, net	<u>\$ 5,820,557</u>	<u>\$ 5,603,316</u>

The amortization for in-place leases for the three and six months ended June 30, 2025 and 2024 was \$370,998 and \$735,182 and 346,403 and 743,731, respectively. The future amortization for in-place leases, net for subsequent years ending December 31, is listed below:

	As of June 30, 2025
2025 (6 months remaining)	698,785
2026	1,313,035
2027	968,840
2028	780,889
2029	603,728
Thereafter	1,455,280
	<u>\$ 5,820,557</u>

Above-market leases, net is comprised of the following:

	As of June 30, 2025		As of December 31, 2024
Above-market leases	\$ 1,657,256	\$	1,657,256
Accumulated amortization	(780,409)		(576,867)
Above-market leases, net	<u>\$ 876,847</u>	\$	<u>1,080,389</u>

The amortization for above-market leases for the three and six months ended June 30, 2025 and 2024 was \$101,771 and \$203,542, and \$101,771 and \$203,542, respectively. The future amortization for above-market leases, net for subsequent years ending December 31, is listed below:

	As of June 30, 2025
2025 (6 months remaining)	203,542
2026	380,037
2027	161,539
2028	104,334
2029	19,666
Thereafter	7,729
	<u>\$ 876,847</u>

Note 4 – Acquired lease intangible liabilities, net

Acquired lease intangible liabilities, net is comprised of the following:

	As of June 30, 2025		As of December 31, 2024
Acquired lessor lease intangible liabilities	\$ 1,992,100	\$	1,468,695
Accumulated accretion to rental income	(548,992)		(475,573)
Acquired lessor lease intangible liabilities, net	<u>\$ 1,443,108</u>	\$	<u>993,122</u>
Acquired lessee lease intangible liabilities	\$ 45,207	\$	45,207
Accumulated amortization to offset building expenses	(2,421)		(2,057)
Acquired lessee lease intangible liabilities, net	<u>\$ 42,786</u>	\$	<u>43,150</u>

The amortization for acquired lessor lease intangible liabilities for the three and six months ended June 30, 2025 and 2024 was \$46,155 and \$87,781, and \$33,802 and \$67,604, respectively. The future amortization for acquired lessor lease intangible liabilities, net for subsequent years ending December 31 is listed below:

	As of June 30, 2025
2025 (6 months remaining)	\$ 90,929
2026	164,290
2027	158,548
2028	158,105
2029	105,688
Thereafter	765,548
	<u>\$ 1,443,108</u>

The amortization for acquired lessee lease intangible liabilities for the three and six months ended June 30, 2025 and 2024 was \$183 and \$366, respectively. The future amortization for acquired lessee lease intangible liabilities, net for subsequent years ending December 31 is listed below:

	As of June 30, 2025
2025 (6 months remaining)	\$ 366
2026	731
2027	731
2028	731
2029	731
Thereafter	39,496
	<u>\$ 42,786</u>

Note 5 – Leases

Lessor Accounting

All of the Company's leases are classified as operating leases. The Company's rental income is comprised of both fixed and variable income. Fixed and in-substance fixed lease income includes stated amounts per the lease contract, which are primarily related to base rent. Income for these amounts is recognized on a straight-line basis. The Company's leases also provide for reimbursement of recoverable costs. A portion of our operating cost reimbursement revenue is estimated each period and is recognized as rental income in the period the recoverable costs are incurred. Variable lease income includes the tenants' contractual obligations to reimburse the Company for their portion of recoverable costs incurred and index-based rent adjustments. The following table provides a disaggregation of lease income recognized as either fixed or variable lease income for the six months ended June 30, 2025 and 2024:

	2025	2024
Rental income		
Fixed and in-substance fixed lease income	\$ 4,440,824	\$ 3,891,804
Variable lease income	438,768	735,963
Other related lease income, net:		
Amortization of above- and below-market leases, net	(115,760)	(135,938)
Straight line rent, net	29,370	31,283
Total Rental income	<u>\$ 4,793,202</u>	<u>\$ 4,523,112</u>

For the six months ended June 30, 2025 and 2024, the following tenants each accounted for more than 10% of our rental revenue as indicated below:

	2025	2024
General Services Administration - Norfolk, VA, Manteo, NC & Vacaville, CA	16%	13%
Dollar General - multiple locations	13%	N/A
Pre-K - San Antonio, TX	10%	12%
Kohl's - Tucson, AZ	10%	11%
exp U.S. Services - Maitland, FL	10%	11%
PRA Holdings, Inc. - Norfolk, VA	N/A	10%

The following table presents future minimum rental cash payments due to the Company over the next five calendar years and thereafter as of December 31:

	As of June 30, 2025
2025 (6 months remaining)	\$ 4,402,074
2026	8,554,342
2027	6,866,687
2028	5,553,014
2029	4,360,830
Thereafter	21,749,093
	<u>\$ 51,486,040</u>

On February 6, 2025, the Company acquired three single-tenant retail properties from a single seller for an aggregate purchase price of approximately \$11.2 million. The portfolio includes a 4,108-square-foot property in Sanford, Florida leased to Zaxby's with annual base rent of approximately \$240,434; a 10,640-square-foot property in Cleveland, Tennessee leased to Dollar General with annual

base rent of approximately \$119,728; and a 19,097-square-foot property in Kernersville, North Carolina leased to Tractor Supply Co. with annual base rent of approximately \$303,000. Future minimum rent is reflected in the above table.

Lessee Accounting

The Company acquired one property on March 9, 2022 that is subject to a non-cancelable, long-term ground lease where a third party owns the underlying land and has leased the land to the Company. Accordingly, the Company owns only a long-term leasehold in this property. This ground lease expires in 2084 including those options the Company deems probable of exercising. The ground lease expense is recognized on a straight-line basis over the term of the lease, including management's estimate of expected option renewal periods. Operating lease expense was approximately \$93,762 and \$93,762 for the three months ended June 30, 2025 and 2024 and \$187,524 and \$187,524 for the six months ended June 30, 2025 and 2024, respectively. There are no variable lease expenses required to be paid by the Company as lessee per the lease terms. Cash paid for amounts included in the measurement of the lease liability, net was \$61,278 and \$61,278 for the three months ended June 30, 2025 and 2024, respectively, and \$122,556 and \$121,521 for the six months ended June 30, 2025 and 2024, respectively.

The following table summarizes the undiscounted future cash flows for subsequent years ending December 31 attributable to the lease liability as of June 30, 2025 and provides a reconciliation to the lease liability included in the accompanying Consolidated Balance Sheets as of June 30, 2025.

	As of June 30, 2025
2025 (6 months remaining)	122,556
2026	245,111
2027	245,111
2028	245,111
2029	257,839
Thereafter	21,317,695
Total undiscounted liability	\$ 22,433,423
Present value discount	(15,943,259)
Lease liability	\$ 6,490,164
Discount rate	4.58 %
Term Remaining	59 years

Note 6 – Non-Controlling Interests

Redeemable Non-Controlling Interests (Temporary Equity)

Operating Unit Holders

LMB Owenton I LLC

As part of the Company's acquisition of one property on January 14, 2022 for approximately \$2,264,000 in Tampa, FL, the Operating Partnership entered into a contribution agreement with LMB Owenton I LLC that resulted in the issuance of 110,957 GIP LP Units at \$10.00 per share for a total value of \$1,109,570. After 24 months, the contribution agreement allows for the investor to require the Operating Partnership to redeem, all or a portion of its units for either (i) the Redemption Amount (within the meaning of the Partnership Agreement), or (ii) until forty nine (49) months from date of closing, cash in an agreed-upon Value (within the meaning of the Partnership Agreement) of \$10.00 per share. As such, the Company has determined this equity should be classified as temporary equity at redemption value. On February 7, 2023, the Operating Partnership entered into a Unit Issuance Agreement and Amendment to Contribution and Subscription Agreement with LMB Owenton I LLC in which the Operating Partnership and LMB Owenton I LLC agreed to delay the Contributor's right to require the redemption of the Contributor's GIP LP Units in the Operating Partnership until after 36 months on January 14, 2025 and for a reduced redemption price of \$7.15 per GIP LP Unit. Such agreement was made in consideration of the issuance to LMB Owenton I LLC of an additional 44,228 GIP LP Units in the Operating Partnership, resulting in Contributor owning an aggregate of 155,185 GIP LP Units in the Operating Partnership at redemption value of \$1,109,570 as of June 30, 2025.

Norfolk, VA Partnership

As part of the Company's acquisition of two properties for approximately \$19,134,400 on September 30, 2019 in Norfolk, Virginia, the "Norfolk, Virginia properties", the Operating Partnership entered into contribution agreements with two entities (Greenwal, L.C. and Riverside Crossing, L.C.) that resulted in the issuance of 349,913 common units in the Operating Partnership at \$20.00 per share for a total value of \$6,998,251. Greenwal, L.C. and Riverside Crossing, L.C. have since been dissolved and the common units were then directly owned by the former members of the two entities. Beginning on the first anniversary of the closing, the contribution agreements

allowed for the two investors to require the Operating Partnership to redeem all or a portion of its units for either (i) the Redemption Amount (within the meaning of the Operating Partnership's Partnership Agreement), or (ii) until forty-nine (49) months from date of closing, cash in an agreed-upon Value (within the meaning of the Operating Partnership's Partnership Agreement) of \$20.00 per share, as set forth on the Notice of Redemption. As such, the Company has determined their equity should be classified as a temporary equity at redemption value. On March 21, 2022, the Company received notice from an Operating Partnership common unit holder to redeem 10,166 units at \$20.00 per unit for a total of \$203,326 and paid the unit holder on June 24, 2022. On April 25, 2022, the Company received notice from another Operating Partnership common unit holder to redeem 10,166 units at \$20 per unit for a total of \$203,326 and paid the unit holder on July 25, 2022. On July 20, 2022, the Company received a notice of redemption from an Operating Partnership common unit holder exercising his right to redeem 25,000 units at \$20 per unit and such notice further stated the unit holder's intent to redeem his remaining 180,615 units in the Operating Partnership before October 31, 2023. On August 9, 2022, the Company and Operating Partnership entered a Redemption Agreement with the unit holder providing for the revocation of his July 2022 redemption notice and providing that the his common units in the Operating Partnership would be redeemed by the Operating Partnership as follows: (i) on or before September 15, 2022, 16,250 of the units would be redeemed for an aggregate of \$325,000 in cash (which is \$20 per unit, as provided in the applicable Contribution Agreements) and 60,000 of the units would be redeemed in exchange for the issuance of 200,000 shares of the Company's common stock, and (ii) the remaining 129,365 units would be redeemed for \$20 per unit in cash in one tranche of 16,250 units on March 15, 2023 and five tranches of 22,623 units each on September 15, 2023, March 15, 2024, June 15, 2024, September 15, 2024, and December 15, 2024. As such, the Company recorded in other payable - related party in the amount of \$2,912,300 upon execution of the Redemption Agreement entered into August 9, 2022 and continue to pay unit distributions on current units outstanding. In accordance with the Redemption Agreement the Company has made payments of \$904,920 to date, reducing the current balance of the other payable - related party to \$2,007,380 as of June 30, 2024. Additionally, on September 12, 2022, the Company issued 200,000 shares of common stock at \$6.00 per share in accordance with the Redemption Agreement. On January 27, 2023, the remaining two partners from this original transaction redeemed a total of 123,965 units at \$20 per unit in the aggregate amount of \$2,479,299 and the Company funded the redemption obligations per the terms of the contribution agreement on February 9, 2023 using proceeds from new preferred equity agreements with Brown Family Enterprises, LLC. In the year ended December 31, 2023, we accrued approximately \$506,000 relating to the potential reimbursement of federal, state and local income taxes incurred by a remaining partner in one of our partnerships pursuant to tax protection agreement and is included in Accrued Expense - Related Party on the face of the balance sheet and the balance remained unchanged as of June 30, 2025.

JCWC Funding, LLC

On June 27, 2024, the Operating Partnership and an accredited investor entered into a Unit Purchase Agreement pursuant to which the Operating Partnership issued and sold to the investor 500,000 Series A Preferred Units at a price of \$5.00 per unit for an aggregate purchase price of two million five hundred thousand dollars (\$2,500,000) in cash. Under the terms of the Series A Preferred Units, the investor will be paid cumulative cash distributions in the amount of \$0.325 per Series A Preferred Unit per year, payable monthly in arrears, on or about the 15th day of each month. Each of the investor and the Operating Partnership will have the right to cause the Operating Partnership to redeem the Series A Preferred Units after two (2) years for cash in an amount equal to \$5.15 per Series A Preferred Unit plus any accrued but unpaid Series A Preferred Return, provided that the Operating Partnership may (with the prior written consent of the investor) cause the redemption price to be satisfied by the issuance of a number of shares of common stock of the Company equal to the number of Series A Preferred Units being redeemed multiplied by 1.03 plus any accrued but unpaid Series A Preferred Return. If the Operating Partnership fails to declare and pay the Series A Preferred Return for a period of three consecutive months, the investor may exercise the foregoing redemption right within the 30-day period following such failure.

Lloyd M. Bernstein

On February 6, 2025, the Operating Partnership entered into a Contribution and Subscription Agreement with LMB Lewiston, LLC, LMB Ft. Kent, LLC, and LMB Auburn Hills I, LLC (collectively, the "Contributed Entities") and their members. Pursuant to the agreement, the members of the Contributed Entities contributed 100% of their membership interests to the Operating Partnership in exchange for 698,465 newly issued Series B-2 Preferred Units at a price of \$6.00 per unit, valued in aggregate at approximately \$4.2 million. The Contributed Entities collectively own three single-tenant net lease retail properties leased to Zaxby's (Sanford, FL), Dollar General (Cleveland, TN), and Tractor Supply Co. (Kernersville, NC), with a combined gross asset value of \$11.2 million. In connection with the contribution, the Operating Partnership assumed outstanding debt totaling approximately \$7.0 million secured by the properties. The Preferred Units issued in the transaction carry a cumulative annual distribution of \$0.33 per unit, payable monthly in arrears. Beginning on the second anniversary of closing, the holders may elect to redeem their units for a "Redemption Amount" as defined in the Amended and Restated Agreement of Limited Partnership.

Preferred Equity Partners

Brown Family Trust and Brown Family Enterprises, LLC

As part of the Company's acquisition of a property for approximately \$1,737,800 in Manteo, NC, one of the Company's operating subsidiaries entered into a preferred equity agreement with Brown Family Trust on February 11, 2021 pursuant to which the Company's

subsidiary received a capital contribution of \$500,000. The Operating Partnership is the general manager of the subsidiary while Brown Family Trust is a preferred equity member. Pursuant to the agreement, the Company is required to pay the preferred equity member a 9% internal rate of return ("IRR") on a monthly basis. After 24 months, the Brown Family Trust has the right to redeem and the Operating Partnership has the right to call the preferred equity at redemption value. Because of the redemption right, the non-controlling interest was presented as temporary equity at redemption value. On August 10, 2023, the Company exercised its right to call the preferred equity at redemption value and redeemed the preferred equity upon payment of the original capital contribution plus accrued and deferred interest.

On February 8, 2023, the Operating Partnership entered into new Amended and Restated Limited Liability Company Agreements for the Norfolk, Virginia properties, GIPVA 2510 Walmer Ave, LLC ("GIPVA 2510") and GIPVA 130 Corporate Blvd, LLC ("GIPVA 130"), in which the Operating Partnership, as the sole member of GIPVA 2510 and GIPVA 130, admitted a new preferred member, Brown Family Enterprises, LLC, through the issuance of preferred membership interests in the form of Class A Preferred Units of GIPVA 2510 and GIPVA 130. GIPVA 2510 and GIPVA 130 (the "Virginia SPEs") hold the Company's Norfolk, Virginia properties. In addition, both of the Virginia SPEs and Brown Family Enterprises, LLC entered into Unit Purchase Agreements in which GIPVA 2510 issued and sold 180,000 Class A Preferred Units at a price of \$10.00 per unit for an aggregate price of \$1,800,000, and GIPVA 130 issued and sold 120,000 Class A Preferred Units at a price of \$10.00 per unit for an aggregate price of \$1,200,000. The Operating Partnership is the general manager of the subsidiary while Brown Family Enterprises, LLC is a preferred equity member. Pursuant to the agreement, the Company is required to pay the preferred equity member a 7% IRR paid on a monthly basis and will share in 16% of the equity in each of the Virginia SPEs upon a capital transaction resulting in distributable proceeds. Brown Family Enterprises, LLC has the right to redeem the preferred equity at redemption value. On July 25, 2024, we entered into First Amendments to the Second Amended and Restated Limited Liability Company Agreements, dated as of February 8, 2023, for each of these entities revising the redemption date from February 8, 2025 to February 8, 2027. Because of the redemption right, the non-controlling interest is presented as temporary equity at an aggregated redemption value of \$3,000,000 as of June 30, 2025.

LC2-NNN Pref, LLC

In connection with the acquisition of the Modiv Portfolio, the Operating Partnership and LC2 entered into an Amended and Restated Limited Liability Company Agreement for GIP SPE (the "GIP SPE Operating Agreement") pursuant to which LC2 made a \$12.0 million initial capital contribution to GIP SPE, together with a commitment to make an additional \$2.1 million contribution upon the satisfactory completion of the acquisition of a tenant-in-common interest held by a third party in the Company's Rockford, Illinois property (the "LC2 Investment"). The Company completed the acquisition of such tenant-in-common interest on September 7, 2023, for a purchase price of \$1.3 million and LC2 made the additional \$2.1 million capital contribution on September 11, 2023. LC2 made the LC2 Investment in exchange for a preferred equity interest in GIP SPE (the "Preferred Interest"). The Preferred Interest has a cumulative accruing distribution preference of 15.5% per year, compounded monthly, a portion of which in the amount of 5% per annum (compounded monthly) is deemed to be the "current preferred return," and the remainder of which in the amount of 10.5% per annum (compounded monthly) is deemed to be the "accrued preferred return." The GIP SPE operating agreement provides that operating distributions by GIP SPE will be made first to LC2 to satisfy any accrued but unpaid current preferred return, with the balance being paid to the Operating Partnership, unless the "annualized debt yield" of GIP SPE is less than 10%, in which case the balance will be paid to LC2. For this purpose, "annualized debt yield" is calculated as the sum of senior debt and LC2 Investment divided by the trailing three-month annualized adjusted net operating income (as defined in the GIP SPE Operating Agreement) of GIP SPE. The GIP SPE Operating Agreement also provides that distributions from capital transactions will be paid first to LC2 to satisfy any accrued but unpaid preferred return, then to LC2 until the "Make-Whole Amount" (defined as the amount equal to 1.3 times the LC2 Investment) is reduced to zero, and then to the Operating Partnership.

The Preferred Interest is required to be redeemed in full by the Company on or before August 10, 2025 for a redemption amount equal to the greater of (i) the amount of the LC2 Investment plus the accrued preferred return, and (ii) the Make-Whole Amount. Upon a failure to timely redeem the Preferred Interest, the preferred return will accrue at an increased rate of 18% per annum, compounded monthly. The Company will have the right to extend the Mandatory Redemption Date for two consecutive 12-month extension periods, provided that (i) LC2 is paid an extension fee of 0.01% of the outstanding amount of the LC2 Investment for each such extension, (ii) the preferred return is increased from 15.5% to 18% of which the accrued preferred return is increased from 10.5% to 13%, (iii) the trailing 6-month annualized adjusted net operating income (as defined in the GIP SPE Operating Agreement) is in excess of \$5.0 million, (iv) GIP SPE and its subsidiaries' senior debt is extended through the end of the extension period, and there are no defaults under the GIP SPE Operating Agreement.

On August 7, 2025, the Company exercised its first 12-month extension option under the GIP SPE Operating Agreement, extending the Mandatory Redemption Date from August 10, 2025 to August 10, 2026. In connection with the extension, the Company paid LC2 an extension fee of \$141,000 (equal to 100 basis points of the outstanding LC2 Investment), increased the Preferred Equity Return from 15.5% to 18% per annum, and increased the Accrued Preferred Return from 10.5% to 13% per annum, while the Current Preferred Return remained at 5% per annum. The Company also confirmed that the trailing six-month annualized adjusted net operating income exceeded \$5.0 million, the senior loans had been extended through the end of the extension period, and there were no material breaches or defaults under the GIP SPE Operating Agreement.

Under the GIP SPE Operating Agreement, GIP SPE is also required to pay to Loci Capital, an affiliate of LC2, an equity fee of 1.5% of the LC2 Investment, with 1% having been paid upon the execution and delivery of the GIP SPE Operating Agreement and the 0.5% payable upon redemption of the LC2 Investment.

Due to the redemption right, the Preferred Interest is presented as temporary equity at redemption value of \$14,100,000 plus accrued but unpaid preferred interest of \$3,932,478 as of June 30, 2025.

Non-Controlling Interest (Permanent Equity)

As part of the Company's acquisition of one property on November 30, 2020 for \$1,847,700 in Tampa, FL, the Operating Partnership entered into a contribution agreement with GIP Fund 1, LLC that resulted in the issuance of 24,309 GIP LP Units in the Operating Partnership at \$20.00 per share for a total value of \$486,180. At the time of the acquisition, the Company's President owned 11% of GIP Fund 1. GIP Fund 1 has since been dissolved and the GIP Units are now directly owned by the former members of GIP Fund 1. After 12 months, the contribution agreement allows for the former members of GIP Fund 1 to require the Operating Partnership to redeem, all or a portion of its GIP LP Units for common stock of the Company. As such, the Company has determined their equity should be classified as a Non-controlling interest.

Following these transactions as of June 30, 2025, the Company owned 99.6% of the common units in the Operating Partnership and outside investors owned 0.4%. The following table reflects the Company's redeemable non-controlling interests and non-controlling interest during the three and six months ended June 30, 2025 and 2024:

	Brown Family Trust and Brown Family Enterprises, LLC	LMB Owenton I LLC	GIP LP (Former Greenwal, L.C. and Riverside Crossing, L.C. Members)	JCWC Funding, LLC	Lloyd M. Bernstein	LC2-NNN Pref, LLC	Total Redeemabl e Non- Controlling Interests	Non- Controlling Interests - Former GIP Fund 1 Members
						14,702,85	18,812,42	
Balance, December 31, 2023	\$ 3,000,000	\$ 1,109,570	\$ -	\$ -		\$ 3	\$ 3	\$ 406,131
Distribution on Non-Controlling Interests	(52,500)	(18,157)	(9,705)	-	-	(187,471)	(267,833)	(2,844)
Net income (loss) for the quarter	52,500	18,157	9,705	-	-	873,344	953,706	(7,582)
						15,388,72	19,498,29	
Balance, March 31, 2024	\$ 3,000,000	\$ 1,109,570	\$ -	\$ -		\$ 6	\$ 6	\$ 395,705
Issuance of Redeemable Non-Controlling Interests	-	-	-	2,500,000	-	-	2,500,000	-
Distribution on Non-Controlling Interests	(52,500)	(18,157)	(7,942)	-	-	(192,491)	(271,090)	(2,844)
Net income (loss) for the quarter	\$ 52,500	18,157	7,942	-	-	721,635	800,234	-
						15,917,87	22,527,44	
Balance, June 30, 2024	\$ 3,000,000	\$ 1,109,570	\$ -	\$ 2,500,000		\$ 0	\$ 0	\$ 392,861
						16,974,97	26,664,54	
Balance, December 31, 2024	\$ 3,000,000	\$ 1,109,570	\$ -	\$ 5,580,000		\$ 5	\$ 5	\$ 392,861
Issuance of Redeemable Non-Controlling Interests	-	-	-	-	4,209,154	-	4,209,154	-
Distribution on Non-Controlling Interests	(52,500)	(24,209)	-	(90,675)	(33,934)	(204,331)	(405,648)	-
Net income (loss) for the quarter	52,500	24,209	-	90,675	33,934	733,081	934,399	-
						17,503,72	31,402,45	
Balance, March 31, 2025	\$ 3,000,000	\$ 1,109,570	\$ -	\$ 5,580,000	\$ 4,209,154	\$ 5	\$ 0	\$ 392,861
Distribution on Non-Controlling Interests	(52,500)	(12,104)	-	(90,675)	\$ (57,623)	\$ (214,455)	(427,358)	-
Net income (loss) for the quarter	52,500	12,104	-	90,675	\$ 57,623	743,205	956,108	-
						18,032,47	31,931,20	
Balance, June 30, 2025	\$ 3,000,000	\$ 1,109,570	\$ -	\$ 5,580,000	\$ 4,209,154	\$ 5	\$ 0	\$ 392,861

Note 7 – Equity

Authorized Equity

The Company is authorized to issue up to 100,000,000 shares of common stock and 10,000,000 shares of preferred stock of which 2,400,000 were designated as Series A Preferred Stock. Holders of the Company's common stock are entitled to receive dividends when authorized by the Company's Board of Directors.

In January 2024, the Company redeemed all 2,400,000 shares of its Series A Preferred Stock from its preferred shareholders, Modiv and their affiliates, and exchanged them for 2,794,597 shares of common stock.

Issuance of Equity Securities

On November 13, 2020, the Company raised \$1,000,000 by issuing 50,000 Units with each Unit being comprised of one share of its Common Stock, and one warrant to purchase one share of its Common Stock. Each Unit was sold for a price of \$20.00 per Unit. The shares of the Company's Common Stock and warrants included in the Units, were offered together, but the securities included in the Units are issued separately. The warrants are exercisable at a price of \$20.00 per share of Common Stock, subject to adjustment in certain circumstances, and will expire seven years from the date of issuance.

In January 2024, the Company declared and paid final preferred stock dividends of \$95,000 to holders of its Series A Preferred Stock shares. In January 2024, the Company also paid another \$95,000 dividend on the Series A Preferred Stock declared in December 2023 and accrued as of December 31, 2023. On June 27, 2024, the Operating Partnership and an accredited investor entered into a Unit Purchase Agreement (the "June 2024 Unit Purchase Agreement") pursuant to which the Operating Partnership issued and sold to the investor 500,000 Series A Preferred Units at a price of \$5.00 per unit for an aggregate purchase price of \$2,500,000 in cash. Under the terms of the Series A Preferred Units, the investor will be paid cumulative cash distributions in the amount of \$0.325 per Series A Preferred Unit per year, payable monthly in arrears, on or about the 15th day of each month. Each of the investor and the Operating Partnership will have the right to cause the Operating Partnership to redeem the Series A Preferred Units after two (2) years for cash in an amount equal to \$5.15 per Series A Preferred Unit plus any accrued but unpaid Series A Preferred Return, provided that the Operating Partnership may (with the prior written consent of the investor) cause the redemption price to be satisfied by the issuance of a number of shares of common stock of the Company equal to the number of Series A Preferred Units being redeemed multiplied by 1.03 plus any accrued but unpaid Series A Preferred Return. If the Operating Partnership fails to declare and pay the Series A Preferred Return for a period of three consecutive months, the investor may exercise the foregoing redemption right within the 30-day period following such failure.

On July 24, 2024, the Operating Partnership of Generation Income Properties, Inc. (the "Company"), entered into a Fifth Amendment to the Amended and Restated Limited Partnership Agreement of the Operating Partnership (the "LPA Amendment"), pursuant to which the Company, as the general partner of the Operating Partnership, issued partnership interests to LMB Owenton I LLC ("Contributor") in the form of Series B-1 Preferred Units (the "Series B-1 Preferred Units").

Also on July 24, 2024, the Operating Partnership and the Contributor entered into a Contribution and Exchange Agreement (the "Contribution Agreement") pursuant to which the Contributor contributed 155,185 Common Units in exchange for 155,185 Series B-1 Preferred Units. If and when determined by the Company, as general partner of the Operating Partnership, in its sole discretion, holders of the Series B-1 Preferred Units will be paid cash distributions in the amount of \$0.117 per Series B-1 Preferred Unit per quarter, subject to prior payment of any preferred return on senior preferred units of the Operating Partnership. The Contributor will have the right to cause the Operating Partnership to redeem the Series B-1 Preferred Units after two (2) years for either (i) cash in an amount equal to \$7.15 per Series B-1 Preferred Unit or (ii) a number of shares of common stock of the Company equal to the number of Series B-1 Preferred Units being redeemed multiplied by 1.00, plus, in each case, an amount equal to all dividends accrued and unpaid thereon.

Warrants

Private Placement Warrants

On April 25, 2019, the Company raised \$1,000,000 by issuing 50,000 Units with each Unit being comprised of one share of its Common Stock and one warrant to purchase one share of its common stock. Each Unit was sold for a price of \$20.00 per Unit. The shares of the Company's common stock and warrants included in the Units, were offered together, but the securities included in the Units are issued separately. The warrants are exercisable at a price of \$20.00 per share of common stock, subject to adjustment in certain circumstances, and will expire seven years from the date of issuance.

On November 13, 2020, the Company raised \$1,000,000 by issuing 50,000 Units with each Unit being comprised of one share of its Common Stock and one warrant to purchase one share of its common stock. Each Unit was sold for a price of \$20.00 per Unit. The shares of the Company's common stock and warrants included in the Units, were offered together, but the securities included in the Units are issued separately. The warrants are exercisable at a price of \$20.00 per share of common stock, subject to adjustment in certain circumstances, and will expire seven years from the date of issuance.

Investor Warrants

The Investor Warrants may be exercised on a cashless basis if there is no effective registration statement available for the resale of the shares of common stock underlying such warrants. In addition, after 120 days after the Investor Warrants are issued, any Investor Warrant may be exercised on a cashless basis for 10% of the shares of Common Stock underlying the Investor Warrant if the volume-weighted average trading price of the Company's shares of Common Stock on Nasdaq is below the then effective exercise price of the Investor Warrant for 10 consecutive trading days.

Representative Warrants

In addition, the Company issued to Maxim Group LLC (or its designee) warrants to purchase an aggregate of 149,850 shares of common stock, which is equal to an aggregate of 9% of the number of shares of common stock sold in the Public Offering (the "Representative's Warrants"). The Representative's Warrants have an exercise price equal to \$12.50, may be exercised on a cashless basis and became exercisable six months following the closing date and until September 2, 2026.

The Company has 819,360 and 819,360 warrants outstanding and exercisable as of June 30, 2025 and June 30, 2024, respectively, as summarized below.

Issue Date	As of June 30, 2025
April 25, 2019 at an exercise price of \$20.00	50,000
November 13, 2020 at an exercise price of \$20.00	50,000
September 8, 2021 at an exercise price of \$10.00	404,510
September 8, 2021 at an exercise price of \$12.50	135,000
September 30, 2021 at an exercise price of \$10.00	165,000
September 30, 2021 at an exercise price of \$12.50	14,850
	<u>819,360</u>

	Warrants	Weighted Average Price	Weighted Average Remaining Life
As of December 31, 2024	819,360	\$ 11.61	2.5
Exercised	-	-	
As of June 30, 2025	<u>819,360</u>	<u>\$ 11.61</u>	<u>2.5</u>
Warrants exercisable	819,360	\$ 11.61	2.5

	Warrants	Weighted Average Price	Weighted Average Remaining Life
As of December 31, 2023	898,200	\$ 11.53	2.7
Exercised	(78,840)	10.00	
As of June 30, 2024	<u>819,360</u>	<u>\$ 11.61</u>	<u>2.5</u>
Warrants exercisable	819,360	\$ 11.61	2.5

There was no intrinsic value for the warrants as of June 30, 2025 or 2024.

Stock Compensation

Generation Income Properties, Inc. 2020 Omnibus Incentive Plan

In connection with the Public Offering, the Company's Board of Directors adopted and stockholders approved, the Generation Income Properties, Inc. 2020 Omnibus Incentive Plan (the "Omnibus Incentive Plan"), which became effective upon the completion of the Public Offering. The Omnibus Incentive Plan reserves 2.0 million shares of common stock for stock options, stock appreciation rights, performance shares, performance units, shares of common stock, restricted stock, restricted stock units, cash incentive awards, dividend equivalent units, or any other type of award permitted under the Omnibus Incentive Plan. As of June 30, 2025, 220,162 shares had been granted under the Omnibus Incentive Plan.

Restricted Common Shares issued to the Board and Employees

On January 6, 2022, the board granted 47,142 restricted shares to directors, officers and employees effective March 1, 2022 valued at \$7.00 per share that vest annually over 1 year. The vested share restrictions will be removed upon the first annual anniversary of the award. The 47,142 restricted shares were issued to the directors, officers and employees in March 2022. On April 12, 2022, the board

granted 357 restricted shares to a non-employee for chaplain services rendered effective April 16, 2022 valued at \$7.06 per share that vest over 1 year. The vested share restrictions will be removed upon the first annual anniversary of the award. The 357 restricted shares were issued in April 2022.

On December 8, 2022, the board approved grants of 98,593 restricted shares to directors, officers and employees effective March 1, 2023 valued at \$5.68 per share that vest annually over 3 years. The vested share restrictions will be removed upon vesting on each of the three annual anniversaries of the award. The 98,593 restricted shares were issued to the directors, officers and employees in March 2023.

In March 2024, the board approved grants of restricted stock to directors effective June 15, 2024, allowing an elective deferral of up to three years. All board members elected to defer restricted stock and dividend equivalents for the full three year period.

The following is a summary of restricted shares for the six months ended June 30, 2025 and 2024:

	2025	2024
Number of Shares Outstanding at beginning of period	61,322	91,516
Restricted Shares Issued	-	-
Restricted Shares Vested	-	(34,888)
Number of Shares Outstanding at end of period	<u>61,322</u>	<u>56,628</u>

On June 15, 2024, the Company issued restricted stock units with respect to an aggregate of 61,275 shares of common stock to non-employee directors of the Company, excluding the Chairman of the Board, David Sobelman.

The Company recorded stock based compensation expense of \$0 and \$94,935 and \$0 and \$189,870 during the three and six months ended June 30, 2025 and 2024, respectively.

Cash Distributions

While the Company is under no obligation to do so, the Company has historically declared and paid distributions to its common stockholders and Operating Partnership unit holders, provided that on July 3, 2024, the Company announced that its Board of Directors determined to suspend the Company's regular dividend, commencing with the monthly dividends that would have been paid in July 2024.

The issuance of future distributions will be determined by the Company's board of directors based on the Company's financial condition and such other factors as the Company's board of directors deems relevant. The Company has not established a minimum distribution, and the Company's charter does not require that the Company issue distributions to its stockholders other than as necessary to meet REIT qualification standards.

Note 8 – Mortgage Loans

The Company had the following mortgage loans outstanding as of June 30, 2025 and December 31, 2024, respectively:

Occupying Tenant	Property Location	Original Loan Amount		Interest Rate	Maturity Date	6/30/2025	12/31/2024	Debt Service Coverage Ratios ("DSCR") Required
7-Eleven Corporation	Washington, D.C.	\$ 750,000		6.50%	3/31/2026	\$ 750,000	\$ -	1.50
7-Eleven Corporation, Starbucks Corporation & Auburn University	Washington, D.C., Tampa, FL, and Huntsville, AL	11,287,500	(a)	4.17%	3/6/2030	-	10,602,711	1.25
General Services Administration-Navy & AYMCA	Norfolk, VA	8,260,000	(f)	6.15%	8/30/2029	7,023,791	7,119,184	1.25
PRA Holdings, Inc.	Norfolk, VA	5,216,749	(f)	6.15%	8/23/2029	4,351,851	4,410,949	1.25
Sherwin Williams Company	Tampa, FL	1,286,664		3.72%	(b) 8/10/2028	1,238,754	1,255,068	1.20
General Services Administration-FBI	Manteo, NC	928,728	(c)	3.85%	(d) 3/31/2032	879,195	891,071	1.50
Irby Construction	Plant City, FL	928,728	(c)	3.85%	(d) 3/31/2032	879,195	891,071	1.50
La-Z-Boy Inc.	Rockford, IL	2,100,000		3.85%	(d) 3/31/2032	1,987,989	2,014,851	1.50
Best Buy Co., Inc.	Grand Junction, CO	2,552,644	(c)	3.85%	(d) 3/31/2032	2,416,501	2,449,141	1.50
Fresenius Medical Care Holdings, Inc.	Chicago, IL	1,727,108	(c)	3.85%	(d) 3/31/2032	1,634,994	1,657,079	1.50
Starbucks Corporation	Tampa, FL	1,298,047	(c)	3.85%	(d) 3/31/2032	1,228,817	1,245,414	1.50
Kohl's Corporation	Tucson, AZ	3,964,745	(c)	3.85%	(d) 3/31/2032	3,753,289	3,803,985	1.50
City of San Antonio (PreK)	San Antonio, TX	6,444,000	(e)	7.47%	(b) 8/10/2028	6,273,913	6,323,628	1.50
Dollar General Market	Bakersfield, CA	2,428,000	(e)	7.47%	(b) 8/10/2028	2,363,914	2,382,646	1.50
Dollar General	Big Spring, TX	635,000	(e)	7.47%	(b) 8/10/2028	618,239	623,138	1.50
Dollar General	Castalia, OH	556,000	(e)	7.47%	(b) 8/10/2028	541,325	545,614	1.50
Dollar General	East Wilton, ME	726,000	(e)	7.47%	(b) 8/10/2028	706,837	712,439	1.50
Dollar General	Lakeside, OH	567,000	(e)	7.47%	(b) 8/10/2028	552,034	556,409	1.50
Dollar General	Litchfield, ME	624,000	(e)	7.47%	(b) 8/10/2028	607,530	612,344	1.50
Dollar General	Mount Gilead, OH	533,000	(e)	7.47%	(b) 8/10/2028	518,932	523,044	1.50
Dollar General	Thompsons town, PA	556,000	(e)	7.47%	(b) 8/10/2028	541,325	545,614	1.50
Dollar Tree Stores, Inc.	Morrow, GA	647,000	(e)	7.47%	(b) 8/10/2028	629,922	634,914	1.50
exp U.S. Services Inc.	Maitland, FL	2,950,000	(e)	7.47%	(b) 8/10/2028	2,872,136	2,894,895	1.50
General Services Administration	Vacaville, CA	1,293,000	(e)	7.47%	(b) 8/10/2028	1,258,872	1,268,847	1.50
Walgreens	Santa Maria, CA	3,041,000	(e)	7.47%	(b) 8/10/2028	2,960,734	2,984,195	1.50
Best Buy Co., Inc.	Ames, IA	2,495,000		6.29%	(b) 8/23/2029	2,495,000	2,495,000	1.50
Zaxby's	Sanford, FL	2,947,000		6.29%	5/14/2026	2,499,550	n/a	1.30
Dollar General	Cleveland, TN	1,350,000		3.50%	5/14/2026	1,239,210	n/a	1.25
Tractor Supply	Kernersville, NC	3,507,000		2.90%	10/22/2031	3,225,198	n/a	1.20
		\$ 71,599,913				\$ 56,049,047	\$ 59,443,251	
					Less Debt Discount, net	(778,551)	(317,978)	
					Less Debt Issuance Costs, net	(483,403)	(785,358)	
						<u>\$ 54,787,093</u>	<u>\$ 58,339,915</u>	

(a) Loan subject to prepayment penalty

(b) Fixed via interest rate swap

(c) One loan in the amount of \$11.4 million secured by six properties and allocated to each property based on each property's appraised value.

(d) Adjustment effective April 1, 2027 equal to 5-year Treasury plus 2.5% and subject to a floor of 3.85%

(e) One loan in the amount of \$21.0 million secured by 13 properties and allocated to each property at the date of acquisition based on each property's appraised value.

The Company amortized debt issuance costs and debt discount during the three and six months ended June 30, 2025 and 2024 to interest expense of approximately \$43,104, \$47,780, and \$88,637 and \$95,560, respectively. The Company incurred debt issuance costs of \$72,290 and \$0 during the six months ended June 30, 2025 and 2024.

Each mortgage loan requires the Company to maintain certain debt service coverage ratios as noted above. In addition, two mortgage loans, one encumbered by six properties and requiring a 1.50 DSCR, and another standalone mortgage loan requiring a 1.50 DSCR, require the Company to maintain a 54% loan to fair market stabilized value ratio. Fair market stabilized value shall be determined by the lender by reference to acceptable guides and indices or appraisals from time to time at its discretion. As of June 30, 2025, the Company was in compliance with all covenants.

On April 1, 2022, the Company entered into two mortgage loan agreements with an aggregate balance of \$13.5 million to refinance seven of the Company's properties. The loan agreements consist of one loan in the amount of \$11.4 million secured by six properties and allocated to each property based on each property's appraised value, and one loan in the amount of \$2.1 million on the property previously held in the tenancy-in-common investment at an interest rate of 3.85% from April 1, 2022 through and until March 31, 2027. In conjunction with the LC2 Investment to purchase the remaining interest in the tenancy-in-common interest discussed above, the Company assumed the original \$2.1 million loan on the property with a remaining balance of \$2,079,178 and recognized a discount of \$383,767. Effective April 1, 2027 and through the maturity date of March 31, 2032, the interest rate adjusts to the 5-year Treasury plus 2.5% and is subject to a floor of 3.85%. The Company's CEO entered into a guarantee agreement pursuant to which he guaranteed the payment obligations under the promissory notes if they become due as a result of certain "bad-boy" provisions, individually and on behalf of the Operating Partnership.

On August 10, 2023, GIP13, LLC, a Delaware limited liability company and wholly owned subsidiary of GIP SPE ("GIP Borrower"), entered into a Loan Agreement with Valley Bank pursuant to which Valley Bank made a loan to the Company in the amount of \$21.0 million to finance the acquisition of the Modiv Portfolio. The outstanding principal amount of the loan bears interest at an annual rate for each 30-day interest period equal to the compounded average of the secured overnight financing rate published by Federal Reserve Bank of New York for the thirty-day period prior to the last day of each 30-day interest rate for the applicable interest rate period plus 3.25%, with interest payable monthly after each 30-day interest period. However, the Company entered into an interest rate swap to fix the interest rate at 7.47% per annum. Payments of interest and principal in the amount of approximately \$156,000 are due and payable monthly, with all remaining principal and accrued but unpaid interest due and payable on a maturity date of August 10, 2028. The loan may generally be prepaid at any time without penalty in whole or in part, provided that there is no return of loan fees and prepaid financing fees. The loan is secured by first mortgages and assignments of rents in the properties comprising the Modiv Portfolio and eight other properties held by subsidiaries of GIP SPE that had outstanding loans with Valley. All of the mortgaged properties cross collateralize the loan, and the loan is guaranteed by the Operating Partnership and the subsidiaries of the Company that hold the properties that comprise the Modiv Portfolio. The loan agreement also provides for customary events of default and other customary affirmative and negative covenants that are applicable to GIP Borrower and its subsidiaries, including reporting covenants and restrictions on investments, additional indebtedness, liens, sales of properties, certain mergers, and certain management changes.

The Company's President and CEO entered into a personal, full recourse guarantee with a \$7,500,000 cap and has also personally guaranteed the repayment of the \$1.3 million loan secured by the Company's Sherwin-Williams - Tampa, FL property. In addition, the Company's President and CEO has provided a guaranty of the Company's nonrecourse carveout liabilities and obligations in favor of the lender for the GSA and PRA Holdings, Inc. - Norfolk, VA mortgage loans ("Bayport loans") with an aggregate principal amount of \$11.5 million. During the three and six months ended June 30, 2025 and 2024, the Company incurred a guaranty fee expense to the Company's CEO of \$79,935 and \$96,360, and \$177,626 and \$192,712 respectively, recorded to interest expense. As of June 30, 2025 the Company recorded \$371,970 for guaranty fees payable which is included in accrued expenses.

On August 9, 2022 the Company and Operating Partnership entered a Redemption Agreement with a unit holder. As such, the Company recorded in other payable - related party in the amount of \$2,912,300 upon execution of the Redemption Agreement entered into July 20, 2022 and has paid the note in full as of December 31, 2024. Remaining balances of \$0 and \$904,920 were outstanding as of June 30, 2025 and June 30, 2024, respectively.

On October 14, 2022, the Company entered into a loan transaction that is evidenced by a secured non-convertible promissory note to Brown Family Enterprises, LLC, a preferred equity partner and therefore a related party, for \$1,500,000 with a maturity of October 14, 2024, and bearing a fixed interest rate of 9% with simple interest payable monthly. The loan may be repaid without penalty at any time. The loan is secured by the Operating Partnership's equity interest in its current direct subsidiaries that hold real estate assets pursuant to the terms of a security agreement between the Operating Partnership and Brown Family Enterprises, LLC. On July 21, 2023, the Company amended and restated the promissory note to reflect an increase in the loan to \$5.5 million and extend the maturity date thereof from October 14, 2024 to October 14, 2026. Except for the increase in the amount of the Loan and Note and the extension of the maturity date thereof, no changes were made to the original note.

Concurrent with the aforementioned sales, the Company repaid the corresponding loan in full, which had been secured by three properties: a 7-Eleven store in Washington, D.C., the Starbucks store in South Tampa, Florida, and the property in Huntsville, Alabama. The prepayment resulted in a loss on extinguishment of debt of \$926,398, consisting of \$286,218 of unamortized debt issuance costs and \$640,180 of prepayment premiums and liquidation fees. The loan payoff also included \$808,953 of default interest, which was recognized as interest expense in the period.

On June 13, 2025, the Company, through its subsidiary GIPDC 3707 14TH ST, LLC, entered into a loan agreement with Valley National Bank in the principal amount of \$1,100,000, secured by the Company's 7-Eleven store located at 3707-3711 14th Street NW, Washington, D.C. The loan bears interest at a fixed rate of 6.50% per annum. An initial disbursement of \$750,000 was made at closing, with the remaining \$350,000 in proceeds available upon renewal of the tenant's lease, which currently expires March 31, 2026. In the event of a lease renewal for an additional five-year term, the maturity date will automatically extend from March 31, 2026 to June 13, 2030, and beginning July 13, 2026, principal and interest will amortize over a 25-year schedule. The loan is supported by a Guaranty of Nonrecourse Carve-out Obligations executed by David Sobelman, the Company's Chief Executive Officer, in favor of Valley National Bank.

Minimum required principal payments on the Company's debt for subsequent years ending December 31 are as follows:

	Mortgage Loans	Other Payable - Related Party	Loan Payable - Related Party	Total as of June 30, 2025
2025	\$ 584,509	-	2,074,870	2,659,379
2026	5,632,806	-	5,500,000	11,132,806
2027	1,271,201	-	-	1,271,201
2028	21,599,551	-	-	21,599,551
2029	13,053,041	-	-	13,053,041
Thereafter	13,907,939	-	-	13,907,939
	<u>\$ 56,049,047</u>	<u>\$ -</u>	<u>\$ 7,574,870</u>	<u>\$ 63,623,917</u>

Other Loans Payable

On May 29, 2025, the Company, through the Operating Partnership, entered into a loan transaction for \$332,000 with Chase Commercial Realty, Inc. d/b/a NAI Chase for broker's fees payable by the Company to Chase in connection with the sale of the Company's Auburn University-occupied industrial building located in Huntsville, Alabama. The loan provides that an amount equal to the aggregate unpaid principal amount of the loan, together with accrued but unpaid interest at an interest rate of 7.5% per annum, will be due on December 31, 2025. The loan may be repaid without penalty at any time.

On May 29, 2025, GIPFL 1300 S Dale Mabry, LLC ("GIPFL"), an indirect wholly owned subsidiary of the Company, entered into a loan for \$103,500 that is evidenced by a promissory note issued to SRS Real Estate Partners, LLC ("SRS") for broker's fees payable by the Company to SRS in connection with the sale of the Company's Starbucks-occupied retail building located in Tampa, Florida. The note provides that an amount equal to the aggregate unpaid principal amount of the loan, together with accrued but unpaid interest at an interest rate of 0% per annum, will be due on December 31, 2025. The note may be repaid without penalty at any time.

Note 9 – Related Party

As disclosed previously, on August 9, 2022 the Company and Operating Partnership entered a Redemption Agreement with a unit holder. As such, the Company recorded in other payable - related party in the amount of \$2,912,299 upon execution of the Redemption Agreement entered into July 20, 2022 and has paid the note in full as of December 31, 2024. Additionally, the Company issued 200,000 shares of common stock at \$6.00 per share in accordance with the Redemption Agreement, and recorded the stock at par value of \$2,000 with the remaining \$1,198,000 to additional paid in capital.

As disclosed previously, on October 14, 2022, the Company entered into a loan transaction that is evidenced by a secured non-convertible promissory note to Brown Family Enterprises, LLC, a preferred equity partner and therefore a related party, for \$1,500,000 with a maturity of October 14, 2024, and bearing a fixed interest rate of 9% with simple interest payable monthly. The loan may be repaid without penalty at any time. The loan is secured by the Operating Partnership's equity interest in its current direct subsidiaries that hold real estate assets pursuant to the terms of a security agreement between the Operating Partnership and Brown Family Enterprises, LLC. On July 21, 2023, the Company amended and restated the promissory note to reflect an increase in the loan to \$5.5 million and extend the maturity date thereof from October 14, 2024 to October 14, 2026. Except for the increase in the amount of the Loan and Note and the extension of the maturity date thereof, no changes were made to the original note.

On November 30, 2020, the Company acquired an approximately 3,500 square foot building from GIP Fund 1, LLC a related party that was owned 11% by the President and Chairman of the Company. The retail single tenant property (occupied by The Sherwin-Williams Company) in Tampa, Florida was acquired for approximately \$1.8 million. Since acquisition, GIP Fund 1, LLC was dissolved and each partner was allocated units to GIP LP pro-rata effectively reducing the President and Chairman of the Company's ownership to 0.09% as of June 30, 2025.

During the three months and six ended June 30, 2025 and 2024 the Company incurred a guaranty fee expense to the Company's CEO of \$79,935 and \$177,626, and \$96,352 and \$192,712, respectively, recorded to interest expense and is included in accrued expenses –

related party on the Consolidated Balance Sheets as of June 30, 2025. See Note 8 – Debt for details of the guaranty provided by the Company's President and CEO.

On April 25, 2025, the Company entered into a secured promissory note with Brown Family Enterprises LLC, a related party. The Note represents a loan in the principal amount of \$1,000,000, bearing simple interest at an initial rate of 16% per annum for the first 90 days, after which the interest rate will revert to 9% per annum. The Loan is due in full on the earlier of (a) 180 days from the date of the note or (b) the date on which all amounts become due as outlined in the note. The Company may prepay the Loan in whole or in part at any time without penalty. Interest payments are due monthly, and the remaining principal is due on the maturity date. In the event of default, as defined in the Note, the entire principal amount and accrued interest may become immediately due and payable. The Noteholder has the right to exercise remedies under the Security Agreement upon default.

On May 29, 2025, the Company, through the Operating Partnership, entered into a loan transaction with David Sobelman, the Company's Chief Executive Officer, for \$610,000 to fund closing costs relating to the sale of the Company's Auburn University-occupied industrial building located in Huntsville, Alabama and Starbucks-occupied retail building located in Tampa, Florida. The loan provides that an amount equal to the aggregate unpaid principal amount of the loan, together with accrued but unpaid interest at an interest rate of 5.75% per annum, will be due on August 31, 2025.

Note 10 – Derivative Financial Instruments and Fair Value Measurements

On August 10, 2023, as previously disclosed, the Company entered into a loan agreement for \$21.0 million and corresponding swap agreement with the same notional amount to finance the acquisition of the Modiv Portfolio. The outstanding principal amount of the loan bears interest at an annual rate for each 30-day interest period equal to the compounded average of the secured overnight financing rate published by Federal Reserve Bank of New York for the thirty-day period prior to the last day of each 30-day interest rate for the applicable interest rate period plus 3.25%, with interest payable monthly after each 30-day interest period. On the same date, the Company entered into corresponding swap agreement, fixing the interest rate at 7.47% per annum through the contract's termination in August 2028.

In November 2020, the Company entered into a \$1.3 million loan agreement and corresponding swap agreement with the same notional amount to support project financing. The outstanding principal amount of the loan bears interest at an annual rate for each 30-day interest period equal to the compounded average of the secured overnight financing rate published by Federal Reserve Bank of New York for the thirty-day period prior to the last day of each 30-day interest rate for the applicable interest rate period plus 2.75%, with interest payable monthly after each 30-day interest period through the contract's termination in August 2028. The interest swap fixed the interest rate at 3.72% per annum.

The Company has not elected hedge accounting and has reported periodic changes in derivative valuations in loss on derivative valuation, net for \$122,326 and \$415,825 for the three and six months ended June 30, 2025 and gain on derivative valuation, net for \$44,996 and \$425,546 for the three and six months ended June 30, 2024, respectively. As of June 30, 2025, the Company recognized a derivative liability of \$531,927 and derivative asset of \$86,893, which was included in Escrow Deposits and Other assets on the face of the balance sheet.

The fair value of the Company's interest rate derivatives is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities. The Company incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. Certain inputs, which are material to the value, are considered Level 3 inputs. Level 3 inputs are unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The carrying amount of cash and cash equivalents and restricted cash reported in our consolidated balance sheets approximates fair value due to the short-term nature of these instruments.

The carrying amounts and estimated fair values of our financial instruments are as follows:

	June 30, 2025		December 31, 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:				
Cash and cash equivalents	\$ 356,130	\$ 356,130	\$ 612,939	\$ 612,939
Restricted cash	34,500	34,500	34,500	34,500
Interest rate swaps	86,893	86,893	140,476	140,476
Financial liabilities:				
Interest rate swaps	531,927	531,927	169,685	169,685

Note 11 – Subsequent Events

On July 9, 2025, Generation Income Properties, L.P. (the "Seller") entered into a Purchase and Sale Agreement with 919 Investments LLC (the "Buyer") for the sale of a property located at 3134 West 76th Street, Chicago, Illinois (the "Property"). The agreed purchase price for the Property is \$3,100,000, with an initial deposit of \$50,000 paid by the Buyer to the escrow agent. The transaction is subject to various due diligence and closing conditions, including the examination of title, inspections, and environmental assessments.

The closing of the transaction is scheduled to occur on or before August 29, 2025, subject to the completion of Buyer's due diligence within the Inspection Period and the satisfaction of the specified closing conditions.

The property is recorded to held for sale assets at sales price of \$3,100,000.

As mentioned above, On August 7, 2025, the Company exercised its first 12-month extension option under the GIP SPE Operating Agreement, extending the Mandatory Redemption Date from August 10, 2025 to August 10, 2026. In connection with the extension, the Company paid LC2 an extension fee of \$141,000 (equal to 100 basis points of the outstanding LC2 Investment), increased the Preferred Equity Return from 15.5% to 18% per annum, and increased the Accrued Preferred Return from 10.5% to 13% per annum, while the Current Preferred Return remained at 5% per annum. The Company also confirmed that the trailing six-month annualized adjusted net operating income exceeded \$5.0 million, the senior loans had been extended through the end of the extension period, and there were no material breaches or defaults under the GIP SPE Operating Agreement.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Cautionary Note Regarding Forward-Looking Statements

This report contains "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. The forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from the forward-looking statements contained herein. When used in this report, the words "anticipate," "believe," "estimate," "expect" and similar expressions as they relate to the Company or its management are intended to identify such forward-looking statements. Actual results, performance or achievements could differ materially from the results expressed in, or implied by these forward-looking statements. Readers should be aware of important factors that, in some cases, have affected, and in the future could affect, actual results to differ materially from those expressed in any forward-looking statements made by or on behalf of the Company. Factors that could have a material adverse effect on our forward-looking statements and upon our business, results of operations, financial condition, funds derived from operations, cash available for distribution, cash flows, liquidity and prospects include, but are not limited to, the risk factors listed from time to time in our reports with the Securities and Exchange Commission, including, in particular, those set forth in the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

In this Quarterly Report on Form 10-Q, references to the "Company," "we," "us," "our" or similar terms refer to Generation Income Properties, Inc., a Maryland corporation, together with its consolidated subsidiaries, including Generation Income Properties, L.P., a Delaware limited partnership, which we refer to as our operating partnership (the "Operating Partnership"). As used in this Quarterly Report, an affiliate, or person affiliated with a specified person, is a person that directly or indirectly, through one or more intermediaries, controls or is controlled by, or is under common control with, the person specified.

Overview

We are an internally managed, Maryland corporation focused on acquiring retail, office and industrial real estate located in major U.S. markets. We initiated operations during the year ended December 31, 2015 and have elected to be taxed as a REIT for federal income tax purposes commencing with our taxable year ending December 31, 2021. Substantially all of the Company's assets are held by, and operations are conducted through, the Operating Partnership and the Operating Partnership's direct and indirect subsidiaries. The Company is the general partner of the Operating Partnership and as of June 30, 2025 owned 99.6% of the outstanding common units of the Operating Partnership. The Company formed a Maryland entity GIP REIT OP Limited LLC in 2018 that owns 0.001% of the Operating Partnership.

Public Offering and Nasdaq Listing

In September 2021, the Company closed an underwritten public offering of 1,665,000 units at a price to the public of \$10 per unit generating net proceeds of \$13.8 million including issuance costs incurred during the years ended December 31, 2021 and 2020. Each unit consisted of one share of common stock and one warrant to purchase one share of common stock at an exercise price equal to \$10

per share. The common stock and warrants included in the units (which were separated into one share of common stock and one warrant) currently trade on the Nasdaq Capital Market (“Nasdaq”) under the symbols “GIPR” and “GIPRW,” respectively.

Our Investments

The following are characteristics of our properties as of June 30, 2025:

- Creditworthy Tenants.* Approximately 60% of our portfolio’s annualized base rent ("ABR") as of June 30, 2025 was derived from tenants that have (or whose parent company has) an investment grade credit rating from a recognized credit rating agency of “BBB-” or better. Our largest tenants are the General Service Administration, Dollar General, EXP Services, and Kohl’s Corporation, and City of San Antonio contributed approximately 59% of our portfolio’s annualized base rent.
- Percentage Leased.* Our portfolio is 98.6% leased and occupied.
- Contractual Rent Growth.* Approximately 92% of the leases in our current portfolio (based on ABR as of June 30, 2025) provide for increases in contractual base rent during future years of the current term or during the lease extension periods.
- Average Effective Annual Rental per Square Foot.* Average effective annual rental per square foot is \$16.24.

Given the nature of our leases, our tenants either pay the realty taxes directly or reimburse us for such costs. We believe all of our properties are adequately covered by insurance.

The table below presents an overview of the properties in our portfolio as of June 30, 2025:

Property Type	Location	Rentable Square Feet	Tenant	S&P Credit Rating ⁽¹⁾	IG	Remainin g Term (Yrs)	Options (Number x Yrs)	Contractual Rent Escalations ⁽³⁾	ABR ⁽²⁾	ABR per Sq. Ft.
Retail	Washington, DC	3,000	7-Eleven Corporation	A	Y	1.0	2 x 5	Yes	\$ 129,804	\$ 43.27
Office	Norfolk, VA	49,902	General Services Administration-Navy ⁽⁵⁾	AA+	Y	3.5	N/A	Yes	640,742	12.84
Office	Norfolk, VA	22,247	Armed Services YMCA of the U.S.A. ⁽⁵⁾	N/A	N/A	9.1	2 x 5	Yes	411,570	18.50
Office	Norfolk, VA	34,847	PRA Holdings, Inc.	BB	N	2.4	1 x 5	Yes	811,734	23.29
Retail	Tampa, FL	3,500	Sherwin Williams Company	BBB	Y	3.3	5 x 5	Yes	126,788	36.23
Office	Manteo, NC	7,543	General Services Administration-FBI	AA+	Y	3.9	1 x 5	Yes	100,682	13.35
Office	Plant City, FL	7,826	VACANT	N/A	N/A	0.0	N/A	N/A	-	-
Retail	Rockford, IL	15,288	La-Z-Boy Inc.	Not Rated	Not Rated	2.6	4 x 5	Yes	366,600	23.98
Retail	Grand Junction, CO	30,701	Best Buy Co., Inc.	BBB+	Y	2.0	1 x 5	Yes	353,061	11.50
Medical-Retail	Chicago, IL	10,947	Fresenius Medical Care Holdings, Inc.	BBB	Y	8.6	2 x 5	Yes	238,149	21.75
Retail	Tampa, FL	2,642	Starbucks Corporation	BBB+	Y	1.9	2 x 5	Yes	148,216	56.10
Retail	Tucson, AZ	88,408	Kohl's Corporation	BB-	N	4.8	7 x 5	Yes	864,630	9.78
Retail	San Antonio, TX	50,000	City of San Antonio (PreK)	AAA	Y	4.3	1 x 8	Yes	924,000	18.48
Retail	Bakersfield, CA	18,827	Dollar General Market	BBB	Y	3.3	3 x 5	Yes	361,075	19.18
Retail	Big Spring, TX	9,026	Dollar General	BBB	Y	5.3	3 x 5	Yes	86,041	9.53
Retail	Castalia, OH	9,026	Dollar General	BBB	Y	10.2	3 x 5	Yes	79,320	8.79
Retail	East Wilton, ME	9,100	Dollar General	BBB	Y	5.3	3 x 5	Yes	112,439	12.36
Retail	Lakeside, OH	9,026	Dollar General	BBB	Y	10.2	3 x 5	Yes	81,036	8.98
Retail	Litchfield, ME	9,026	Dollar General	BBB	Y	5.5	3 x 5	Yes	92,961	10.30
Retail	Mount Gilead, OH	9,026	Dollar General	BBB	Y	5.3	3 x 5	Yes	85,924	9.52
Retail	Thompsonsown, PA	9,100	Dollar General	BBB	Y	5.6	3 x 5	Yes	85,998	9.45
Retail	Morrow, GA	10,906	Dollar Tree Stores, Inc.	BBB	Y	5.3	2 x 5	Yes	103,607	9.50
Office	Maitland, FL	33,118	exp U.S. Services Inc.	Not Rated	Not Rated	1.7	1 x 5	Yes	864,583	26.11
Office	Vacaville, CA	11,014	General Services Administration	AA+	Y	1.4	N/A	No	257,050	23.34
Retail	Santa Maria, CA	14,490	Walgreens ⁽⁴⁾	BB-	Y	7.0	N/A	No	369,000	25.47
Retail	Ames, IA	30,259	Best Buy Co., Inc.	BBB+	Y	5.0	2 x 5	Yes	452,372	14.95
Retail	Sanford, FL	4,108	Zaxby's	Not Rated	Not Rated	14.7	4 x 5	Yes	240,434	58.53
Retail	Cleveland, TN	10,640	Dollar General	BBB	Y	11.1	5 x 5	No	119,728	11.25
Retail	Kernersville, NC	19,097	Tractor Supply	BBB	Y	10.3	4 x 5	Yes	303,000	15.87
Tenants - All Properties		542,640							8,810.54	
									\$ 4	\$ 16.24

(1) Tenant, or tenant parent, rated entity.

(2) Annualized cash base rental income in place as of June 30, 2025. Our leases do not include tenant concessions or abatements.

(3) Includes rent escalations available from lease renewal options.

(4) Tenant has the right to terminate the lease as of March 31, 2032, March 31, 2037, March 31, 2042, March 31, 2047, March 31, 2052, and March 31, 2057.

(5) Two tenants occupy this single property. New lease executed for the vacant unit, effective May 1, 2024.

Distributions

From inception through June 30, 2025, we have distributed \$5,024,622 to common stockholders.

Recent Developments

Brown Family Enterprises Loan

On April 25, 2025, Generation Income Properties, Inc. (the "Company"), through its operating partnership Generation Income Properties L.P. (the "Operating Partnership"), entered into a loan transaction for a \$1.0 million loan that is evidenced by a secured non-convertible promissory note (the "Promissory Note") payable to Brown Family Enterprises, LLC ("Lender") in the original principal amount of \$1 million. The Promissory Note provides that an amount equal to \$500,000 in aggregate unpaid principal amount of the loan, together with accrued but unpaid interest at an initial interest rate of 16% per annum, will be due on the date that is 90

days from the date of the Promissory Note (the “Initial Payment Date”). Thereafter, the Promissory Note bears a fixed interest rate of 9%, simple interest, and interest is payable monthly after the initial 90 days, with all remaining principal and accrued but unpaid interest being due on the 180th day after the issuance of the Promissory Note. Interest that is accrued but unpaid as of the Initial Payment Date will be added to the principal amount of the Promissory Note. The Promissory Note may be repaid without penalty at any time. The Promissory Note is secured by the assets of the Operating Partnership under a Security Agreement previously entered into with Lender on July 21, 2024.

Property Sales

On May 29, 2025, GIPFL 1300 S Dale Mabry, LLC, an indirect wholly owned subsidiary the Company, completed the sale of its Starbucks-occupied retail building located in Tampa, Florida pursuant to a Purchase and Sale Agreement, entered into effective as of April 2, 2025, by and among GIPFL 1300 S Dale Mabry, LLC, as seller, and 6800 4thStreet Holdings LLC, as purchaser, as amended effective May 2, 2025 and subsequently assigned by purchaser to 1300 Dale Mabry Holdings LLC, for a purchase price of \$3,450,000, in cash, subject to customary pro-rations and adjustments.

On May 29, 2025, GIPAL JV 15091 SW Alabama 20, LLC, an indirect wholly owned subsidiary of the Company, completed the sale of its Auburn University-occupied industrial building located in Huntsville, Alabama pursuant to a Purchase and Sale Agreement, entered into effective as of January 24, 2025, by and among GIPAL JV 15091 SW Alabama 20, LLC, as seller, and Titomic, USA, Inc., as purchaser, as amended effective April 7, 2025, May 9, 2025 and May 29, 2025, for a purchase price of \$7,200,000, in cash, subject to customary pro-rations and adjustments.

Promissory Notes

On May 29, 2025, the Company, through its operating partnership Generation Income Properties L.P. (the “Operating Partnership”), entered into a loan transaction for \$332,000.00 that is evidenced by a promissory note (the “NAI Chase Promissory Note”) issued to Chase Commercial Realty, Inc. d/b/a NAI Chase (“Chase”). The NAI Chase Promissory Note provides that an amount equal to the aggregate unpaid principal amount of the loan, together with accrued but unpaid interest at an interest rate of 7.5% per annum, will be due on December 31, 2025. The NAI Chase Promissory Note may be repaid without penalty at any time. The NAI Chase Promissory Note relates to broker’s fees payable by the Company to Chase in connection with the sale of the Company’s Auburn University-occupied industrial building located in Huntsville, Alabama, as further described under Item 2.01 above.

On May 29, 2025, the Company’s Chief Executive Officer, David Sobelman (the “Guarantor”) executed a Personal Guaranty (the “Guaranty”) in favor of Chase, in connection with the loan made by Chase to the Operating Partnership pursuant to the Chase Promissory Note. Under the terms of the Guaranty, the Guarantor unconditionally and irrevocably guarantees the full and punctual payment of all obligations of the Operating Partnership under the Chase Promissory Note, including principal, interest, and enforcement costs. The Guarantor’s liability is limited to the maximum amount enforceable under applicable bankruptcy and fraudulent transfer laws.

On May 29, 2025, GIPFL 1300 S Dale Mabry, LLC (“GIPFL”), an indirect wholly owned subsidiary of the Company, entered into a loan transaction for \$103,500.00 that is evidenced by a promissory note (the “SRS Promissory Note”) issued to SRS Real Estate Partners, LLC. (“SRS”). The SRS Promissory Note provides that an amount equal to the aggregate unpaid principal amount of the loan, together with accrued but unpaid interest at an interest rate of 0% per annum, will be due on December 31, 2025. The SRS Promissory Note may be repaid without penalty at any time. The SRS Promissory Note relates to broker’s fees payable by the Company to SRS in connection with the sale of the Company’s Starbucks-occupied retail building located in Tampa, Florida, as further described under Item 2.01 above.

On May 29, 2025, the Company, through the Operating Partnership, entered into a loan transaction with David Sobelman, the Company’s Chief Executive Officer, for \$610,000.00 to fund closing costs relating to the sale of the Company’s Auburn University-occupied industrial building located in Huntsville, Alabama and Starbucks-occupied retail building located in Tampa, Florida, as further described under Item 2.01 above. The loan is evidenced by a promissory note (the “Sobelman Promissory Note”) payable to the David E. Sobelman Revocable Trust, under

Agreement dated September 5, 2007. The Sobelman Promissory Note provides that an amount equal to the aggregate unpaid principal amount of the loan, together with accrued but unpaid interest at an interest rate of 5.75% per annum, will be due on August 31, 2025.

Valley National Mortgage Loan

On June 13, 2025, GIPDC 3707 14th St, LLC (the “Borrower”), an indirect subsidiary of the Company, entered into a Loan Agreement (the “Loan Agreement”) with Valley National Bank (the “Lender”), pursuant to which the Lender made a mortgage loan in the original principal amount of \$1.1 million (the “Loan”). The Loan is secured by a first-priority Deed of Trust and Assignment of Rents and Leases on the Borrower’s fee interest in a previously unencumbered single-tenant property located at 3707–3711 14th Street NW, Washington, D.C. (the “Property”).

The Loan is evidenced by a Promissory Note, dated June 13, 2025 (the “Note”), bearing interest at a fixed rate of 6.50% per annum. The net proceeds of the Loan were used to extract equity from the Property for general corporate purposes. At closing, \$750,000 of the Loan proceeds was disbursed, with an additional \$350,000 (the “Renewal Funds”) to be disbursed upon satisfaction of certain conditions,

including the delivery to the Lender, on or before March 31, 2026, of an executed lease renewal with the Property's current tenant, 7-Eleven, Inc., extending the lease for an additional five years beyond its current expiration date of March 31, 2026. Monthly interest-only payments are due beginning July 13, 2025, through June 13, 2026. If the required lease renewal is delivered and all other conditions are satisfied to the Lender's sole satisfaction, the Renewal Funds will be disbursed, and the maturity date of the Loan will be automatically extended to June 13, 2030. In such case, beginning July 13, 2026, the borrower will make monthly payments of principal and interest based on a 25-year amortization schedule, with a final balloon payment due on the extended maturity date of June 13, 2030. If the lease renewal is not delivered by March 31, 2026, the Loan will mature on that date, and all outstanding principal, accrued interest, and other amounts will become immediately due and payable.

The Loan Agreement contains customary representations, covenants, and events of default, including financial reporting obligations and a requirement to maintain a minimum debt service coverage ratio (DSCR) of at least 1.50:1.00, tested quarterly on a trailing twelve-month basis.

In connection with the Loan, David E. Sobelman, Executive Chairman of the Company, entered into a Guaranty of Nonrecourse Carveout Obligations (the "Guaranty Agreement"), pursuant to which he unconditionally guaranteed certain nonrecourse carveout obligations of the Borrower to the Lender.

Results of Operations

Operating results for the three and six months ended June 30, 2025 compared to the three and six months ended June 30, 2024:

Revenue

During the three and six months ended June 30, 2025, total revenue from operations were 2,432,270 and \$4,813,865, respectively, as compared to \$2,259,235 and 4,692,408 for the three and six months ended June 30, 2024, respectively. Revenue increased by \$173,035 and \$121,457 during the three and six months ended June 30, 2025, respectively, compared with the three and six months ended June 30, 2024.

Operating Expenses

During the three and six months ended June 30, 2025, we incurred total operating expenses of \$4,805,285 and \$8,662,661, respectively, as compared to \$3,729,846 and \$7,363,671, respectively, for the three and six months ended June 30, 2024. Operating expenses increased overall by \$1,075,439 and \$1,298,990, respectively, as follows:

	Three months ended June 30,					Change
	2025		2024			
General and administrative expense	\$	552,893	\$	604,656	\$	(51,763)
Building expenses		703,118		683,627		19,491
Depreciation and amortization		1,264,581		1,180,232		84,349
Interest expense, net		2,084,751		1,023,140		1,061,611
Compensation costs		199,942		238,191		(38,249)
Total expenses	\$	<u>4,805,285</u>	\$	<u>3,729,846</u>	\$	<u>1,075,439</u>

	Six months ended June 30,					Change
	2025		2024			
General and administrative expense	\$	1,058,271	\$	1,054,453	\$	3,818
Building expenses		1,339,343		1,338,294		1,049
Depreciation and amortization		2,557,342		2,406,837		150,505
Interest expense, net		3,267,018		2,043,881		1,223,137
Compensation costs		440,687		520,206		(79,519)
Total expenses	\$	<u>8,662,661</u>	\$	<u>7,363,671</u>	\$	<u>1,298,990</u>

- General, administrative and organizational costs remained relatively flat, year-over-year, with a modest decrease of by \$51,763 and increase \$3,818 for the comparative periods of the three and six months ended June 30, 2025, respectively.
- Building expenses remained relatively flat, year-over-year, with modest increases of \$19,491 and \$1,049 for the comparative periods of the three and six months ended June 30, 2025 and 2024.
- Depreciation and amortization increased nominally, year-over-year, by \$84,349 and \$150,505 for the comparative periods of the three and six months ended June 30, 2024.
- Interest expense, net increased by \$1,061,611 and \$1,223,137 during the three and six months ended June 30, 2025 due costs associated with the prepayment of loan in May 2025.
- Compensation costs decreased by \$38,249 and \$79,519, respectively, primarily due to savings in salary expense and for accounting and administrative staff.

Net loss

During the three and six months ended June 30, 2025 and 2024, we generated a net loss of \$3,466,522 and \$5,263,981, and \$1,461,488 and \$3,340,584, respectively.

Net income attributable to non-controlling interests

During the three and six months ended June 30, 2025 and 2024, net income attributable to non-controlling interest was \$956,107 and \$1,890,506, and \$800,234 and \$1,746,358, respectively.

Net loss attributable to common shareholders

During the three and six months ended June 30, 2025 and 2024, we generated a net loss attributable to our shareholders of \$4,422,629 and \$7,154,487 and \$2,261,722 and \$5,086,942, respectively.

Liquidity and Capital Resources

We require capital to fund our investment activities and operating expenses. Our capital sources may include net proceeds from offerings of our equity securities, cash flow from operations and borrowings under credit facilities. As of June 30, 2025, we had total cash (unrestricted and restricted) of \$390,630, properties with a gross cost basis of \$106,581,342 and outstanding mortgage loans with a principal balance of \$56,049,047.

In September 2021, we closed an underwritten public offering of 1,665,000 units at a price to the public of \$10 per unit generating net proceeds of \$13.8 million including issuance costs incurred during the years ended December 31, 2021 and 2020.

On April 1, 2022, we entered into two mortgage loan agreements with an aggregate balance of \$13.5 million to refinance seven of our properties. The loan agreements consist of one loan in the amount of \$11.4 million secured by six properties and allocated to each property based on each property's appraised value, and one loan in the amount of \$2.1 million on the property previously held in the tenancy-in-common investment at an interest rate of 3.85% from April 1, 2022 through and until March 31, 2027. In conjunction with the LC2 Investment to purchase the remaining interest in the tenancy-in-common interest discussed above, the Company assumed the original \$2.1 million loan on the property with a remaining balance of \$2,079,178 and recognized a discount of \$383,767. Effective April 1, 2027 and through the maturity date of March 31, 2032, the interest rate adjusts to the 5-year Treasury plus 2.5% and is subject to a floor of 3.85%. Our CEO entered into a guarantee agreement pursuant to which he guaranteed the payment obligations under the promissory notes if they become due as a result of certain "bad-boy" provisions, individually and on behalf of the Operating Partnership.

On August 10, 2023, GIP13, LLC, a Delaware limited liability company and wholly owned subsidiary of GIP SPE ("GIP Borrower"), entered into a Loan Agreement with Valley pursuant to which Valley made a loan to the Company in the amount of \$21.0 million to finance the acquisition of the Modiv Portfolio. The outstanding principal amount of the loan bears interest at an annual rate for each 30-day interest period equal to the compounded average of the secured overnight financing rate published by Federal Reserve Bank of New York for the thirty-day period prior to the last day of each 30-day interest rate for the applicable interest rate period plus 3.25%, with interest payable monthly after each 30-day interest period. However, the Company entered into an interest rate swap to fix the interest rate at 7.47% per annum. Payments of interest and principal in the amount of approximately \$156,000 are due and payable monthly, with all remaining principal and accrued but unpaid interest due and payable on a maturity date of August 10, 2028. The loan may generally be prepaid at any time without penalty in whole or in part, provided that there is no return of loan fees and prepaid financing fees. The loan is secured by first mortgages and assignments of rents in the properties comprising the Modiv Portfolio and eight other properties held by subsidiaries of GIP SPE that had outstanding loans with Valley. All of the mortgaged properties cross collateralize the loan, and the loan is guaranteed by the Operating Partnership and the subsidiaries of the Company that hold the properties that comprise the Modiv Portfolio. The loan agreement also provides for customary events of default and other customary affirmative and negative covenants that are applicable to GIP Borrower and its subsidiaries, including reporting covenants and restrictions on investments, additional indebtedness, liens, sales of properties, certain mergers, and certain management changes. The Company's President and CEO also entered into a personal, full recourse guarantee with a \$7,500,000 cap.

On June 27, 2024, the Operating Partnership and an accredited investor entered into a Unit Purchase Agreement pursuant to which the Operating Partnership issued and sold to the investor 500,000 Series A Preferred Units at a price of \$5.00 per unit for an aggregate purchase price of two million five hundred thousand dollars (\$2,500,000) in cash. Under the terms of the Series A Preferred Units, the investor will be paid cumulative cash distributions in the amount of \$0.325 per Series A Preferred Unit per year, payable monthly in arrears, on or about the 15th day of each month. Each of the investor and the Operating Partnership will have the right to cause the Operating Partnership to redeem the Series A Preferred Units after two (2) years for cash in an amount equal to \$5.15 per Series A Preferred Unit plus any accrued but unpaid Series A Preferred Return, provided that the Operating Partnership may (with the prior written consent of the investor) cause the redemption price to be satisfied by the issuance of a number of shares of common stock of the Company equal to the number of Series A Preferred Units being redeemed multiplied by 1.03 plus any accrued but unpaid Series

A Preferred Return. If the Operating Partnership fails to declare and pay the Series A Preferred Return for a period of three consecutive months, the investor may exercise the foregoing redemption right within the 30-day period following such failure.

Our President and CEO has also personally guaranteed the repayment of the \$1.3 million loan secured by the Company's Sherwin-Williams - Tampa, FL property. In addition, our President and CEO has also provided a guaranty of the Company's nonrecourse carveout liabilities and obligations in favor of the lender for the GSA and PRA Holdings, Inc. - Norfolk, VA mortgage loans ("Bayport loans") with an aggregate principal amount of \$11.4 million.

During the three and six months ended June 30, 2025, we incurred a guaranty fee expense to our President and CEO of \$79,935 and \$177,626, respectively, recorded to interest expense. A guaranty fee expense of \$96,360 and \$192,712 was incurred during the three and six months ended June 30, 2024, respectively.

On June 13, 2025, GIPDC 3707 14th St, LLC, an indirect subsidiary of the Company, entered into a secured Loan Agreement with Valley National Bank (the "Lender"), pursuant to which the Lender made a mortgage loan in the original principal amount of \$1.1 million (the "Loan"). The proceeds of the loan will be used for general corporate purposes.

On August 9, 2022, we entered a Redemption Agreement with a unit holder. As such, we recorded another payable - related party in the amount of \$2,912,300 upon execution of the Redemption Agreement entered into July 20, 2022 and has paid the note in full as of June 30, 2025. Remaining balances of \$0 and \$904,920 outstanding as of June 30, 2025 and 2024, respectively.

On October 14, 2022, we entered into a loan transaction that is evidenced by a secured non-convertible promissory note to Brown Family Enterprises, LLC, a preferred equity partner and therefore a related party, for \$1.5 million that is due on October 14, 2024, and bears a fixed interest rate of 9% with simple interest payable monthly. On July 21, 2023, the Company amended and restated the promissory note to reflect an increase in the loan to \$5.5 million and extend the maturity date thereof from October 14, 2024 to October 14, 2026. Except for the increase in the amount of the Loan and Note and the extension of the maturity date thereof, no changes were made to the original note. The loan may be repaid without penalty at any time. The loan is secured by the Operating Partnership's equity interest in its current direct subsidiaries that hold real estate assets pursuant to the terms of a security agreement between the Operating Partnership and Brown Family Enterprises, LLC.

We currently obtain the capital required to primarily invest in and manage a diversified portfolio of commercial net lease real estate investments and conduct our operations from the proceeds of equity offerings, debt financings, preferred minority interest obtained from third parties, issuance of Operating Partnership units and from any undistributed funds from our operations.

As a result of our recurring losses, our projected cash needs, and our current liquidity, substantial doubt exists about the Company's ability to continue as a going concern one year after the date that these financial statements are issued. The Company's ability to continue as a going concern is contingent upon successful execution of management's plan to improve the Company's liquidity and profitability. Our current and anticipated liquidity is less than the principal balance of these obligations. As a result of our recurring losses, our projected cash needs, and our current liquidity, substantial doubt exists about the Company's ability to provide sufficient liquidity to meet future funding commitments for at least the next 12 months.

Outstanding mortgage loans payable consisted of the following as of June 30, 2025 and December 31, 2024, respectively:

Occupying Tenant	Property Location	Original Loan Amount	Interest Rate	Maturity Date	6/30/2025	12/31/2024	Debt Service Coverage Ratios ("DSCR") Required
7-Eleven Corporation	Washington, D.C.	\$ 750,000	6.50%	3/31/2026	\$ 750,000	\$ -	1.50
7-Eleven Corporation, Starbucks Corporation & Auburn University	Washington, D.C., Tampa, FL, and Huntsville, AL	11,287,500	(a) 4.17%	3/6/2030	-	10,602,711	1.25
General Services Administration-Navy & AYMCA	Norfolk, VA	8,260,000	(f) 6.15%	8/30/2029	7,023,791	7,119,184	1.25
PRA Holdings, Inc.	Norfolk, VA	5,216,749	(f) 6.15%	8/23/2029	4,351,851	4,410,949	1.25
Sherwin Williams Company	Tampa, FL	1,286,664	3.72%	(b) 8/10/2028	1,238,754	1,255,068	1.20
General Services Administration-FBI	Manteo, NC	928,728	(c) 3.85%	(d) 3/31/2032	879,195	891,071	1.50
Irby Construction	Plant City, FL	928,728	(c) 3.85%	(d) 3/31/2032	879,195	891,071	1.50
La-Z-Boy Inc.	Rockford, IL	2,100,000	3.85%	(d) 3/31/2032	1,987,989	2,014,851	1.50
Best Buy Co., Inc.	Grand Junction, CO	2,552,644	(c) 3.85%	(d) 3/31/2032	2,416,501	2,449,141	1.50
Fresenius Medical Care Holdings, Inc.	Chicago, IL	1,727,108	(c) 3.85%	(d) 3/31/2032	1,634,994	1,657,079	1.50
Starbucks Corporation	Tampa, FL	1,298,047	(c) 3.85%	(d) 3/31/2032	1,228,817	1,245,414	1.50
Kohl's Corporation	Tucson, AZ	3,964,745	(c) 3.85%	(d) 3/31/2032	3,753,289	3,803,985	1.50
City of San Antonio (PreK)	San Antonio, TX	6,444,000	(e) 7.47%	(b) 8/10/2028	6,273,913	6,323,628	1.50
Dollar General Market	Bakersfield, CA	2,428,000	(e) 7.47%	(b) 8/10/2028	2,363,914	2,382,646	1.50
Dollar General	Big Spring, TX	635,000	(e) 7.47%	(b) 8/10/2028	618,239	623,138	1.50
Dollar General	Castalia, OH	556,000	(e) 7.47%	(b) 8/10/2028	541,325	545,614	1.50
Dollar General	East Wilton, ME	726,000	(e) 7.47%	(b) 8/10/2028	706,837	712,439	1.50
Dollar General	Lakeside, OH	567,000	(e) 7.47%	(b) 8/10/2028	552,034	556,409	1.50
Dollar General	Litchfield, ME	624,000	(e) 7.47%	(b) 8/10/2028	607,530	612,344	1.50
Dollar General	Mount Gilead, OH	533,000	(e) 7.47%	(b) 8/10/2028	518,932	523,044	1.50
Dollar General	Thompsontown, PA	556,000	(e) 7.47%	(b) 8/10/2028	541,325	545,614	1.50
Dollar Tree Stores, Inc.	Morrow, GA	647,000	(e) 7.47%	(b) 8/10/2028	629,922	634,914	1.50
exp U.S. Services Inc.	Maitland, FL	2,950,000	(e) 7.47%	(b) 8/10/2028	2,872,136	2,894,895	1.50
General Services Administration	Vacaville, CA	1,293,000	(e) 7.47%	(b) 8/10/2028	1,258,872	1,268,847	1.50
Walgreens	Santa Maria, CA	3,041,000	(e) 7.47%	(b) 8/10/2028	2,960,734	2,984,195	1.50
Best Buy Co., Inc.	Ames, IA	2,495,000	6.29%	(b) 8/23/2029	2,495,000	2,495,000	1.50
Zaxby's	Sanford, FL	2,947,000	6.29%	5/14/2026	2,499,550	n/a	1.30
Dollar General	Cleveland, TN	1,350,000	3.50%	5/14/2026	1,239,210	n/a	1.25
Tractor Supply	Kernersville, NC	3,507,000	2.90%	10/22/2031	3,225,198	n/a	1.20
		\$ 71,599,913			\$ 56,049,047	\$ 59,443,251	
				Less Debt Discount, net	(778,551)	(317,978)	
				Less Debt Issuance Costs, net	(483,403)	(785,358)	
					<u>\$ 54,787,093</u>	<u>\$ 58,339,915</u>	

(a) Loan subject to prepayment penalty

(b) Fixed via interest rate swap

(c) One loan in the amount of \$11.4 million secured by six properties and allocated to each property based on each property's appraised value.

(d) Adjustment effective April 1, 2027 equal to 5-year Treasury plus 2.5% and subject to a floor of 3.85%

(e) One loan in the amount of \$21.0 million secured by 13 properties and allocated to each property based on each property's appraised value.

We amortized debt issuance costs during the three and six months ended June 30, 2025 and 2024 to interest expense of approximately \$46,104 and \$47,780 and \$88,637 and \$95,560, respectively. During the six months ended June 30, 2025 and 2024, the company paid \$72,900 and \$0, respectively, in debt issuance costs.

Each mortgage loan requires the Company to maintain certain debt service coverage ratios as noted above. In addition, two mortgage loans, one encumbered by six properties and requiring a 1.50 DSCR, and another stand alone mortgage loan requiring a 1.50 DSCR, require the Company to maintain a 54% loan to fair market stabilized value ratio. Fair market stabilized value shall be determined by the lender by reference to acceptable guides and indices or appraisals from time to time at its discretion. As of June 30, 2025, the Company was in compliance with all covenants.

Minimum required principal payments on our debt as of June 30, 2025 are as follows:

	Mortgage Loans	Other Payable - Related Party	Loan Payable - Related Party	Total as of June 30, 2025
2025	\$ 584,509	-	2,074,870	2,659,379
2026	5,632,806	-	5,500,000	11,132,806
2027	1,271,201	-	-	1,271,201
2028	21,599,551	-	-	21,599,551
2029	13,053,041	-	-	13,053,041
Thereafter	13,907,939	-	-	13,907,939
	<u>\$ 56,049,047</u>	<u>\$ -</u>	<u>\$ 7,574,870</u>	<u>\$ 63,623,917</u>

On February 8, 2023, we entered into new Amended and Restated Limited Liability Company Agreements for the Norfolk, Virginia properties, GIPVA 2510 Walmer Ave, LLC ("GIPVA 2510") and GIPVA 130 Corporate Blvd, LLC ("GIPVA 130"), in which we, as the sole member of GIPVA 2510 and GIPVA 130, admitted a new preferred member, Brown Family Enterprises, LLC, through the issuance of preferred membership interests in the form of Class A Preferred Units of GIPVA 2510 and GIPVA 130. GIPVA 2510 and GIPVA 130 (the "Virginia SPEs") hold our Norfolk, Virginia properties. In addition, both of the Virginia SPEs and Brown Family Enterprises, LLC entered into Unit Purchase Agreements in which GIPVA 2510 issued and sold 180,000 Class A Preferred Units at a price of \$10.00 per unit for an aggregate price of \$1,800,000, and GIPVA 130 issued and sold 120,000 Class A Preferred Units at a price of \$10.00 per unit for an aggregate price of \$1,200,000. The Operating Partnership is the general manager of the subsidiary while Brown Family Enterprises, LLC is a preferred equity member. Pursuant to the agreement, we are required to pay the preferred equity member a 7% IRR paid on a monthly basis and will share in 16% of the equity in each of the Virginia SPEs upon a capital transaction resulting in distributable proceeds. After 24 months, Brown Family Enterprises, LLC has the right to redeem the preferred equity at redemption value. On July 25, 2024, we entered into First Amendments to the Second Amended and Restated Limited Liability Company Agreements, dated as of February 8, 2023, for each of these entities revising the redemption date from February 8, 2025 to February 8, 2027. Because of the redemption right, the non-controlling interest is presented as temporary equity at an aggregated redemption value of \$3,000,000 as of June 30, 2025.

In connection with the acquisition of the Modiv Portfolio, the Operating Partnership and LC2 entered into an Amended and Restated Limited Liability Company Agreement for GIP SPE (the "GIP SPE Operating Agreement") pursuant to which LC2 made a \$12.0 million initial capital contribution to GIP SPE, together with a commitment to make an additional \$2.1 million contribution upon the satisfactory completion of the acquisition of a tenant-in-common interest held by a third party in the Company's Rockford, Illinois property (the "LC2 Investment"). The Company completed the acquisition of such tenant-in-common interest on September 7, 2023, for a purchase price of \$1.3 million and LC2 made the additional \$2.1 million capital contribution on September 11, 2023. LC2 made the LC2 Investment in exchange for a preferred equity interest in GIP SPE (the "Preferred Interest"). The Preferred Interest has a cumulative accruing distribution preference of 15.5% per year, compounded monthly, a portion of which in the amount of 5% per annum (compounded monthly) is deemed to be the "current preferred return," and the remainder of which in the amount of 10.5% per annum (compounded monthly) is deemed to be the "accrued preferred return." The GIP SPE operating agreement provides that operating distributions by GIP SPE will be made first to LC2 to satisfy any accrued but unpaid current preferred return, with the balance being paid to the Operating Partnership, unless the "annualized debt yield" of GIP SPE is less than 10%, in which case the balance will be paid to LC2. For this purpose, "annualized debt yield" is calculated as the sum of senior debt and LC2 Investment divided by the trailing three-month annualized adjusted net operating income (as defined in the GIP SPE Operating Agreement) of GIP SPE. The GIP SPE Operating Agreement also provides that distributions from capital transactions will be paid first to LC2 to satisfy any accrued but unpaid preferred return, then to LC2 until the "Make-Whole Amount" (defined as the amount equal to 1.3 times the LC2 Investment) is reduced to zero, and then to the Operating Partnership.

The Preferred Interest is required to be redeemed in full by the Company on or before August 10, 2025 for a redemption amount equal to the greater of (i) the amount of the LC2 Investment plus the accrued preferred return, and (ii) the Make-Whole Amount. Upon a failure to timely redeem the Preferred Interest, the preferred return will accrue at an increased rate of 18% per annum, compounded monthly. The Company will have the right to extend the Mandatory Redemption Date for two consecutive 12-month extension periods, provided that (i) LC2 is paid an extension fee of 0.01% of the outstanding amount of the LC2 Investment for each such extension, (ii) the preferred return is increased from 15.5% to 18% of which the accrued preferred return is increased from 10.5% to

13%, (iii) the trailing 6-month annualized adjusted net operating income (as defined in the GIP SPE Operating Agreement) is in excess of \$5.0 million, (iv) GIP SPE and its subsidiaries' senior debt is extended through the end of the extension period, and there are no defaults under the GIP SPE Operating Agreement.

Under the GIP SPE Operating Agreement, GIP SPE is also required to pay to Loci Capital, an affiliate of LC2, an equity fee of 1.5% of the LC2 Investment, with 1% having been paid upon the execution and delivery of the GIP SPE Operating Agreement and the 0.5% payable upon redemption of the LC2 Investment.

Due to the redemption right, the Preferred Interest is presented as temporary equity at redemption value of \$14,100,000 plus accrued but unpaid preferred interest of \$3,932,478 as of June 30, 2025.

Each of the preferred members described above may redeem their interest on or after the Redemption date (second year anniversary of the closing of the acquisition), at the discretion of such preferred member, as applicable, all or a portion thereof, of such preferred member's pro-rata share of the redemption value in the form of the units of the Operating Partnership ("GIP LP Units"). Such GIP LP Units shall be subject to all such restrictions, such as with respect to transferability, as reasonably imposed by the Operating Partnership. The number of GIP LP Units issued to any preferred member shall be determined by dividing the total amount of the redemption value that such preferred member shall receive in GIP LP Units by a 15% discount of the average 30-day market price of Generation Income Properties, Inc. common stock. GIP LP Units shall then be convertible into common stock of Generation Income Properties, Inc. on a 1:1 basis in accordance with the partnership agreement of the Operating Partnership. Additionally, the Operating Partnership has the right to redeem the preferred equity at redemption value with cash after the second year anniversary of the closing of the acquisition.

The primary objective of our financing strategy is to maintain financial flexibility using retained cash flows, long-term debt and common and perpetual preferred stock to finance our growth. We intend to have a lower-leveraged portfolio over the long-term after we have acquired an initial substantial portfolio of diversified investments. During the period when we are acquiring our current portfolio, we will employ greater leverage on individual assets (that will also result in greater leverage of the current portfolio) in order to quickly build a diversified portfolio of assets.

Cash from Operating Activities

Net cash used in operating activities was \$519,833 and net cash provided by operating activities was \$226,605 for the six months ended June 30, 2025 and 2024, respectively.

Cash from Investing Activities

Net cash provided by investing activities during the six months ended June 30, 2025 and 2024 was \$10,333,595 and \$0, respectively.

Cash from Financing Activities

Net cash used in financing activities was \$10,070,571 and \$790,817 for the six months ended June 30, 2025 and 2024, respectively.

Off-Balance Sheet Arrangements

We do not have any material off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Non-GAAP Financial Measures

Our reported results are presented in accordance with U.S. generally accepted accounting principles ("GAAP"). We also disclose funds from operations ("FFO"), adjusted funds from operations ("AFFO"), core funds from operations ("Core FFO") and core adjusted funds of operations ("Core AFFO") all of which are non-GAAP financial measures. We believe these non-GAAP financial measures are useful to investors because they are widely accepted industry measures used by analysts and investors to compare the operating performance of REITs.

FFO and related measures do not represent cash generated from operating activities and are not necessarily indicative of cash available to fund cash requirements; accordingly, they should not be considered alternatives to net income or loss as a performance measure or cash flows from operations as reported on our statement of cash flows as a liquidity measure and should be considered in addition to, and not in lieu of, GAAP financial measures.

We compute FFO in accordance with the definition adopted by the Board of Governors of the National Association of Real Estate Investment Trusts ("NAREIT"). NAREIT defines FFO as GAAP net income or loss adjusted to exclude, net gains from sales of property and adding back real estate depreciation; namely, excluding from net income depreciation and amortization related to real estate, gains and losses from the sale of certain real estate assets, gains and losses from change in control, and impairment write-downs of certain real estate assets and investments in entities when the impairment is directly attributable to decreases in the value of depreciable real estate held by an entity. We then adjust FFO for non-cash revenues and expenses such as amortization of deferred financing costs, above and below market lease intangible amortization, straight line rent adjustment where the Company is both the lessor and lessee, and non-cash stock compensation to calculate Core AFFO.

FFO is used by management, investors, and analysts to facilitate meaningful comparisons of operating performance between periods and among our peers primarily because it excludes the effect of real estate depreciation and amortization and net gains on sales, which are based on historical costs and implicitly assume that the value of real estate diminishes predictably over time, rather than fluctuating based on existing market conditions. We believe that AFFO is an additional useful supplemental measure for investors to consider because it will help them to better assess our operating performance without the distortions created by other non-cash revenues or expenses. FFO and AFFO may not be comparable to similarly titled measures employed by other companies. We believe that Core FFO and Core AFFO are useful measures for management and investors because they further remove the effect of non-cash expenses and certain other expenses that are not directly related to real estate operations. We use each as measures of our performance when we formulate corporate goals.

As FFO excludes depreciation and amortization, gains and losses from property dispositions that are available for distribution to stockholders and non-recurring or extraordinary items, it provides a performance measure that, when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, general and administrative expenses and interest costs, providing a perspective not immediately apparent from net income or loss. However, FFO should not be viewed as an alternative measure of our operating performance since it does not reflect either depreciation and amortization costs or the level of capital expenditures and leasing costs necessary to maintain the operating performance of our properties which could be significant economic costs and could materially impact our results from operations. Additionally, FFO does not reflect distributions paid to redeemable non-controlling interests.

The following tables reconcile net income (net loss), which we believe is the most comparable GAAP measure, to FFO, Core FFO, AFFO and Core AFFO:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Net loss	\$ (3,466,521)	\$ (1,461,488)	\$ (5,263,981)	\$ (3,340,584)
Other expense	-	-	286	-
Loss (gain) on derivative valuation	122,326	(44,996)	415,825	(425,546)
Depreciation and amortization	1,264,581	1,180,232	2,557,342	2,406,837
Funds From Operations	\$ (2,079,614)	\$ (326,252)	\$ (2,290,528)	\$ (1,359,293)
Amortization of debt issuance costs	46,104	95,560	88,637	95,560
Amortization of debt discount	47,720	-	58,685	-
Non-cash stock compensation	-	189,870	-	189,870
Write-off of deferred financing costs	286,219	-	286,219	-
Adjustments to Funds From Operations	380,043	285,430	433,541	285,430
Core Funds From Operations	\$ (1,699,571)	\$ (40,822)	\$ (1,856,987)	\$ (1,073,863)
Net loss	\$ (3,466,521)	\$ (1,461,488)	\$ (5,263,981)	\$ (3,340,584)
Other expense	-	-	286	-
Loss (gain) on derivative valuation	122,326	(44,996)	415,825	(425,546)
Depreciation and amortization	1,264,581	1,180,232	2,557,342	2,406,837
Loss on held for sale asset valuation	-	-	-	1,058,994
Amortization of debt issuance costs	46,104	95,560	88,637	95,560
Amortization of debt discount	47,720	-	58,685	-
Above and below-market lease amortization, net	55,433	135,572	115,395	135,572
Straight line rent, net	(12,138)	31,282	29,370	31,281
Adjustments to net loss	\$ 1,524,026	\$ 1,397,650	\$ 3,265,540	\$ 3,302,698
Adjusted Funds From Operations	\$ (1,942,495)	\$ (63,838)	\$ (1,998,441)	\$ (37,886)
Dead deal expense	\$ -	\$ 35,873	\$ 27,894	\$ 35,873
Loss on extinguishment of debt	926,398	-	926,398	-
Non-cash stock compensation	-	189,870	-	189,870
Write-off of deferred financing costs	286,219	-	286,219	-
Adjustments to Adjusted Funds From Operations	\$ 1,212,617	\$ 225,743	\$ 1,240,511	\$ 225,743
Core Adjusted Funds From Operations	\$ (729,878)	\$ 161,905	\$ (757,930)	\$ 187,857

Critical Accounting Policies

Our financial statements are affected by the accounting policies used and the estimates and assumptions made by management during their preparation. See our audited consolidated financial statements included herein for a summary of our significant accounting policies.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a smaller reporting company, we are not required to make disclosures under this item.

Item 4. Controls and Procedures

(a) Evaluation of disclosure controls and procedures.

Our management, with the participation of our Chief Executive Officer and Principal Financial Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934, as amended, as of the end of the period covered by this Quarterly Report on Form 10-Q. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Management, with the participation of our CEO and Principal Financial Officer, performed an evaluation of the effectiveness of our disclosure controls and procedures as of June 30, 2025. Based on that evaluation, our management, including our CEO and Principal Financial Officer, concluded that our disclosure controls and procedures were effective as of June 30, 2025.

(b) Changes in internal control over financial reporting.

There were no changes in our internal control over financial reporting that occurred during the three months ended June 30, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

There are no material legal proceedings that are required to be disclosed in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in Item 1A. Risk Factors of the Company's Annual Report on Form 10-K for the year ended December 31, 2024, except as follows.

We can provide no assurance that our common stock and warrants will continue to meet Nasdaq listing requirements. If we fail to comply with the continuing listing standards of Nasdaq, our securities could be delisted.

The continued listing of our common stock on The Nasdaq Capital Market ("Nasdaq") is subject to our compliance with Nasdaq's continued listing standards, including requirements related to stockholders' equity and the minimum bid price of our common stock. Under Nasdaq listing rules, we are required to maintain at least \$2.5 million in stockholders' equity, or meet alternative requirements relating to market value of listed securities or net income. In this Quarterly Report on Form 10-Q, as of June 30, 2025, we reported stockholders' equity which is below the \$2.5 million minimum.

In addition, under Nasdaq Listing Rule 5550(a)(2), our common stock is required to maintain a minimum bid price of at least \$1.00 per share. Recently, the closing bid price of our common stock has fallen below \$1.00 for 6 consecutive business days. If the bid price of our common stock remains below \$1.00 for 30 consecutive business days, we may receive a deficiency notice from Nasdaq regarding this requirement.

If we fail to regain compliance with either of these listing requirements within the applicable cure periods, our common stock may be delisted from The Nasdaq Capital Market. Delisting could materially reduce the liquidity and market price of our common stock, impair the ability of our stockholders to sell or purchase shares, and adversely affect our access to capital markets. There can be no assurance that we will be able to regain or maintain compliance with Nasdaq's listing requirements.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) Sales of Unregistered Securities.

None.

(b) Use of Proceeds.

None.

(c) None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

(a) None.

(b) None.

(c) During the three months ended June 30, 2025, none of the Company's directors or officers (as defined in Rule 16a-1(f) of the Securities Exchange Act of 1934) adopted, terminated or modified a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K).

Item 6. Exhibits

The following documents are filed as a part of this report or are incorporated herein by reference.

EXHIBIT NUMBER	DESCRIPTION
3.1	<u>Articles of Amendment and Restatement of Generation Income Properties, Inc. (incorporated by reference to Exhibit 2.1 of the Company's Form 1-A/A filed on January 28, 2016)</u>
3.1.1	<u>Articles of Amendment to Amended and Restated Articles of Incorporation. (incorporated by reference to Exhibit 2.1 to the Company's Form 1-U filed on October 9, 2020.)</u>
3.2	<u>Bylaws of Generation Income Properties, Inc. (incorporated by reference to Exhibit 2.2 of the Company's Form 1-A filed on September 16, 2015)</u>
4.1	<u>Form of Stock Certificate (incorporated by reference to Exhibit 3.3 of the Company's Form 1-A filed on September 16, 2015)</u>
4.2	<u>Amended and Restated Agreement of Limited Partnership of Generation Income Properties, L.P. (incorporated by reference to Exhibit 6.2 of the Company's Form 1-A POS filed on March 29, 2018)</u>
4.2.1	<u>First Amendment to Amended and Restated Agreement of Limited Partnership of Generation Income Properties, L.P. (incorporated by reference from Exhibit 4.4 to the Company's Amendment No. 5 to Registration Statement on Form S-11 filed on April 12, 2021)</u>
4.2.2	<u>Second Amendment to Amended and Restated Agreement of Limited Partnership of Generation Income Properties, L.P. (incorporated by reference to Exhibit 4.5 to the Company's Amendment No. 5 to Registration Statement on Form S-11 filed on April 12, 2021)</u>
4.2.3	<u>Fourth Amendment to Amended and Restated Agreement of Limited Partnership of Generation Income Properties, L.P. (incorporated by reference to Exhibit 4.1 from Form 8-K filed on July 2, 2024).</u>
4.2.4	<u>Fifth Amendment to Amended and Restated Agreement of Limited Partnership of Generation Income Properties, L.P. (incorporated by reference to Exhibit 4.1 from Form 8-K filed on July 29, 2024).</u>
4.2.5	<u>Sixth Amendment to Amended and Restated Agreement of Limited Partnership of Generation Income Properties, L.P. (incorporated by reference to Exhibit 4.1 of the Company's Form 8-K filed on February 10, 2025) any's Form 8-K filed on February 10, 2025)</u>
4.3	<u>Common Stock Purchase Warrant, dated April 17, 2019. (incorporated by reference from Exhibit 4.6 to the Company's Amendment No. 5 to Registration Statement on Form S-11 filed on April 12, 2021)</u>
4.4	<u>Common Stock Purchase Warrant dated November 12, 2020 (incorporated by reference to Exhibit 4.7 to the Company's Amendment No. 5 to Registration Statement on Form S-11 filed on April 12, 2021).</u>
4.5	<u>Representative's Warrant, dated September 8, 2021 (incorporated by reference from Exhibit 4.1 from Form 8-K filed on September 9, 2021)</u>
4.6	<u>Form of Investor Warrant (incorporated by reference from Exhibit 4.2 from Form 8-K filed on September 9, 2021)</u>
4.7	<u>Warrant Agent Agreement, dated September 2, 2021 between the Company and VStock Transfer, LLC (incorporated by reference from Exhibit 4.3 from Form 8-K filed on September 9, 2021)</u>
10.1	<u>Secured Promissory Note dated April 25, 2025 (incorporated by reference to Exhibit 10.1 from Form 8-K filed on April 29, 2025).</u>
10.2	<u>Promissory Note issued to Chase Commercial Realty, Inc. dated May 29, 2025 (incorporated by reference to Exhibit 10.1 from Form 8-K filed on June 5, 2025)</u>
10.3	<u>Personal Guaranty, dated May 29, 2025, made by David Sobelman in favor of Chase Commercial Realty, Inc. (incorporated by reference to Exhibit 10.2 from Form 8-K filed on June 5, 2025)</u>
10.4	<u>Promissory Note issued to SRS Real Estate Partners, LLC dated May 29, 2025 (incorporated by reference to Exhibit 10.3 from Form 8-K filed on June 5, 2025)</u>
10.5	<u>Promissory Note issued to David E. Sobelman Revocable Trust, dated May 29, 2025 (incorporated by reference to Exhibit 10.4 from Form 8-K filed on June 5, 2025)</u>
10.6	<u>Purchase and Sale Agreement, entered into effective as of April 2, 2025, by and among GIPFL 1300 S Dale Mabry, LLC and 6800 4th Street Holdings LLC, as amended effective May 2, 2025 (incorporated by reference to Exhibit 10.5 from Form 8-K filed on June 5, 2025)</u>
10.7	<u>Purchase and Sale Agreement, entered into effective as of January 24, 2025, by and among GIPAL JV 15091 SW Alabama 20, LLC and Titomic, Inc., as amended effective April 7, 2025 and May 9, 2025 (incorporated by reference to Exhibit 10.6 from Form 8-K filed on June 5, 2025).</u>
10.8	<u>Loan Agreement, dated June 13, 2025, between GIPDC 3707 14th St, LLC, as borrower and Valley National Bank, as lender (incorporated by reference to Exhibit 10.1 from Form 8-K filed on June 20, 2025).</u>
10.9	<u>Promissory Note, dated June 13, 2025, between GIPDC 3606 14th St, LLC, as borrower and Valley National Bank as lender (incorporated by reference to Exhibit 10.2 tfrom Form 8-K filed on June 20, 2025).</u>
10.10	<u>Guaranty Agreement, dated June 13, 2025, between David E. Sobelman, as guarantor, and Valley National Bank (incorporated by reference to Exhibit 10.3 from Form 8-K filed on June 20, 2025).</u>
31.1*	<u>Rule 13a – 14(a) Certification of the Principal Executive Officer</u>

31.2*	<u>Rule 13a – 14(a) Certification of the Principal Financial Officer</u>
32.1*	<u>Written Statement of the Principal Executive Officer, Pursuant to 18 U.S.C. § 1350</u>
32.2*	<u>Written Statement of the Principal Financial Officer, Pursuant to 18 U.S.C. § 1350</u>
101.INS	Inline XBRL Instance Document.
101.SCH	Inline XBRL Taxonomy Extension Schema.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized:

GENERATION INCOME PROPERTIES, INC.

Date: August 15, 2025

By: /s/ David Sobelman
David Sobelman
Chief Executive Officer and Chair of the Board
(Principal Executive Officer)

Date: August 15, 2025

By: /s/ Ron Cook
Ron Cook
VP Accounting and Finance
(Principal Financial and Accounting Officer)

GENERATION INCOME PROPERTIES, INC.
2020 OMNIBUS INCENTIVE PLAN
RESTRICTED STOCK UNIT AWARD

Dear []:

You have been granted an award (this “Award”) of restricted stock units (“RSUs”) relating to shares of the common stock (“Common Stock”) of Generation Income Properties, Inc. (the “Company”) under the Generation Income Properties, Inc. 2020 Omnibus Incentive Plan (the “Plan”) with terms and conditions described below. This Award is granted under and governed by the terms and conditions of the Plan. Additional provisions regarding this Award and definitions of capitalized terms used and not defined in this Award can be found in the Plan.

Grant Date: []

Number of RSUs: []

Vesting Schedule: The RSUs will vest on the first (1st) anniversary of the above-referenced “Grant Date”, provided that you have been continuously employed by or in the service of the Company or an Affiliate through and including such date.

Notwithstanding the foregoing, the RSUs will vest in full upon a Change of Control, if you are continuously employed with, or in the service of, the Company or an Affiliate thereof through the day preceding the date of the Change of Control.

Termination of Employment or Service: Upon your termination of employment with, or cessation of services to, the Company or an Affiliate thereof prior to the date the RSUs are vested, you will forfeit the unvested RSUs.

Settlement of Restricted Stock Units: Unless you have timely made a deferral election in accordance with the Company’s process (if any) for making such an election (a “Deferral Election”), then, as soon as practicable after your RSUs vest (but no later than two-and-one-half months from the end of the fiscal year in which vesting occurs), the Company will settle such vested RSUs by issuing in your name certificate(s) or making an appropriate book entry for a number of shares of Common Stock equal to the number of RSUs that have vested.

If you have timely made a Deferral Election, then, to the extent your RSUs have then become vested and have not been forfeited, upon the earlier of (1) the third (3rd) anniversary of the Grant Date or (2) your separation from service with the Company (subject to any six-month delay required for compliance with Code Section 409A), the Company will settle such vested RSUs by issuing in your name certificate(s) or making an appropriate book entry for a number of shares of Common Stock equal to the number of RSUs that have become vested.

Transferability of
Restricted Stock Units:

You may not sell, transfer or otherwise alienate or hypothecate this Award or any of your RSUs until they are vested. In addition, by accepting this Award, you agree not to sell any shares of Common Stock acquired under this Award other than as set forth in the Plan and at a time when applicable laws, Company policies or an agreement between the Company and its underwriters do not prohibit a sale. The Company also may require you to enter into a shareholder's agreement that will include additional restrictions on the transfer of shares acquired under this Award.

Rights as Shareholder:

You will not be deemed for any purposes to be a shareholder of the Company with respect to any of the RSUs or the underlying shares (including with respect to voting or dividends) unless and until a certificate for shares of Common Stock is issued, or a book entry is made reflecting your ownership of shares, upon settlement of the RSUs.

If any dividends or distributions with respect to the Common Stock underlying the RSUs are paid in cash prior to the earlier of the settlement or the forfeiture of the RSUs, then you will be credited with an amount of cash per RSU equal to the amount of such dividend. Any amounts credited pursuant to the immediately preceding sentence will be subject to the same applicable terms and conditions (including vesting, payment and forfeitability) as apply to the RSUs with respect to which the dividend equivalents were credited, and such amounts shall be paid in cash at the same time as the RSUs to which they relate are settled.

If any dividends or distributions with respect to the Common Stock underlying the RSUs are paid in shares rather than cash prior to the earlier of the settlement or the forfeiture of the RSUs, then you will be credited with additional restricted stock units equal to the number of shares that you would have received had the RSUs been actual shares, and such restricted stock units shall be deemed RSUs subject to the same risk of forfeiture, time of settlement and other terms of this Agreement and the Plan as are the other RSUs granted under this Award.

Market Stand-Off:

In connection with any underwritten public offering by the Company of its equity securities pursuant to an effective registration statement filed under the Securities Act of 1933, as amended, you agree that you will not directly or indirectly sell, make any short sale of, loan, hypothecate, pledge, offer, grant or sell any option or other contract for the purchase of, purchase any option or other contract for the sale of, or otherwise dispose of or transfer or agree to engage in any of the foregoing transactions with respect to, any shares acquired under this Award without the prior written consent of the Company and the Company's underwriters. Such restriction will be in effect for such period of time following the date of the final prospectus for the offering as may be determined by the Company. In no event, however, will such period exceed one hundred eighty (180) days. You agree to execute any lock-up agreement or similar agreement requested by the Company or the Company's underwriters to evidence the foregoing obligations plus such

other obligations that are generally applied to Company shareholders in connection with the underwritten public offering.

Tax Matters:

You understand that you (and not the Company or any Affiliate) will be responsible for your own federal, state, local or foreign tax liability and any other tax consequences that may arise as a result of the transactions contemplated by this Award. You will rely solely on the determinations of your tax advisors or your own determinations, and not on any statements or representations by the Company or any of its agents, with regard to all such tax matters.

To the extent that the receipt, vesting or settlement of the RSUs, or other event, results in income to you for federal, state or local income tax purposes, you shall deliver to the Company at the time the Company is obligated to withhold taxes in connection with such receipt, vesting, settlement or other event, as the case may be, such amount as the Company requires to meet its withholding obligation under applicable tax laws or regulations. If you fail to do so, the Company has the right and authority to deduct or withhold from other compensation payable to you an amount sufficient to satisfy its withholding obligations.

To the extent permitted by the Company at the time a tax withholding requirement arises, you may satisfy the withholding requirement in whole or in part, by electing to have the Company withhold for its own account that number of shares of Common Stock otherwise deliverable to you upon settlement having an aggregate Fair Market Value on the date the tax is to be determined equal to the tax that the Company must withhold in connection with the vesting or settlement of such RSUs; provided that the amount so withheld shall not exceed the maximum statutory rate to the extent necessary to avoid an accounting charge. Your election must be irrevocable, in writing, and submitted to the Secretary of the Company before the applicable vesting or settlement date. The Fair Market Value of any fractional share not used to satisfy the withholding obligation (as determined on the date the tax is determined) will be paid to you in cash.

Miscellaneous:

- This Award may be amended only by written consent signed by both you and the Company, unless the amendment is not to your detriment. Notwithstanding the foregoing, this Award may be amended or terminated by the Board or the Committee without your consent in accordance with the provisions of the Plan.
- The failure of the Company to enforce any provision of this Award at any time will in no way constitute a waiver of such provision or of any other provision hereof.
- In the event any provision of this Award is held illegal or invalid for any reason, such illegality or invalidity will not affect the legality or validity of the remaining provisions of this Award, and this Award will be construed and enforced as if the illegal or invalid provision had not been included in this Award.

•As a condition to the grant of this Award, you agree (with such agreement being binding upon your legal representatives, guardians, legatees or beneficiaries) that this Award will be interpreted by the Committee and that any interpretation by the Committee of the terms of this Award or the Plan, and any determination made by the Committee pursuant to this Award or the Plan, will be final, binding and conclusive.

•This Award may be executed in counterparts.

BY SIGNING BELOW AND ACCEPTING THIS RESTRICTED STOCK UNIT AWARD, YOU AGREE TO ALL OF THE TERMS AND CONDITIONS DESCRIBED HEREIN AND IN THE PLAN. YOU ALSO ACKNOWLEDGE RECEIPT OF THE PLAN.

GENERATION INCOME PROPERTIES, INC.

By: _____
David Sobelman, Chief Executive Officer [Name of Recipient]

Date: _____

**Certification of Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, David Sobelman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Generation Income Properties, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 15, 2025

/s/ David Sobelman
David Sobelman
Chief Executive Officer
(Principal Executive Officer)

A signed original of this document has been provided to Generation Income Properties, Inc. and will be retained by Generation Income Properties, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

**Certification of Principal Financial and Accounting Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Ron Cook, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Generation Income Properties, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 15, 2025

/s/ Ron Cook
Ron Cook
VP Accounting and Finance
(Principal Financial and Accounting Officer)

A signed original of this document has been provided to Generation Income Properties, Inc. and will be retained by Generation Income Properties, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

**Written Statement of the Chief Executive Officer
Pursuant to 18 U.S.C. Section 1350**

Solely for the purposes of complying with 18 U.S.C. ss.1350, I, the undersigned Chief Executive Officer of Generation Income Properties, Inc. (the “Company”), hereby certify, based on my knowledge, that the Quarterly Report on Form 10-Q of the Company for the quarterly period ended June 30, 2025 as filed with the Securities and Exchange Commission on August 15, 2025 (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David Sobelman

David Sobelman
Chief Executive Officer
(Principal Executive Officer)
August 15, 2025

A signed original of this document has been provided to Generation Income Properties, Inc. and will be retained by Generation Income Properties, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Written Statement of the Principal Financial and Accounting Officer
Pursuant to 18 U.S.C. Section 1350

Solely for the purposes of complying with 18 U.S.C. ss.1350, I, the undersigned Principal Financial and Accounting Officer of Generation Income Properties, Inc. (the “Company”), hereby certify, based on my knowledge, that the Quarterly Report on Form 10-Q of the Company for the quarterly period ended June 30, 2025 as filed with the Securities and Exchange Commission on August 15, 2025 (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Ron Cook

Ron Cook

VP Accounting and Finance

(Principal Financial and Accounting Officer)

August 15, 2025

A signed original of this document has been provided to Generation Income Properties, Inc. and will be retained by Generation Income Properties, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.
