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Merger Rationale

1. The merger between SAKER and eVERTIPORTS is a natural act, as both companies are in the FBO business. While SAKER no longer has an operating business with the loss of the Manhattan heliport, a combination with eVERTIPORTS which has high growth plans for hundreds of Vertiport locations nationwide makes sound business sense and builds on the combined operating knowledge.
2. eVERTIPORTS management has owned and operated airport, FBO, aircraft and charter operations. In addition, they are highly experienced as owner- operator- developer- construction manager nationwide and have built high growth companies from startup to \$1.4B sales and understand how to create new revenue sources in partnership with national real estate portfolios.
3. eVERTIPORTS team has invested 4 years into the development of the Vertiport business model for the new air-taxi industry and is well positioned to execute the business plan as the industry is advancing rapidly with certifiable aircraft, regulations now in place by FAA and EASA (Europe) and with public and private investment exceeding \$30B in addition to airlines-operators committing over \$25B in orders.
4. The business plan has been created to maximize and leverage real estate options in a finite window and leverage the potential network to operators in a sequence that produces positive cashflow required in the permitting process. This sequence coupled with a capital efficient development plan which incorporates solar development capital provides for outsized exit scenarios with limited capital requirements. The balance sheet cash is more than sufficient to execute the plan and provide the foundation for additional capital rounds.

- **Company:** eVERTIPOINTS provides infrastructure and ground support for Urban Air Mobility (UAM).
- **Industry Sector:** UAM includes Electric Vertical Take-Off-Land Aircraft- (eVTOL) operated for Air-Taxis, Regional Air, Medical and Parcel.
- **Market:** Morgan Stanley has projected \$1T by 2040 and \$9T by 2050.

Industry Overview:

- Company develops and operates VERTIPOINTS- landing/charging stations for eVTOLs serving Air-Taxi industry.
- Vertiports charge landing/charging/storage fees like FBO's.
- Niche is "last mile"- convenient sites close to home, work and play, co-located at existing real estate such as strip/enclosed shopping malls
- Prospective tenants are airlines/operators which have ordered \$25 Billion in eVTOLs and planning routes for 2027/2028.

Competitive Strengths:

- Extensive 4-year international UAM industry review and business model formation bootstrapped by management.
- Management team and board comprised of serial entrepreneurs with proven track record commercializing new revenue streams from real estate portfolios.
- Built 3 high growth companies from startup to \$1.4B sales cumulative. Highly experienced as owner- operator- developer-construction manager nationwide.
- Experience includes having owned and operated airport, FBO, jet aircraft and charter operations
- Significant site/tenant options, prospects and relationships with entities representing over 400 locations.
- Ernst & Young Entrepreneur of the Year-National Award and INC 500 10- time recipient.

Country:	USA
Headquarters:	1270 6 th Ave New York, NY
Industry:	Aerospace Infrastructure
Nature:	Privately Held
Founded:	May 2022

Update:

- Whitehouse Executive Order “Unleashing American Drone Dominance” directed FAA to create eVTOL Integration Pilot Program (eIPP) to advance Drone and eVTOL Manufacturing and Infrastructure which requires Government entities to partner with a private sector partner in UAM.
- We were selected as 80 site VERTIPOINT partner with University of Nevada Air Mobility in a five state, 88 Vertiport network including NV, CA, AZ, MI (upper peninsula) and NY (upstate). Other partners include JOBY, ARCHER, Supernal (Hyundai) as OEM's, BETA as charging partner with 20 other companies supporting air mobility plus 6 airports. Additionally, San Bernardino County Fire Department is partner. Submitted to FAA on January 20th 2026.
- The eIPP states that Unlimited powers were granted to Secretaries of State, Commerce, Transportation, Defense and Homeland Security to do “whatever it takes” in terms of grants, guarantees, loans and expedited permitting review to advance the National Plan. Awards will be announced April 20, 2026. Nevada Air Mobility program has consistently received funding through administrations.
- The Co-Founder of Virgin Atlantic Airways David M. Tait joined our Advisory Board in January 2026.

Financial:

- The Total Addressable Market (TAM) for UAM Infrastructure is \$480B Globally and \$192B in the U.S. Our plan contemplates capturing less than 1% (.07%) of the U.S. TAM. Full sales volume projected in 2032 with sales of \$1.3B and normalized EBITDA of \$638M.
- The business plan maximizes real estate options in a finite window and leverages the potential network to operators in a sequence that produces positive cashflow through option sales of \$32M which (+/-) equals \$31M of permitting costs.
- This sequence coupled with a 90% capital efficient development plan incorporating solar development capital through a PPA provides for outsized growth with limited capital requirements.
- Capital requirement: \$8M equity investment to fund completion of 400 site commitments required prior to presenting national portfolio to airlines in Q/1 2027. Half (\$4M) of the \$8M investment will be securitized and fund construction of the first Vertiport in Fairfield County, Connecticut which will serve as the national prototype for airlines to base lease commitment on.
- Potential Exit Scenario. Industry is characterized within Aerospace Infrastructure and is directly comparable to Fixed Based Operations (FBO's). Signature Air (Blackstone-Bill Gates)/Atlantic Aviation (KKR) both comps in 2023. Industry Multiple 10.2X EBITDA + assets. Exit EBITDA of \$638M at industry multiple plus asset value after appreciation is \$7.5B representing a 268X return on invested capital.

Transaction:

- Recent capital raise values company at \$14.9M., derived by discounting forecast 60% , further discounting cash flow by 97% resulting in a \$7.6M base valuation. Bootstrap equity contributed by management amounts to \$6M and Series A accounts for \$1.2M. The capital table 92% owned by management and 8% by investors all holding common stock.
- The company seeks \$8M in equity which would value the company at \$22.9M post money with the investor receiving a 35% interest.

Recent Highlights:

Vertiport Site Options Gain Momentum.

- The prospect of including landlord sites in eIPP program has created impetus to get options included.
- Sites prospects include Malls, Office, New Development and Parking decks.
- Active dialogue represents approximately 400 prospect locations throughout U.S. and territories.
- Present Vertiport portfolio to Airlines and sell options Q3/Q4- 26
- Stamford Town Center Mall Parking Deck in agreement to be selected as our National Vertiport Prototype
- Plan is to fast track permitting and build prototype Q1-27

Momentum Fueling Vertiport Interest and Industry Awareness.

- Archer announcement to purchase LA Airport for \$126M to serve as network hub is a major validation to scope.
- Archer's additional raise of \$650M equity brings total liquidity to \$2B and facilitated purchase of Lilium's patent portfolio for \$14M- another major announcement.
- BETA's IPO priced at \$1.1B provides further evidence capital commitment in industry- \$300M investment by GE followed.
- JOBY lawsuit over Archer's espionage/theft of plans for Steven Ross/Related Companies FLA Vertiports highlights win-loose stakes.

Validation of Business Model and Commercial Acceptance:

Milestones:

- Validation of real estate option process.
- Landlord value proposition -large owners.
- Cash Neutral Airline option model.
- 90% Capital efficient development model with Solar Developer.
- Bonding and credit rating capability confirmed.
- Design standards with automated operation- patent filing pending.
- Fire protection- patent filing pending.
- Industry expert's validation of value proposition to airline operators.
- Airplane lessor validation of value proposition model.
- State (s) acceptance in FAA eVTOL Integration Pilot Program. (eIPP)
- Mgmt. commitment evidenced by equity-comp and bootstrapping.
- Board additions include experience in Airlines,(Virgin Airways) Permitti (Con Ed) and IT, Aerospace (Stanley Black & Decker/RTX)
- Recent capital reflects \$14.3M valuation



Valuation:

		Share Price		Total Shares		Series A-1 <\$11K				
EBITDA Projected at Exit		\$ 638,666,553		Total Pre-Money \$ 0.0001	27,339,597	92%				
EBITDA Probability Discounted to 40% of Forecast		\$ ↓ 255,466,621		Series A-1 \$ 0.50	2,400,000	8%				
Free Cash Flow further discounted by 97%		\$ ↓ 7,663,999		Total Post-Money	29,739,597	100%				
Bootstrap Equity		\$ + 6,005,800								
Total Pre-Money Value		\$ = 13,669,799	92%	ownership %	A.W.	\$ 560,000	1,120,000	14	M.G.S.	\$ 10,000
Series A-1		\$ + 1,200,000	8%	ownership %	R.R.	\$ 39,000	78,000	12	D.S.	\$ 10,000
Post-Money Value		\$ = 14,869,799	100%		M.G.	\$ 25,000	50,000	11,18	G.G.	\$ 10,000
PUBCO Merger-\$8M balance sheet		\$ + 8,000,000			J.R.	\$ 100,000	200,000	23	L.W.	\$ 5,000
Post-Merger Value		\$ = 22,869,799			D.M.	\$ 100,000	200,000	24	J.N.	\$ 5,000
					F.F.	\$ 60,000	120,000	n/a	B.D.	\$ 5,000
									R. & M. B.	\$ 5,000
									C. & P. G.	\$ 10,000
									Total F.F.	\$ 60,000
					Total Investment	\$ 884,000				
					Remaining Available	\$ 316,000				

New Cap Table:

eVERTIPORT Shareholders	\$ 14,869,799	65%
PUBCO Shareholders	\$ 8,000,000	35%
Total Shareholder Value	\$ 22,869,799	100%

Exit Scenario:

				eVERTIPORT Shares 65%		PUBCO Shares 35%			
		Exit EBITDA	Multiple*	Valuation	Valuation + Net Assets	Net Return	ROI X	Net Return	ROI X
Company Valuation at Exit (2032) (Discounted)		\$ 7,663,999	10.2x	\$ 78,172,786	\$ 172,074,949	\$ 110,127,968	8	\$ 61,946,982	8
Company Valuation at Exit (2032) (No Discount)		\$ 638,666,553	10.2x	\$ 6,514,398,843	\$ 7,453,420,476	\$ 5,285,922,738	355	\$ 2,146,622,139	268
Additional Balance Sheet Considerations for Valuation:									
Vertiport Assets: (after depreciation)		Discounted	No Discount			Discounted	No Discount		
Cash:		\$ 46,743,684	\$ 467,436,842			\$ 172,074,949	\$ 7,453,420,476		
Debt:		\$ -	\$ 1						
Net Assets:		\$ 93,902,163	\$ 939,021,633						
Total Valuation:									

(*Q1 2024 Private Aerospace Infrastructure 10.2X EBITDA)



Capital Outlay - Permitting, Development and Operations Timeline

	2026	2027	28	29	30	31	32	
Permitting	Capital Begin	\$8M	\$19.1M	\$7.6M	\$2.7M			
	SG & A	\$1.9M						
	Prototype Vertiport		\$4M					
	Vertiport Operating Profit				\$30.6M	\$61.3M	\$91.8M	\$122M
	Airline Option Revenue- 50% Q-3/Q-4	\$16M						
	Bond Payment				\$24.2M	\$101.7M	\$124M	\$0
	Airline Option Revenue -50% Balance Due on Permit.		\$4M	\$6M	\$6M			
	Permitting Costs +SG&A		\$7.5M	\$10.9M	\$12.3M			
	Tax Liability	\$3M						
	Cumulative Out	\$4.9M	\$11.5M					
Capital Reserve	\$19.1M	\$7.6M	\$2.7M	\$2.7M	\$3.5M	\$83M	\$467M (zero debt)	
	400 Options	Prototype Vertiport Built Q-1	100 Permitted	150 Permitted	150 Permitted			
Development	Vertiport Construction			100	150	150		
	Vertiport Operation Cumulative			100	250	400	400	
Operations	Vertiport Revenues			\$320M	\$800M	\$1.280B	\$1.280B	
	Vertiport EBITDA:			\$121K	\$39M	\$195M	\$638M	

Airline Option Strategy- Is Validated by 2026 Q-4. Option contingent only on permit issuance and eVERTIPORTS bonding. **Prototype Vertiport Funding is \$4M of \$5M overall project.** Balance funded per business model/plan. **Vertiport Construction is Cash Neutral**- Funded at project level per plan.

\$4M PROTOTYPE BUILT WHEN PERMIT ISSUED ----SECURITIZED AS A WHOLLY OWNED STANDALONE COMPANY ASSET

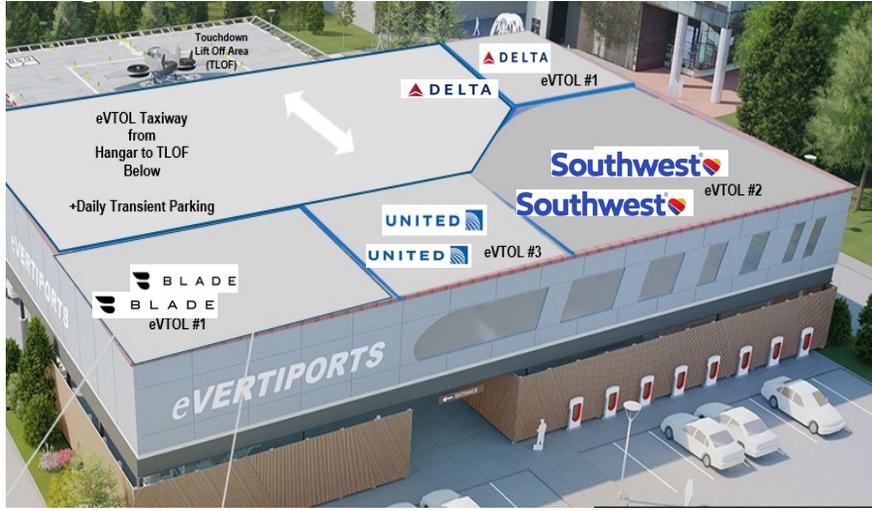
Projection 400 Vertiport Plan with PUBCO

Options 2025-2027. Permitting 2027-2029. Development 2029-2031

1/22/2026



	2025	2026	2027	2028	2029	2030	2031	2032
# of Landlord Options	0	400						
# of Airline Options	0	400						
# of Vertiports in Permit Process	0	0	100	150	150	0	0	
# of Vertiports Permitted	0	0	0	100	150	150	0	
# of Vertiports Permitted Cumulative	0	0	0	100	250	400	400	400
# of Vertiports Cumulative		0	0	0	100	250	400	400
Revenue								
Option Pmnt Airline (1 x fee) 8 Gate 50% Down		16,000,000		\$ -				
Option Pmnt Airline (1 x fee) 8 Gate 50% on Permit		-	4,000,000	6,000,000	6,000,000			
Option Pmnt Total		16,000,000	4,000,000	6,000,000	6,000,000	\$ -		
Option Payment Cumulative								32,000,000
Vertiport Revenue								
2028 Class Vpvt. Oper. Profit (25%/50%/75% forecast)			-	-	30,627,109	61,254,218	91,881,327	122,508,437
2029 Class Vpvt Oper. Profit (25%/50%/75% forecast)				-	-	45,940,664	91,881,327	183,762,655
2030 Class Vpvt Oper. Profit (25%/50%/75% forecast)				0	-	-	45,940,664	183,762,655
Vertiport Operating Profit + Option Payment Revenue		16,000,000	4,000,000	6,000,000	36,627,109	107,194,882	229,703,319	490,033,746
Permitting Costs Total:	\$ -	\$ 600,000	\$ 5,050,000	\$ 8,225,150	\$ 8,225,150			
Permitting Costs Cumulative:								\$ 21,500,300
Total Salaries	\$ -	\$ 1,128,000	\$ 1,748,000	\$ 1,933,000	\$ 2,528,000	\$ 2,778,000	\$ 2,778,000	\$2,208,000
Total General Expenses	\$ -	\$ 4,220	\$ 10,220	\$ 12,220	\$ 16,220	\$ 20,220	\$ 35,220	\$35,220
Total Travel Expenses	\$ -	\$ 90,000	\$ 161,000	\$ 215,000	\$ 272,000	\$ 332,000	\$ 397,000	
Total General and Travel - combined	\$ -	\$ 94,220	\$ 171,220	\$ 227,220	\$ 288,220	\$ 352,220	\$ 432,220	\$432,220
Total Office Expenses	\$ -	\$ 63,000	\$ 71,000	\$ 82,920	\$ 92,917	\$ 107,993	\$ 121,153	\$121,153
Total Professional Services	\$ -	\$ 80,000	\$ 297,000	\$ 335,000	\$ 965,000	\$ 977,000	\$ 637,000	\$637,000
Total Telecommunications	\$ -	\$ 27,000	\$ 43,000	\$ 61,000	\$ 80,000	\$ 102,000	\$ 147,000	\$147,000
Total Motor Vehicle Expenses	\$ -	\$ 9,200	\$ 9,200	\$ 10,200	\$ 11,600	\$ 11,800	\$ 22,600	\$22,600
Total Financial Expenses	\$ -	\$ 40,000	\$ 78,000	\$ 94,000	\$ 104,000	\$ 114,000	\$ 120,000	\$120,000
tab					\$ 320,000,000	\$ 800,000,000	\$ 1,280,000,000	\$1,280,000,000
Total Corporate SG & A	\$ -	\$ 1,978,420	\$ 7,467,420	\$ 10,968,490	\$ 12,294,887	\$ 4,443,013	\$ 4,257,973	\$3,723,193
Prototype Capital Costs			\$ 4,000,000					
Total Expenses		\$ 1,978,420	\$ 11,467,420					
Net Taxable Income Before Principal Paydown	\$ -	\$ 14,021,580	\$ (7,467,420)	\$ (4,968,490)	\$ 24,332,222	\$ 102,751,869	\$ 225,445,345	\$486,310,553
2027 A Series Bond: Debt Princ. Paydown 90%-98% of FCF					\$ 24,210,561	\$ 101,724,350	\$ 124,368,808	
Zero/Low Int 3% 5 yr P/I (paid off on vpt sched.)							\$ -	
Net Income Before Tax	\$ -	\$ 14,021,580	\$ (7,467,420)	\$ (4,968,490)	\$ 121,661	\$ 1,027,519	\$ 101,076,537	\$486,310,553
Fed. Income Tax		\$ 2,944,532	\$ -	\$ -	\$ 25,549	\$ 215,779	\$ 21,226,073	\$102,125,216
Free Cash Flow		\$ 11,077,048	\$ (7,467,420)	\$ (4,968,490)	\$ 96,112	\$ 811,740	\$ 79,850,465	\$384,185,337
EBITDA			\$ (7,467,420)	\$ (4,968,490)	\$ 121,661	\$ 38,986,519	\$ 195,974,037	\$638,146,553
Equity Capital	\$ 8,000,000							
Operating Cash		\$ 8,000,000	\$ 11,609,628	\$ 6,641,138	\$ 6,737,250	\$ 7,548,990	\$ 87,399,455	
Cash Balance	\$ 8,000,000	\$ 19,077,048	\$ 11,609,628	\$ 6,641,138	\$ 6,737,250	\$ 7,548,990	\$ 87,399,455	\$471,584,792
Direct Permitting Cost per/ Vertiport:			\$ 50,500	\$ 54,834	\$ 54,834	Total Permit Cost	Total Airline Option Income	Net Permit Cash Flow
Total Permitting Cost per/ Vertiport w Corp SGA:			\$ 74,674	\$ 73,123	\$ 81,966	\$ 30,730,797	\$ 32,000,000	\$ 1,269,203
Total Permitting Cost per year/cumulative			\$ 7,467,420	\$ 10,968,490	\$ 12,294,887			
Bond Project Use Summary:	\$187,406,960							
Bond Interest Reserves, Ins., fees, et.,)	\$63,530,959							
Total Bond:	\$250,937,919							
2027 A Series Bond (\$251M) Principal Paydown	\$250,303,719							



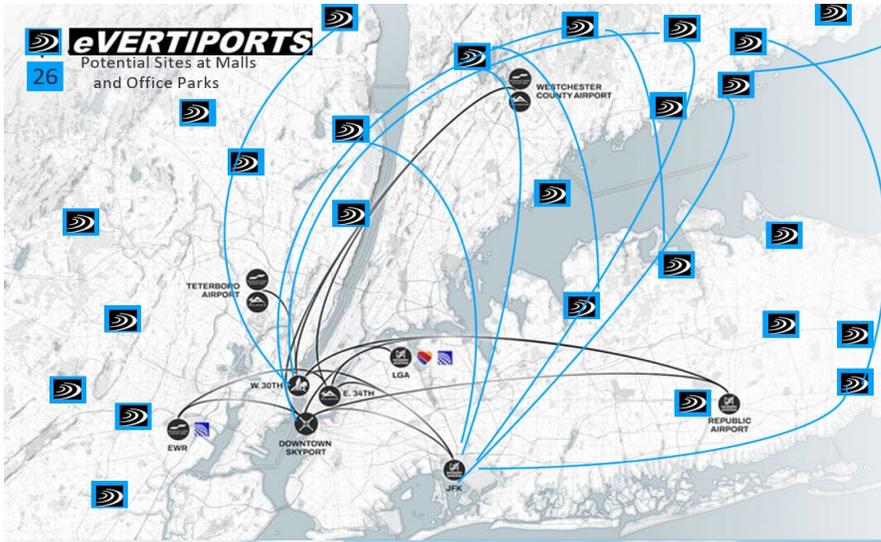
1 Vertiport

8 Gates

- 4 Tenants
- Delta
 - Delta
 - Southwest
 - Southwest
 - United
 - United
 - Blade/Joby
 - Blade/Joby

Option Price:
\$10K-gate

\$5K down
\$5K@ permit



400 Vertiports

3,200 Gates

- 4 Tenants
- United \$8M
 - United \$8M
 - Blade/Joby \$8M
 - Blade/Joby \$8M
 - Delta \$8M
 - Delta \$8M
 - Southwest \$8M
 - Southwest \$8M

Each Airline:
\$4M down
\$4M @ permit

Total Option Income:
\$32M
= to
Total Permitting Cost of
\$31M

Airline Value Proposition: Secure 800 gates at 400 airports for \$4M at signing with \$4M balance paid when permitted.

Gate Option Revenue Source of \$32M equal to total permitting cost of \$31M

Vertiport Capital Formation:

Earned-in Equity and Solar Developer Provides 90% of Capital Stack

Vertiport Capital Summary				
# of TLOF's (take off & landing spots)			2	
# of Aircraft (interior storage)			8	
Total Space Required			103,075	
Total Vertiport Cost		\$	5,081,936	
Project Components	Class		Capital	%
Solar Canopy Structure- Capitalized- Solar Dev. PPA	Equity	\$	3,741,500	74%
Tenant Allowance Improvements (TI) (\$5 sq ft)	Equity	\$	515,375	10%
Airline Lease Commitment - (2 x option payment)	Equity	\$	160,000	3%
Brokerage Commission Add-back	Equity	\$	62,500	1%
Entitlements, Grants, Forgivable Lns.	Equity	\$	67,022	1%
Zero/Low Interest Fed/ST Loans	Debt	\$	67,022	1%
Total Bond Debt	Bond Debt	\$	468,517	9%
	Total Debt:	\$	535,539	10%
	Total Equity:	\$	4,546,397	90%

eVTOL Ground Support- Segment Overview:

Vertiports Serving Air-Taxi, Regional Air, Medical and Parcel.



Courtesy JOBY Aviation

eVTOL Aircraft

Electric Vertical Take-Off and Landing aircraft, 4-6 passenger plus pilot.

Game Changer

up to 100X Quieter vs helicopter	100% Electric
Up to 200 Miles Per Hour	Up to 200 Miles Range
6-12 redundant motors & rotors-ultra safe	

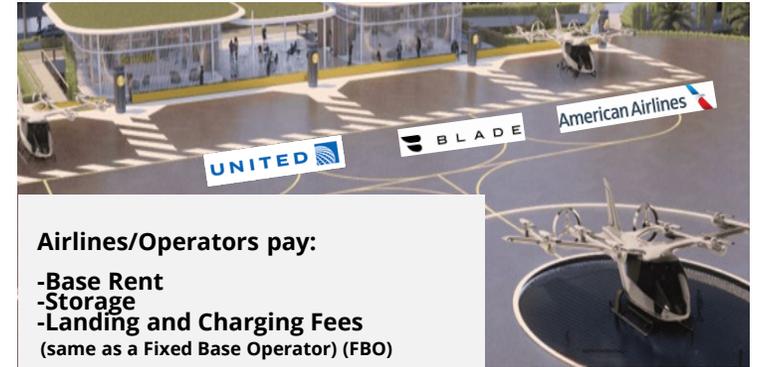
Enables Aerial Ride-Sharing

Reduce drive time by **2/3rds**. NYC-JFK 7Mins. VS 1hr 25min.
By-the-seat-pricing comparable to Uber XL pricing.
Operators need many Vertiports for base operations.



Vertiports serve as:

- Gates to airports or other vertiports.
- Terminal base for Airlines/Operators.
- Operators need *many* to connect networks.



Airlines/Operators pay:

- Base Rent
- Storage
- Landing and Charging Fees (same as a Fixed Base Operator) (FBO)

Vertiports Co-Located

At Existing Commercial Use Locations
Close to home, work & play.
"last-mile"



\$25B UNITED Azui Southwest

in Aircraft Orders. American Airlines BLADE

Potential Vertiport Tenants include: DELTA FedEx ups amazon

NETJETS SkyWest virgin atlantic

Plus 3 Manufacturers plan to additionally operate air-taxi service:

Joby ARCHER wisk

\$25B

Investment by Manufacturers

5 have factories complete



Bootstrap Summary:

Total Equity Contribution-Bootstrap Summary 2021-2025										
\$6,085,800										
	2021	2022	2023	2024	2025	Contributed as Equity in lieu of Cash	Cash	Exchanged/Warrants in LLC	Advisory Board Stock Options	Equity Based Bonus Comp
Architect:		\$ 20,000	\$ 15,000					\$ 35,000		
Aviation Consultant			\$ 20,000	\$ 20,000	\$ 20,000				\$ 60,000	
Legal Permitting Community Outreach									\$ 40,000	
Strategic Real Estate Advisory Services-National Accounts									\$ 40,000	
Legal		\$ 200,000	\$ 75,000	\$ 20,000	\$ 15,000			\$ 310,000		
Misc		\$ 2,000	\$ 2,000	\$ 1,000	\$ 2,000		\$ 7,000			
Misc Costs Cumulative:		\$ 222,000	\$ 112,000	\$ 41,000	\$ 37,000					
Salaries										
CEO	\$ 360,000	\$ 360,000	\$ 360,000	\$ 360,000	\$ 360,000	\$1,800,000				Yes
Assistant	\$ 20,000	\$ 20,000	\$ 40,000	\$ 40,000	\$ 40,000		\$160,000			
Site Development Executive		\$ 120,000	\$ 120,000	\$ 120,000	\$ 120,000	\$480,000				Yes
Site Development Executive		\$ 120,000	\$ 120,000	\$ 120,000	\$ 120,000	\$480,000				Yes
Brokerage Executive		\$ 120,000	\$ 120,000	\$ 120,000	\$ 120,000	\$480,000				Yes
Executive Bonus Compensation	\$ 100,000	\$ 200,000	\$ 400,000	\$ 400,000	\$ 400,000	\$1,500,000				
Total Salaries	\$ 480,000	\$ 940,000	\$ 1,160,000	\$ 1,160,000	\$ 1,160,000					
General Expenses										
Total General and Travel - combined	\$ 2,000	\$ 68,500	\$ 100,500	\$ 92,500	\$ 68,000		\$331,500			
Offices Expenses										
Total Office Expenses	\$ 2,000	\$ 23,000	\$ 25,000	\$ 27,000	\$ 28,000		\$105,000			
Professional Services										
Total Professional Services	\$ -	\$ 5,000	\$ 8,000	\$ 8,000	\$ 8,000		\$29,000			
Telecommunications										
Total Telecommunications	\$ 500	\$ 7,900	\$ 7,400	\$ 7,400	\$ 7,400		\$30,600			
Motor Vehicle Expenses										
Total Motor Vehicle Expenses	\$ 8,700	\$ 9,200	\$ 9,200	\$ 10,200	\$ 10,400		\$47,700			
Financial Expenses										
Total Financial Expenses	\$ 10,000	\$ 34,000	\$ 34,000	\$ 36,000	\$ 36,000		\$150,000			
Total Equity Contribution	\$ 503,200	\$ 1,309,600	\$ 1,456,100	\$ 1,382,100	\$ 1,354,800	\$4,740,000	\$860,800	\$345,000	\$ 140,000	\$6,085,800