

REFINITIV

DELTA REPORT

10-Q

SQFT - PRESIDIO PROPERTY TRUST,

10-Q - MARCH 31, 2024 COMPARED TO 10-Q - SEPTEMBER 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 1487

■ CHANGES	276
■ DELETIONS	575
■ ADDITIONS	636

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended **September 30, 2023** **March 31, 2024**

OR

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

For the period from _____ to _____

001-34049

(Commission file No.)

PRESIDIO PROPERTY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland

33-0841255

(State or other jurisdiction
of incorporation or organization)

(I.R.S. employer
identification no.)

4995 Murphy Canyon Road, Suite 300, San Diego, CA 92123

(Address of principal executive offices)

(760) 471-8536

(Registrant's telephone number, including area code)

Title of each class of registered securities	Trading Symbol(s)	Name of each exchange on which registered
Series A Common Stock, \$0.01 par value per share	SQFT	The Nasdaq Stock Market LLC
9.375% Series D Cumulative Redeemable Perpetual Preferred Stock, \$0.01 par value per share	SQFTP	The Nasdaq Stock Market LLC
Series A Common Stock Purchase Warrants to Purchase Shares of Common Stock	SQFTW	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, 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

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

At November 13, 2023 May 13, 2024, registrant had issued and outstanding 13,129,943 14,463,802 shares of its Series A Common Stock, \$0.01 par value per share.

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CAUTIONARY LANGUAGE REGARDING FORWARD-LOOKING STATEMENTS

This report contains "forward-looking statements" within the meaning of the federal securities laws that involve risks and uncertainties, many of which are beyond our control. Our actual results could differ materially and adversely from those anticipated in such forward-looking statements as a result of certain factors, including those set forth in this report and in our other filings with the Securities and Exchange Commission (the "SEC"). Forward-looking statements relate to matters such as our industry, business strategy, goals and expectations concerning our market position, future operations, margins, profitability, capital expenditures, financial condition, liquidity, capital resources, cash flows, results of operations and other financial and operating information. Forward-looking statements included in this report include, but are not limited to, statements regarding purchases and sales of properties, plans for financing and refinancing our properties, the adequacy of our capital resources, changes to the markets in which we operate, our business plans and strategies, and our payment of dividends. When used in this report, the words "will," "may," "believe," "anticipate," "intend," "estimate," "expect," "should," "project," "plan," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. Important factors that may cause actual results to differ from projections include, but are not limited to:

- inherent risks associated with real estate investments and with the real estate industry;
- significant competition may decrease or prevent increases in our properties' occupancy and rental rates and may reduce the value of our properties;
- a decrease in demand for commercial space and/or an increase in operating costs;
- failure by any major tenant (or a substantial number of tenants) to make rental payments to us because of a deterioration of their financial condition, an early termination of their lease, a non-renewal of their lease or a renewal of their lease on terms less favorable to us;
- challenging economic conditions facing us and our tenants may have a material adverse effect on our financial condition and results of operations;
- our failure to generate sufficient cash to service and/or retire our debt obligations in a timely manner;
- our inability to borrow or raise sufficient capital to maintain and/or expand our real estate investment portfolio;
- adverse changes in the real estate financing markets, including potential increases in interest rates and/or borrowing costs;
- potential losses, including from adverse weather conditions, natural disasters and title claims, may not be covered by insurance;
- inability to complete acquisitions or dispositions and, even if these transactions are completed, failure to successfully operate acquired properties and/or sell properties without incurring significant defeasance costs;
- our reliance on third-party property managers to manage a substantial number of our properties, brokers and/or agents to lease our properties;

- decrease in supply and/or demand for single family homes, inability to acquire additional model homes and increased competition to buy such properties;
- terrorist attacks or actions and/or risks relating to information technology and cybersecurity attacks, loss of confidential information and other related business disruptions;
- failure to continue to qualify as a REIT;
- adverse results of any legal proceedings;
- changes in laws, rules and regulations affecting our business;
- the other risks and uncertainties discussed in Risk Factors in our Annual Report on Form 10-K filed with the SEC on March 28, 2023; and
- the possibility that if any of the banking institutions in which we deposit funds ultimately fails, we may lose any amounts of our deposits over federally insured levels which could reduce the amount of cash we have available to distribute or invest and could result in a decline in our value.

- the possibility that we may not comply with the continued listing requirements of the Nasdaq Capital Market ("Nasdaq"), which may result in our common stock being delisted, which could affect our common stock's market price and liquidity and reduce our ability to raise capital;
- actions of activist stockholders may cause us to incur substantial costs, divert management's attention and resources, and have an adverse effect on our business; and
- the other risks and uncertainties discussed in Risk Factors in our Annual Report on Form 10-K/A for the year ended December 31, 2023, filed with the SEC on April 16, 2024.

PART I — FINANCIAL INFORMATION

ITEM 1. Financial Statements

Presidio Property Trust, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets

	September 30, 2023 (Unaudited)	December 31, 2022	March 31, 2024 (Unaudited)	December 31, 2023
ASSETS				
Real estate assets and lease intangibles:				
Land	\$ 20,580,587	\$ 19,189,386	\$ 19,716,839	\$ 21,660,644
Buildings and improvements	133,531,747	125,979,374	126,800,920	133,829,416
Tenant improvements	15,636,305	13,861,839	18,695,226	17,820,948
Lease intangibles	4,110,139	4,110,139	3,776,654	4,110,139
Real estate assets and lease intangibles held for investment, cost	173,858,778	163,140,738	168,989,639	177,421,147
Accumulated depreciation and amortization	(37,845,097)	(34,644,511)	(38,983,073)	(38,725,356)
Real estate assets and lease intangibles held for investment, net	136,013,681	128,496,227	130,006,566	138,695,791
Real estate assets held for sale, net	2,434,624	2,016,003	5,254,952	5,459,993
Real estate assets, net	138,448,305	130,512,230	135,261,518	144,155,784
Other assets:				
Cash, cash equivalents and restricted cash	7,778,764	16,516,725	7,159,432	6,510,428
Deferred leasing costs, net	1,501,812	1,516,835	1,563,551	1,657,055
Goodwill	2,423,000	2,423,000	1,574,000	1,574,000
Investment in Conduit Pharmaceuticals marketable securities (see Notes 2 & 9)	23,996,141	—	14,457,288	18,318,521
Deferred tax asset			346,762	346,762
Other assets, net (see Note 6)	3,785,367	3,511,681	3,115,782	3,400,088
Total other assets	39,485,084	23,968,241	28,216,815	31,806,854
Investments held in Trust (see Notes 2 & 9)	-	136,871,183		
TOTAL ASSETS	\$ 177,933,389	\$ 291,351,654	\$ 163,478,333	\$ 175,962,638
LIABILITIES AND EQUITY				
Liabilities:				
Mortgage notes payable, net	\$ 101,059,368	\$ 95,899,176	\$ 98,599,984	\$ 103,685,444
Mortgage notes payable related to properties held for sale, net	1,428,848	999,523	3,692,713	4,027,829
Mortgage notes payable, total net	102,488,216	96,898,699	102,292,697	107,713,273
Accounts payable and accrued liabilities	5,294,349	4,028,564	4,076,683	4,792,034
Accounts payable and accrued liabilities of SPAC (see Notes 2 & 9)	-	5,046,725		
Accrued real estate taxes	1,506,532	1,879,875	1,252,289	1,953,087
Dividends payable	478,253	178,511	174,011	174,011
Lease liability, net	23,989	46,833	8,090	16,086
Below-market leases, net	14,509	18,240	12,022	13,266
Total liabilities	109,805,848	108,097,447	107,815,792	114,661,757
Commitments and contingencies (Note 2 & 9):				
SPAC Class A common stock subject to possible redemption; none as of September 30, 2023 and 13,225,000 shares as of December 31, 2022 (at \$10.45 per share), net of issuance cost of approximately \$6,400,000	-	130,411,135		
Equity:				
Series D Preferred Stock, \$0.01 par value per share; 1,000,000 shares authorized; 898,940 shares issued and outstanding (liquidation preference \$25.00 per share) as of September 30, 2023 and 913,987 shares issued and outstanding as of December 31, 2022	8,989	9,140		
Series A Common Stock, \$0.01 par value per share, shares authorized: 100,000,000; 11,859,726 shares and 11,807,893 shares were issued and outstanding at September 30, 2023 and December 31, 2022, respectively	118,597	118,079		
Series D Preferred Stock, \$0.01 par value per share; 1,000,000 shares authorized; 890,946 shares issued and outstanding (liquidation preference \$25.00 per share) as of March 31, 2024 and 890,946 shares issued and outstanding as of December 31, 2023	8,909	8,909		

Series A Common Stock, \$0.01 par value per share, shares authorized: 100,000,000; 12,429,139 shares and 12,265,061 shares were issued and outstanding at March 31, 2024 and December 31, 2023, respectively	124,291	122,651
Additional paid-in capital	181,483,892	182,044,157
Dividends and accumulated losses	(121,638,764)	(138,341,750)
Total stockholders' equity before noncontrolling interest	59,972,714	43,829,626
Noncontrolling interest	8,154,827	9,013,446
Total equity	68,127,541	52,843,072
TOTAL LIABILITIES AND EQUITY	\$ 177,933,389	\$ 291,351,654
	\$ 163,478,333	\$ 175,962,638

See Notes to Condensed Consolidated Financial Statements

Presidio Property Trust, Inc. and Subsidiaries

Condensed Consolidated Statements of Operations

(Unaudited)

	For the Three Months Ended		For the Nine Months Ended		For the Three Months	
	September 30,		September 30,		Ended March 31,	
	2023	2022	2023	2022	2024	2023
Revenues:						
Rental income	\$ 4,262,790	\$ 4,243,887	\$ 12,534,431	\$ 12,884,280	\$ 4,419,106	\$ 3,942,053
Fees and other income	221,384	148,088	615,107	401,697	370,955	179,438
Total revenue	4,484,174	4,391,975	13,149,538	13,285,977	4,790,061	4,121,491
Costs and expenses:						
Rental operating costs	1,478,479	1,434,225	4,452,628	4,365,781	1,563,577	1,574,990
General and administrative	1,635,610	1,509,139	5,413,413	4,306,835	2,084,450	1,964,620
Depreciation and amortization	1,351,705	1,318,164	4,054,109	3,973,582	1,351,018	1,333,574
Impairment of real estate assets					95,548	—
Total costs and expenses	4,465,794	4,261,528	13,920,150	12,646,198	5,094,593	4,873,184
Other income (expense):						
Interest expense - mortgage notes	(1,375,199)	(1,382,120)	(3,579,381)	(3,485,693)	(1,515,206)	(867,767)
Interest and other income, net	254,486	590,586	1,394,687	757,318	4,646	742,117
Gain on sales of real estate, net	757,285	1,307,258	2,294,574	4,057,527	2,018,095	417,337
Loss on Conduit marketable securities	(17,682,154)	—	(17,682,154)	—		
Gain on deconsolidation of SPAC	40,321,483	—	40,321,483	—		
Income tax expense	(134,620)	(294,996)	(632,147)	(819,520)		
Total other income, net	22,141,281	220,728	22,117,062	509,632		
Net income	22,159,661	351,175	21,346,450	1,149,411		
Loss on Conduit Pharmaceuticals marketable securities (see footnote 9)					(3,861,233)	—
Income expense					(79,565)	(148,453)
Total other (expense) income, net					(3,433,263)	143,234
Net loss					(3,737,795)	(608,459)
Less: Income attributable to noncontrolling interests	(673,279)	(1,114,928)	(2,155,212)	(3,032,806)	(1,503,868)	(387,081)
Net income (loss) attributable to Presidio Property Trust, Inc. stockholders	\$ 21,486,382	\$ (763,753)	\$ 19,191,238	\$ (1,883,395)		
Net loss attributable to Presidio Property Trust, Inc. stockholders					\$ (5,241,663)	\$ (995,540)
Less: Preferred Stock Series D dividends	(527,873)	(538,286)	(1,595,606)	(1,616,397)	(522,032)	(535,448)
Less: Series A Warrant dividend	—	—	—	(2,456,512)		
Net income (loss) attributable to Presidio Property Trust, Inc. common stockholders	\$ 20,958,509	\$ (1,302,039)	\$ 17,595,632	\$ (5,956,304)		

Net loss attributable to Presidio Property Trust, Inc. common stockholders						\$ (5,763,695)	\$ (1,530,988)
Net loss per share attributable to Presidio Property Trust, Inc. common stockholders:							
Basic & Diluted	\$ 1.77	\$ (0.11)	\$ 1.49	\$ (0.51)	\$ (0.47)	\$ (0.13)	
Weighted average number of common shares outstanding - basic & dilutive	11,851,343	11,780,090	11,841,847	11,784,500	12,293,190	11,834,656	

See Notes to Condensed Consolidated Financial Statements

Presidio Property Trust, Inc. and Subsidiaries
Condensed Consolidated Statements of Changes in Equity
For the Three and Nine Months Ended **September 30, 2023** **March 31, 2024** and **2022**
(Uaudited)

	Preferred Stock Series D		Common Stock		Paid-in Capital	Additional Accumulated Losses	Dividends and Stockholders' Equity	Total	Non-
	Shares	Amount	Shares	Amount				Stockholders' Equity	controlling Interests
					Capital	Losses	Stockholders' Equity		Total
Balance, December 31, 2022	913,987	\$ 9,140	11,807,893	\$ 118,079	\$ 182,044,157	\$ (138,341,750)	\$ 43,829,626	\$ 9,013,446	\$ 52,843,072
Net (loss) income	—	—	—	—	—	(995,540)	(995,540)	387,081	(608,459)
Dividends paid to Series A common stockholders	—	—	—	—	—	(287,655)	(287,655)	—	(287,655)
Dividends to Series D preferred stockholders	—	—	—	—	—	(535,448)	(535,448)	—	(535,448)
Distributions in excess of contributions received	—	—	—	—	—	—	—	(518,642)	(518,642)
Remeasurement of SPAC shares to redemption value	—	—	—	—	(158,900)	—	(158,900)	—	(158,900)
Accrued excise tax on SPAC redemptions	—	—	—	—	(1,140,683)	—	(1,140,683)	—	(1,140,683)
Repurchase of Series D preferred stock, at cost	(386)	(4)	—	—	(6,943)	—	(6,947)	—	(6,947)
Vesting of Common Stock	—	—	27,371	274	28,466	—	28,740	—	28,740
Balance, March 31, 2023	913,601	\$ 9,136	11,835,264	\$ 118,353	\$ 180,766,097	\$ (140,160,393)	\$ 40,733,193	\$ 8,881,885	\$ 49,615,078
Net (loss) income	—	—	—	—	—	(1,299,604)	(1,299,604)	1,094,852	(204,752)
Dividends paid to Series A Common Stockholders	—	—	—	—	—	(302,496)	(302,496)	—	(302,496)
Dividends to Series D Preferred Stockholders	—	—	—	—	—	(532,285)	(532,285)	—	(532,285)
Distributions in excess of contributions received	—	—	—	—	—	—	—	(1,442,668)	(1,442,668)
Remeasurement of SPAC shares to redemption value	—	—	—	—	(247,094)	—	(247,094)	—	(247,094)
Repurchase of Series D preferred stock, at cost	(12,226)	(122)	—	—	(204,803)	—	(204,925)	—	(204,925)
Vesting of Common Stock	—	—	14,446	144	50,855	—	50,999	—	50,999
Balance, June 30, 2023	901,375	\$ 9,014	11,849,710	\$ 118,497	\$ 180,365,055	\$ (142,294,778)	\$ 38,197,788	\$ 8,534,069	\$ 46,731,857
Net income	—	—	—	—	—	21,486,382	21,486,382	673,279	22,159,661
Vesting of restricted stock	—	—	10,016	100	17,027	—	17,127	—	17,127
Dividends paid to Series A Common Stockholders	—	—	—	—	—	(302,495)	(302,495)	—	(302,495)
Dividends to Series D Preferred Stockholders	—	—	—	—	—	(527,873)	(527,873)	—	(527,873)
Reversal of accrued excise tax on SPAC redemptions prior to deconsolidation	—	—	—	—	1,140,683	—	1,140,683	—	1,140,683
Repurchase of Series D Preferred Stock, at cost	(2,435)	(25)	—	—	(38,873)	—	(38,898)	—	(38,898)
Distributions in excess of contributions received	—	—	—	—	—	—	—	(1,052,521)	(1,052,521)
Balance, September 30, 2023	898,940	\$ 8,989	11,859,726	\$ 118,597	\$ 181,483,892	\$ (121,638,764)	\$ 59,972,714	\$ 8,154,827	\$ 68,127,541

					Additional	Dividends and	Total	Non-
	Preferred Stock Series D		Common Stock		Paid-in	Accumulated	Stockholders'	controlling
	Shares	Amount	Shares	Amount	Capital	Losses	Equity	Interests
Balance, December 31, 2023	890,946	\$ 8,909	12,265,061	\$ 122,651	\$ 182,310,219	\$ (131,508,785)	\$ 50,932,994	\$ 10,367,887
Net (loss) income	—	—	—	—	—	(5,241,663)	(5,241,663)	1,503,868
Dividends to Series D preferred stockholders	—	—	—	—	—	(522,032)	(522,032)	—
Distributions in excess of contributions received	—	—	—	—	—	—	—	(1,603,357)
Vesting of Common Stock	—	—	164,078	1,640	223,204	—	224,844	—
Balance, March 31, 2024	<u>890,946</u>	<u>\$ 8,909</u>	<u>12,429,139</u>	<u>\$ 124,291</u>	<u>\$ 182,533,423</u>	<u>\$ (137,272,480)</u>	<u>\$ 45,394,143</u>	<u>\$ 10,268,398</u>
								<u>\$ 55,662,541</u>

					Additional	Dividends and	Total	Non-
	Preferred Stock Series D		Common Stock		Paid-in	Accumulated	Stockholders'	controlling
	Shares	Amount	Shares	Amount	Capital	Losses	Equity	Interests
Balance, December 31, 2021	920,000	\$ 9,200	11,599,720	\$ 115,997	\$ 186,492,012	\$ (130,947,434)	\$ 55,669,775	\$ 9,812,845
Net (loss) income	—	—	—	—	—	(828,486)	(828,486)	1,208,676
Vesting of restricted stock	—	—	196,250	1,963	762,423	—	764,386	—
Dividends paid to Series A Common Stockholders	—	—	—	—	—	(1,298,252)	(1,298,252)	—
Dividends to Series D Preferred Stockholders	—	—	—	—	—	(539,056)	(539,056)	—
Remeasurement of SPAC common stock subject to possible redemption upon IPO, Public Warrants and								
Private Placement Units, net of offering costs	—	—	—	—	(4,023,113)	—	(4,023,113)	—
Distributions in excess of contributions received	—	—	—	—	—	—	—	(258,410)
Balance, March 31, 2022	<u>920,000</u>	<u>\$ 9,200</u>	<u>11,795,970</u>	<u>\$ 117,960</u>	<u>\$ 183,231,322</u>	<u>\$ (133,613,228)</u>	<u>\$ 49,745,254</u>	<u>\$ 10,763,111</u>
Net (loss) income	—	—	—	—	—	(291,156)	(291,156)	709,202
Vesting of restricted stock	—	—	8,198	82	27,955	—	28,037	—
Dividends paid to Series A Common Stockholders	—	—	—	—	—	(1,311,202)	(1,311,202)	—
Dividends to Series D Preferred Stockholders	—	—	—	—	—	(539,056)	(539,056)	—
SPAC remeasurement of Class A shares	—	—	—	—	(101,767)	—	(101,767)	—
Repurchase of Series A Common Stock, at cost	—	—	(10,411)	(104)	(30,625)	—	(30,729)	—
Distributions in excess of contributions received	—	—	—	—	—	—	—	(2,355,942)
Balance, June 30, 2022	<u>920,000</u>	<u>\$ 9,200</u>	<u>11,793,757</u>	<u>\$ 117,938</u>	<u>\$ 183,126,885</u>	<u>\$ (135,754,642)</u>	<u>\$ 47,499,381</u>	<u>\$ 9,116,371</u>
Net (loss) income	—	—	—	—	—	(763,753)	(763,753)	1,114,928
Vesting of restricted stock	—	—	13,020	130	47,914	—	48,044	—
Dividends paid to Series A Common Stockholders	—	—	—	—	—	(247,627)	(247,627)	—
Dividends to Series D Preferred Stockholders	—	—	—	—	—	(538,286)	(538,286)	—
SPAC remeasurement of Class A shares	—	—	—	—	(609,920)	—	(609,920)	—
Repurchase of Series A Common Stock, at cost	—	—	(151,194)	(1,512)	(245,455)	—	(246,967)	—
Repurchase of Series D Preferred Stock, at cost	(3,939)	(39)	—	—	(84,347)	—	(84,386)	(84,386)
Distributions in excess of contributions received	—	—	—	—	—	—	—	(1,198,346)
Balance, September 30, 2022	<u>916,061</u>	<u>\$ 9,161</u>	<u>11,655,583</u>	<u>\$ 116,556</u>	<u>\$ 182,235,077</u>	<u>\$ (137,304,308)</u>	<u>\$ 45,056,486</u>	<u>\$ 9,032,953</u>
								<u>\$ 54,089,439</u>

					Additional	Dividends and	Total	Non-
	Preferred Stock Series D		Common Stock		Paid-in	Accumulated	Stockholders'	controlling
	Shares	Amount	Shares	Amount	Capital	Losses	Equity	Interests
Balance, December 31, 2022	913,987	\$ 9,140	11,807,893	\$ 118,079	\$ 182,044,157	\$ (138,341,750)	\$ 43,829,626	\$ 9,013,446
Net (loss) income	—	—	—	—	—	(995,540)	(995,540)	387,081
								<u>\$ 52,843,072</u>

Dividends paid to Series A common stockholders	—	—	—	—	—	(287,655)	(287,655)	—	(287,655)
Dividends to Series D preferred stockholders	—	—	—	—	—	(535,448)	(535,448)	—	(535,448)
Distributions in excess of contributions received	—	—	—	—	—	—	—	(518,642)	(518,642)
Remeasurement of SPAC shares to redemption value	—	—	—	—	(158,900)	—	(158,900)	—	(158,900)
Accrued excise tax on SPAC redemptions	—	—	—	—	(1,140,683)	—	(1,140,683)	—	(1,140,683)
Repurchase of Series D preferred stock, at cost	(386)	(4)	—	—	(6,943)	—	(6,947)	—	(6,947)
Vesting of Common Stock	—	—	27,371	274	28,466	—	28,740	—	28,740
Balance, March 31, 2023	<u>913,601</u>	<u>\$ 9,136</u>	<u>11,835,264</u>	<u>\$ 118,353</u>	<u>\$ 180,766,097</u>	<u>\$ (140,160,393)</u>	<u>\$ 40,733,193</u>	<u>\$ 8,881,885</u>	<u>\$ 49,615,078</u>

See Notes to Condensed Consolidated Financial Statements

Presidio Property Trust, Inc. and Subsidiaries

Condensed Consolidated Statements of Cash Flows

(Unaudited)

	For the Nine Months Ended September 30,		For the Three Months Ended March 31,	
	2023	2022	2024	2023
Cash flows from operating activities:				
Net income	\$ 21,346,450	\$ 1,149,411		
Adjustments to reconcile net income to net cash provided by operating activities:				
Net loss			\$ (3,737,795)	\$ (608,459)
Adjustments to reconcile net loss to net cash used in operating activities:				
Depreciation and amortization	4,054,109	3,973,582	1,351,018	1,333,574
Stock compensation	828,193	861,837	541,921	260,845
Bad debt expense	27,729	11,116	—	54,493
Gain on sale of real estate assets, net	(2,294,574)	(4,057,527)	(2,018,095)	(417,337)
Gain on deconsolidation of SPAC investment	(40,321,483)	—		
Net change in Conduit fair value marketable securities	17,682,154	—		
Net change in Conduit Pharmaceuticals fair value marketable securities			3,861,233	(72,738)
Net change in fair value marketable securities	(169,530)	70,183	560	—
Net change in fair value SPAC Trust Account	(1,209,542)	(811,687)	—	(664,232)
Impairment of real estate assets			95,548	—
Amortization of financing costs	263,863	180,250	90,080	72,879
Amortization of below-market leases	(3,731)	(41,167)	(1,244)	(1,243)
Straight-line rent adjustment	(280,619)	(148,181)	(91,806)	(157,194)
Changes in operating assets and liabilities:				
Other assets	(92,877)	585,984	347,695	219,199
Accounts payable and accrued liabilities	378,761	245,652	(872,512)	(764,077)
Accounts payable and accrued liabilities for the SPAC	652,577	316,128	—	(137,300)
Accrued real estate taxes	(373,343)	(447,279)	(700,798)	(746,539)
Net cash provided by operating activities	488,137	1,888,302		
Net cash used in operating activities			(1,134,195)	(1,628,129)
Cash flows from investing activities:				
Real estate acquisitions	(13,715,923)	(8,087,250)	(2,238,497)	(5,039,455)
Additions to buildings and tenant improvements	(2,817,786)	(1,939,712)	(1,032,447)	(597,873)
Investment in marketable securities	(2,083,328)	(1,243,672)	—	(1,586,042)
Proceeds from sale of marketable securities	2,302,456	1,787,695	44,602	1,437,717
Investment of SPAC IPO proceeds into Trust Account	(624,998)	(134,895,000)	—	(155,403)

Withdrawals from Trust Account for SPAC taxes	832,480	—	—	200,050
Withdrawals from Trust Account for Redemption of SPAC Shares	137,157,011	—	—	113,831,930
Deletions / (additions) to deferred leasing costs	5,808	(53,377)	1,936	1,936
Proceeds from sales of real estate, net	7,113,065	20,603,179	12,642,264	1,458,822
Net cash provided by (used in) investing activities	128,168,785	(123,828,137)		
Net cash provided by investing activities			9,417,858	109,551,682
Cash flows from financing activities:				
Proceeds from mortgage notes payable, net of issuance costs	13,400,934	14,992,425	2,367,949	3,518,981
Repayment of mortgage notes payable	(7,885,953)	(9,586,079)	(7,860,474)	(886,707)
Payment of deferred offering costs	—	(3,201,266)	(16,745)	—
Distributions to noncontrolling interests, net	(3,013,831)	(3,812,698)	(1,603,357)	(518,642)
Proceeds from initial public offering of SPAC	—	132,859,920		
SPAC offering non-controlling interest adjustment	—	(609,920)		
Redemption of SPAC shares	(137,157,011)	—	—	(113,831,930)
Repurchase of Series A Common Stock, at cost	—	(277,696)		
Repurchase of Series D Preferred Stock, at cost	(250,770)	(84,386)	—	(6,947)
Dividends paid to Series D Preferred Stockholders	(1,595,606)	(1,616,398)	(522,032)	(535,448)
Dividends paid to Series A Common Stockholders	(892,646)	(2,857,081)	—	(287,655)
Net cash (used in) provided by financing activities	(137,394,883)	125,806,821		
Net (decrease) increase in cash equivalents and restricted cash	(8,737,961)	3,866,986		
Net cash used in financing activities			(7,634,659)	(112,548,348)
Net change in cash, cash equivalents and restricted cash			649,004	(4,624,795)
Cash, cash equivalents and restricted cash - beginning of period	16,516,725	14,702,089	6,510,428	16,516,725
Cash, cash equivalents and restricted cash - end of period	\$ 7,778,764	\$ 18,569,075	\$ 7,159,432	\$ 11,891,930
Supplemental disclosure of cash flow information:				
Interest paid-mortgage notes payable	\$ 3,637,980	\$ 3,038,713	\$ 1,432,639	\$ 1,119,189
Non-cash financing activities:				
Potentially convertible common stock for SPAC	\$ —	\$ 134,895,000		
Dividends payable - Common Stock Series A	\$ 302,495	\$ —		
Deferred offering cost SPAC, underwriting commission payable			\$ —	\$ 4,628,750
Accrued excise tax on January 24, 2023 SPAC redemptions			\$ —	\$ 1,140,683
Dividends payable - Preferred Stock Series D	\$ 175,758	\$ 178,916	\$ 174,011	\$ 178,435

See Notes to Condensed Consolidated Financial Statements

Presidio Property Trust, Inc. and Subsidiaries

Notes to Condensed Consolidated Financial Statements (unaudited)

September 30, 2023 March 31, 2024

1. ORGANIZATION

Organization. Presidio Property Trust, Inc. ("we", "our", "us" or the "Company") is an internally-managed real estate investment trust ("REIT"), with holdings in office, industrial, retail and model home properties. We were incorporated in the State of California on September 28, 1999, and in August 2010, we reincorporated as a Maryland corporation. In October 2017, we changed our name from "NetREIT, Inc." to "Presidio Property Trust, Inc." Through Presidio Property Trust, Inc., its subsidiaries, and its partnerships, we own 12 commercial properties in fee interest, two of which we own as a partial interest in various affiliates, in which we serve as general partner, member and/or manager, and a special purpose acquisition company (until deconsolidation in September 2023) as noted below.

The Company or one of its affiliates operates the following partnerships during the periods covered by these condensed consolidated financial statements:

- The Company is the sole general partner and limited partner in two limited partnerships (NetREIT Palm Self-Storage LP and NetREIT Casa Grande LP), both of which, at September 30, 2023 March 31, 2024, had ownership interests in an entity that owns income producing real estate. The Company refers to these entities collectively as the "NetREIT Partnerships".

- The Company is the general and limited partner in ~~five~~six limited partnerships that ~~purchase~~ purchase model homes and lease them back to homebuilders (Dubose Model Home Investors #202, LP, Dubose Model Home Investors #203, LP, Dubose Model Home Investors #204, LP, Dubose Model Home Investors #205, LP, Dubose Model Home Investors #206, LP, and Dubose Model Home Investors #206, #207, LP). The Company refers to these entities collectively as the "Model Home Partnerships".

The Company has determined that the limited partnerships in which it owns less than 100% should be included in the Company's consolidated financial statements as the Company directs their activities and has control of such limited partnerships.

We have elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the "Code"), for federal income tax purposes. To maintain our qualification as a REIT, we are required to distribute at least 90% of our REIT taxable income to our stockholders and meet the various other requirements imposed by the Code relating to such matters as operating results, asset holdings, distribution levels, and diversity of stock ownership. Provided we maintain our qualification for taxation as a REIT, we are generally not subject to corporate-level income tax on the earnings distributed currently to our stockholders that we derive from our REIT qualifying activities. If we fail to maintain our qualification as a REIT in any taxable year and are unable to avail ourselves of certain savings provisions set forth in the Code, all our taxable income would be subject to federal income tax at regular corporate rates, including any applicable alternative minimum tax. We are subject to certain state and local income taxes.

We, together with one of our entities, have elected to treat certain subsidiaries as a taxable REIT subsidiary (a "TRS") for federal income tax purposes. Certain activities that we undertake must be conducted by a TRS, such as non-customary services for our tenants, and holding assets that we cannot hold directly. A TRS is subject to federal and state income taxes. The Company has concluded that there are no significant uncertain tax positions requiring recognition in its financial statements. Neither the Company nor its subsidiaries have been assessed any significant interest or penalties for tax positions by any tax jurisdictions.

Liquidity. The Company's anticipated future sources of liquidity may include existing cash and cash equivalents, cash flows from operations, refinancing of existing mortgages, future real estate sales, new borrowings, and the sale of equity or debt securities. Future capital needs include paying down existing borrowings, maintaining our existing properties, funding tenant improvements, paying lease commissions (to the extent they are not covered by lender-held reserve deposits), and the payment of dividends to our stockholders. The Company is also seeking investments that are likely to produce income and achieve long-term gains in order to pay dividends to our stockholders. To ensure that we can effectively execute these objectives, we routinely review our liquidity requirements and continually evaluate all potential sources of liquidity. If necessary, the Company may seek other short-term liquidity alternatives, such as bridge loans, refinancing an unencumbered property or a bank line of credit depending on the credit environment.

Short-term liquidity needs include paying our current operating costs, satisfying the debt service requirements of existing mortgages, completing tenant improvements, paying leasing commissions, and funding dividends to stockholders. Future principal payments due on mortgage notes payables, during the fourth quarter next three quarters of 2023 2024, total approximately \$3.417.0 million, of which \$3.17.0 million is related to model home properties. Management expects certain model home properties can be sold, and that the underlying mortgage notes will be paid off with sales proceeds while other mortgage notes can be refinanced, as the Company has historically been able to do in the past. Additional principal payments will be made with cash flows from ongoing operations.

As the Company continues its operations, it may re-finance or seek additional financing. However, there can be no assurance that any such re-financing or additional financing will be available to the Company on acceptable terms, if at all. If events or circumstances occur such that the Company does not obtain additional funding, it will most likely be required to reduce its plans and/or certain discretionary spending, which could have a material adverse effect on the Company's ability to achieve its intended business objectives. Management believes that the combination of working capital on hand and the ability to refinance commercial and model home mortgages will fund operations through at least the next twelve months from the date of the issuance of these unaudited interim financial statements.

The Company served as the sponsor of the former special purpose acquisition company Murphy Canyon Acquisition Corp. ("Murphy Canyon" or the "SPAC") since its creation in October 2021 and certain officers and directors of the Company also served as officers and directors of the SPAC. On September 22, 2023, Murphy Canyon completed its business combination with Conduit Pharmaceuticals Limited ("Conduit Pharma") and changed its name to Conduit Pharmaceuticals Inc. ("Conduit"). Immediately prior to the business combination the Company owned approximately 65% of the SPAC's outstanding common stock. Upon consummation of the business combination, the SPAC's shares of Class B common stock were converted into shares of its Class A common stock and the shares of Class A common stock were then reclassified as a single class of Conduit common stock. As a result of the business combination, the Company was issued (i) 3,306,250 shares of Conduit's common stock due to the conversion of the shares of the SPAC's Class B common stock into shares of the SPAC's Class A common stock and then reclassification into shares of Conduit common stock, (ii) 754,000 shares of Conduit common stock, which prior to the business combination were shares of the SPAC's Class A common stock and (iii) private warrants to purchase 754,000 shares of Conduit common stock, which prior to the business combination were warrants to purchase 754,000 shares of the SPAC's Class A common stock. Also in the business combination, shareholders and debtholders of Conduit Pharma were issued 65,000,000 shares of Conduit common stock. Immediately following the consummation of the business combination, the Company transferred 45,000 shares of Conduit common stock and warrants to purchase 45,000 shares of Conduit common stock to the SPAC's independent directors as compensation for their services. As a result, the Company owned approximately 6.5% of Conduit as following the consummation of September 30, 2023, the business combination. In connection with the business combination, the Company's officers and directors who also served as officers and directors of the SPAC resigned from the SPAC, with the exception of the Company's former Chief Financial Officer who resigned from the Company.

2. SIGNIFICANT ACCOUNTING POLICIES

There have been no significant changes to the Company's accounting policies since it filed its audited financial statements in its the 2024 Annual Report on Form 10-K for the year ended December 31, 2022. Report. For further information about the Company's accounting policies, refer to the Company's consolidated financial statements and notes thereto for the year ended December 31, 2022 2023, included in the Company's 2024 Annual Report on Form 10-K filed with the SEC on March 28, 2023. Report.

Basis of Presentation. The accompanying condensed consolidated financial statements have been prepared by the Company's management in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial statements and the instructions to Form 10-Q and Article 8 of Regulation S-X. Certain information and footnote disclosures required for annual consolidated financial statements have been condensed or excluded pursuant to rules and regulations of the SEC. In the opinion of management, the accompanying condensed consolidated financial statements reflect all adjustments of a normal and recurring nature that are considered necessary for a fair presentation of our financial position as of September 30, 2023 March 31, 2024, and December 31, 2022 2023, as well as results of our operations, and cash flows as of, and for the three and nine months ended September 30, 2023 March 31, 2024 and 2022 2023, respectively. However, the results of operations for the interim periods are not necessarily indicative of the results that may be expected for the year ending December 31, 2023 2024, due to real estate market fluctuations, available mortgage lending rates and other unknown factors. These condensed consolidated financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Company's 2024 Annual Report on Form 10-K for the year ended December 31, 2022. Report. The condensed consolidated balance sheet as of December 31, 2022 2023 has been derived from the audited consolidated financial statements included in the Form 10-K filed with the SEC on March 28, 2023. Annual Report.

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Principles of Consolidation. The accompanying consolidated financial statements include the accounts of Presidio Property Trust, Inc. and its subsidiaries, NetREIT Advisors, LLC and Dubose Advisors LLC (collectively, the "Advisors"), and NetREIT Dubose Model Home REIT, Inc. The consolidated financial statements also include the results of the NetREIT Partnerships and the Model Home Partnerships. As used herein, references to the "Company" include references to Presidio Property Trust, Inc., its subsidiaries, and the partnerships. All significant intercompany balances and transactions have been eliminated in consolidation.

The condensed consolidated financial statements also include the accounts of (a) Murphy Canyon up until September 22, 2023, 2023, when it completed its business combination. Murphy Canyon was a SPAC special purpose acquisition company ("SPAC") for which we served as the financial sponsor (as described herein), and which was deemed to be controlled by us as a result of our 65% equity ownership stake, the overlap of three of our executive officers as executive officers of Murphy Canyon, and significant influence that we could exercise over the funding and acquisition of new operations for an initial business combination ("IBC") (see Note 2, Variable Interest Entity). All intercompany balances, prior to deconsolidation and loss of control on September 22, 2023, have been eliminated in consolidation.

The Company classifies the noncontrolling interests in the NetREIT Partnerships as part of consolidated net (loss) income in 2023 2024 and 2022 2023 and has included the accumulated amount of noncontrolling interests as part of equity since inception in February 2010. If a change in ownership of a consolidated subsidiary results in loss of control and deconsolidation, any retained ownership interest will be remeasured, with the gain or loss reported in the consolidated statements of operations. Management has evaluated the noncontrolling interests and determined that they do not contain any redemption features.

Use of Estimates. The consolidated financial statements were prepared in conformity with U.S. GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Significant estimates include the allocation of purchase price paid for property acquisitions between the components of land, building and intangible assets acquired including their useful lives; valuation of long-lived assets, and the allowance for doubtful accounts, which is based on an evaluation of the tenants' ability to pay. Actual results could differ from those estimates.

Real Estate Assets and Lease Intangibles. Land, buildings and improvements are recorded at cost, including tenant improvements and lease acquisition costs (including leasing commissions, space planning fees, and legal fees). The Company capitalizes any expenditure that replaces, improves, or otherwise extends the economic life of an asset, while ordinary repairs and maintenance are expensed as incurred. The Company allocates the purchase price of acquired properties between the acquired tangible assets and liabilities (consisting of land, buildings, tenant improvements, and long-term debt) and identified intangible assets and liabilities (including the value of above-market and below-market leases, the value of in-place leases, unamortized lease origination costs and tenant relationships), in each case based on their respective fair values.

The Company allocates the purchase price to tangible assets of an acquired property based on the estimated fair values of those tangible assets, assuming the property was vacant. Estimates of fair value for land, building and building improvements are based on many factors, including, but not limited to, comparisons to other properties sold in the same geographic area and independent third-party valuations. In estimating the fair values of the tangible assets, intangible assets, and liabilities acquired, the Company also considers information obtained about each property as a result of its pre-acquisition due diligence, marketing and leasing activities.

The value allocated to acquired lease intangibles is based on management's evaluation of the specific characteristics of each tenant's lease. Characteristics considered by management in allocating these values include, but are not limited, to the nature and extent of the existing business relationships with the tenant, growth prospects for developing new business with the tenant, the remaining term of the lease, the tenant's credit quality, and other factors.

The value attributable to the above-market or below-market component of an acquired in-place lease is determined based upon the present value (using a market discount rate) of the difference between (i) the contractual rents to be paid pursuant to the lease over its remaining term, and (ii) management's estimate of rents that would be paid using fair market rates over the remaining term of the lease. The amounts allocated to above or below-market leases are amortized on a straight-line basis as an increase or reduction of rental income over the remaining non-cancelable term of the respective leases. Amortization of above and below-market rents resulted in a net increase in rental income of approximately \$1,200 and \$3,700 in each period for the three and nine months ended September 30, 2023 March 31, 2024. Amortization of above and below-market rents resulted in a net increase in rental income of approximately \$14,000 and \$41,000 for the three and nine months ended September 30, 2022 March 31, 2023.

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The value of in-place leases and unamortized lease origination costs are amortized to expenses over the remaining term of the respective leases, which range from less than a year to ten years. The amount allocated to acquired in-place leases is determined based on management's assessment of lost revenue and costs incurred for the period required to lease the "assumed" vacant property to the occupancy level when purchased.

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The amount allocated to unamortized lease origination costs is determined by what the Company would have paid to a third-party to secure a new tenant reduced by the expired term of the respective lease. The amount allocated to tenant relationships is the benefit resulting from the likelihood of a tenant renewing its lease. Amortization expense related to these assets was approximately \$4,300 and \$13,100 \$4,382 during each period for the three and nine months ended September 30, 2023 March 31, 2024. Amortization expenses related to these assets was approximately \$50,000 and \$152,300 for the three and nine months ended September 30, 2022 March 31, 2023.

Deferred Leasing Costs. Costs incurred in connection with successful property leases are capitalized as deferred leasing costs and amortized to leasing commission expense on a straight-line basis over the terms of the related leases which generally range from one to five years. Deferred leasing costs consist of third-party leasing commissions. Management re-evaluates the remaining useful lives of leasing costs as the creditworthiness of the tenants and economic and market conditions change. If management determines the estimated remaining life of the respective lease has changed, the amortization period is adjusted. At September 30, 2023 March 31, 2024 and December 31, 2022 2023, the Company had net deferred leasing costs of approximately \$1.5 million and \$1.7 million, respectively. Total amortization expense for the three and nine months ended September 30, 2023 March 31, 2024, was approximately \$123,000 and \$352,000. Total amortization expense for the three and nine months ended September 30, 2022 March 31, 2023, was approximately \$105,821 \$94,000 and \$283,000.

Cash Equivalents and Restricted Cash. At September 30, 2023 March 31, 2024 and December 31, 2022 2023, we had approximately \$7.8 million approximately \$7.2 million and \$16.5 million \$6.5 million in cash, cash equivalents and restricted cash, respectively, of which approximately \$3.7 million \$3.1 million and \$4.4 million \$3.7 million represented restricted cash, respectively. The Company considers all short-term, highly liquid investments that are both readily convertible to cash and have an original maturity of three months or less at the date of purchase to be cash equivalents. Items classified as cash equivalents include money market funds and short-term bonds. Cash balances in individual banks may exceed the federally insured limit of \$250,000 by the Federal Deposit Insurance Corporation (the "FDIC"). No losses have been experienced related to such accounts. At September 30, 2023 March 31, 2024 and December 31, 2022 2023, the Company had approximately \$0.5 million \$1.8 million and \$8.8 million \$0.7 million, respectively, in deposits in financial institutions that exceeded the federally insurable limits. Restricted cash consists of funds held in escrow for Company lenders for properties held as collateral by the lenders. The funds in escrow are for payment of property taxes, insurance, leasing costs and capital expenditures.

Real Estate Held for Sale and Discontinued Operations. We generally reclassify assets to "held for sale" when the disposition has been approved, it is available for immediate sale in its present condition, we are actively seeking a buyer, and the disposition is considered probable within one year. Additionally, real estate sold during the current period is classified as "real estate held for sale" for all prior periods presented in the accompanying condensed consolidated financial statements. Mortgage notes payable related to the real estate sold during the current period are classified as "notes payable related to real estate held for sale" for all prior periods presented in the accompanying condensed consolidated financial statements. Additionally, we record the operating results related to real estate that has been disposed of as discontinued operations for all periods presented if the operations have been eliminated and represent a strategic shift and we will not have any significant continuing involvement in the operations of the property following the sale. As of September 30, 2023 March 31, 2024, no commercial property met the criteria to be classified as "held for sale" and seven 11 model homes were classified as held for sale.

Deferred Offering Costs. Deferred offering costs represent legal, accounting and other direct costs related to our offerings. As of September 30, 2023 March 31, 2024 and December 31, 2022 2023, we have not incurred any approximately \$21,750 and \$5,000, respectively, in deferred offering costs as of the end of each period. period related to our registration statement on Form S-3.

Impairments of Real Estate Assets. We regularly review for impairment on a property-by-property basis. Impairment is recognized on a property held for use when the expected undiscounted cash flows for a property are less than the carrying amount at which time the property is written-down to fair value. The calculation of both discounted and undiscounted cash flows requires management to make estimates of future cash flows, including, but not limited to, revenues, operating expenses, required maintenance and development expenditures, market conditions, demand for space by tenants and rental rates over long periods. Since our properties typically have a long life, the assumptions used

to estimate the future recoverability of carrying value requires significant management judgment. Actual results could be significantly different from the estimates. These estimates have a direct impact on net income because recording an impairment charge results in a negative adjustment to net income. The evaluation of anticipated cash flows is highly subjective and is based in part on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results in future periods. Properties held for sale are recorded at the lower of the carrying amount or the expected sales price less costs to sell. Although our strategy is to hold our properties over the long-term, if our strategy changes or market conditions otherwise dictate an earlier sale date, an impairment loss may be recognized to reduce the property to fair value and such loss could be material.

We review the carrying value of each of our real estate properties regularly to determine if circumstances indicate an impairment in the carrying value of these investments exists. During the three months ended March 31, 2024, we recognized a non-cash impairment charge of approximately \$0.1 million, related to four model homes, three of which already had an impairment as of December 31, 2023.

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The new impairment charges for the four model homes reflects the estimated sales prices for these specific model homes in April and May 2024 as a result of an abnormally short hold period, less than two years, on model homes purchased in 2022. The builder changed their product style in the neighborhoods where these model homes are located, in Texas, after we had purchased the homes. We do not believe these losses are indicative of our overall model home portfolio. As noted below in footnote 3 - *Recent Real Estate Transactions*, during the three months ended March 31, 2024 we sold 27 model homes for approximately \$12.6 million and the Company recognized a net gain of approximately \$2.0 million. We expect to record a net gain on model home sales in the second quarter of 2024 as well. The Company did not recognize a non-cash impairment to our real estate assets during the three months ended March 31, 2023.

Fair Value Measurements. Certain assets and liabilities are required to be carried at fair value, or if long-lived assets are deemed to be impaired, to be adjusted to reflect this condition. The guidance requires disclosure of fair values calculated under each level of inputs within the following hierarchy:

- Level 1: unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities;
- Level 2: quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-derived valuations in which significant inputs and significant value drivers are observable in active markets; and
- Level 3: prices or valuation techniques where little or no market data is available that requires inputs that are both significant to the fair value measurement and unobservable.

When available, we utilize quoted market prices from independent third-party sources to determine fair value and classify such items in Level 1 or Level 2. In instances where the market for a financial instrument is not active, regardless of the availability of a nonbinding quoted market price, observable inputs might not be relevant and could require us to make a significant adjustment to derive a fair value measurement.

Additionally, in an inactive market, a market price quoted from an independent third-party may rely more on models with inputs based on information available only to that independent third-party. When we determine the market for a financial instrument owned by us to be illiquid or when market transactions for similar instruments do not appear orderly, we use several valuation sources (including internal valuations, discounted cash flow analysis and quoted market prices) and establish a fair value by assigning weights to the various valuation sources. As of **September 30, 2023** **March 31, 2024**, we did not hold any marketable securities, excluding our investments in Conduit's common stock and common stock warrants. As of December 31, **2022** **2023**, our marketable securities (excluding our investments in Conduit's common stock and common stock warrants), held at a third party broker, presented on the consolidated balance sheets within other assets were measured at fair value using Level 1 market prices and totaled approximately \$0.6 million and \$0.8 million, respectively, \$45,149, with a cost basis of approximately \$0.7 million and \$0.9 million, respectively. Additionally, the funds held in the Trust Account for the SPAC Class A common stockholders included a money market portfolio that was comprised of U.S. Treasury securities, considered cash equivalent, which were measured at fair value using Level 1 and totaled approximately \$0 million and \$136.9 million as of September 30, 2023 and December 31, 2022, respectively, \$40,315. Our investments in Conduit's common stock and common stock warrants presented on the consolidated balance sheets were measured at fair value using Level 1 market prices, taking into account the adoption of ASU 2022-03 *Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions*, and totaled approximately \$24.0 million \$14.5 million and \$18.3 million as of **September 30, 2023** **March 31, 2024** and **December 31, 2023**, respectively, with a cost basis of approximately \$7.5 million. The Company entered into a lock-up agreement with Conduit regarding **certain** of the common stock held by the Company, for 180 days from the closing of the business combination which **will end** **March 20, 2024**. There were no financial liabilities measured at fair value as of **September 30, 2023** **March 31, 2024** and **December 31, 2023**.

Earnings per share ("EPS"). The EPS on common stock has been computed pursuant to the guidance in FASB ASC Topic 260, Earnings Per Share. The guidance requires the classification of the Company's unvested restricted stock, which contains rights to receive non-forfeitable dividends, as participating securities requiring the two-class method of computing net income per share of common stock. In accordance with the two-class method, earnings per share have been computed by dividing the net income less net income attributable to unvested restricted shares by the weighted average number of shares of common stock outstanding less unvested restricted shares. Diluted earnings per share is computed by dividing net income by the weighted average shares of common stock and potentially dilutive securities outstanding in accordance with the treasury stock method.

Dilutive common stock equivalents include the dilutive effect of in-the-money stock equivalents, which are calculated based on the average share price for each period using the treasury stock method, excluding any common stock equivalents if their effect would be anti-dilutive. In periods in which a net loss has been incurred, all potentially dilutive common stock shares are considered anti-dilutive and thus are excluded from the calculation. Securities that are excluded from the calculation of weighted average dilutive common stock, because their inclusion would have been antidilutive, are:

	For the Three Months Ended		For the Nine Months Ended		For the Three Months	
	September 30,		September 30,		Ended March 31,	
	2023	2022	2023	2022	2024	2023
Common Stock Warrants	2,000,000	2,000,000	2,000,000	2,000,000	2,000,000	2,000,000
Placement Agent Warrants	80,000	80,000	80,000	80,000	80,000	80,000
Series A Warrants	14,450,069	14,450,069	14,450,069	14,450,069	14,450,069	14,450,069
Unvested Common Stock Grants	1,292,238	577,563	1,292,238	577,563	2,034,663	1,239,935
Total potentially dilutive shares	17,822,307	17,107,632	17,822,307	17,107,632	18,564,732	17,770,004

Variable Interest Entity. We determine whether an entity is a Variable Interest Entity ("VIE") and, if so, whether it should be consolidated by utilizing judgments and estimates that are inherently subjective. Our determination of whether an entity in which we hold a direct or indirect variable interest is a VIE is based on several factors, including whether we participated in the design of the entity and the entity's total equity investment at risk upon inception is sufficient to finance the entity's activities without additional subordinated financial support. We make judgments regarding the sufficiency of the equity at risk based first on a qualitative analysis, and then a quantitative analysis, if necessary.

We analyze any investments in VIEs to determine if we are the primary beneficiary. In evaluating whether we are the primary beneficiary, we evaluate our direct and indirect economic interests in the entity. A reporting entity is determined to be the primary beneficiary if it holds a controlling financial interest in the VIE. Determining which reporting entity, if any, has a controlling financial interest in a VIE is primarily a qualitative approach focused on identifying which reporting entity has both: (i) the power to direct the activities of a VIE that most significantly impact such entity's economic performance; and (ii) the obligation to absorb losses or the right to receive benefits from such entity that could potentially be significant to such entity. Performance of that analysis requires the exercise of judgment.

We consider a variety of factors in identifying the entity that holds the power to direct matters that most significantly impact the VIE's economic performance, including, but not limited to, the ability to direct operating decisions and activities. In addition, we consider the rights of other investors to participate in those decisions. We determine whether we are the primary beneficiary of a VIE at the time we become involved with a variable interest entity and reconsider that conclusion continually. We consolidate any VIE of which we are the primary beneficiary.

The Company was involved in the formation of an entity considered to be a VIE, prior to September 22, 2023, when Murphy Canyon completed its business combination. The Company evaluated the consolidation of this entity as required pursuant to ASC Topic 810 relating to the consolidation of such VIE. The Company's determination of whether it is the primary beneficiary of the VIE is based in part on an assessment of whether or not the Company and its related parties have the power to direct activities of the VIE and are exposed to the majority of the risks and rewards of the entity.

Following the completion of the Murphy Canyon IPO in January 2022, we determined that Murphy Canyon was a VIE in which we had a variable interest because we participated in its formation and design, manage the significant activities, and Murphy Canyon did not have enough equity at risk to finance its activities without additional subordinated financial support. We have also determined that Murphy Canyon's public stockholders did not have substantive rights, and their equity interest constituted temporary equity, outside of permanent equity, in accordance with ASC 480-10-S99-3A. As such, we have concluded that, prior to the **Business Combination**, we were the primary beneficiary of Murphy Canyon as a VIE, as we had the right to receive benefits or the obligation to absorb losses of the entity, as well as the power to direct a majority of the activities that significantly impacted Murphy Canyon's economic performance. Since we were the primary beneficiary, Murphy Canyon was consolidated into our condensed consolidated financial statements. See Note 9 Commitments and Contingencies for additional details regarding Murphy Canyon.

Shares Subject to Possible Redemption. Given that the **Public Shares** of Murphy Canyon Class A common stock issued to investors in its IPO were issued with other freestanding instruments (i.e., public warrants which were classified as permanent equity as described below), the proceeds and initial carrying value of the Class A common stock classified as temporary equity was allocated in accordance with ASC 470-20. The Murphy Canyon Class A common stock **is was** subject to ASC 480-10-S99. In addition, because it **is was** probable that the equity instrument **will would** become redeemable, we **have had** the option to either (i) accrete changes in the redemption value over the period from the date of issuance (or from the date that it **becomes became** probable that the instrument will become redeemable, if later) to the earliest redemption date of the instrument or (ii) recognize changes in the redemption value immediately as they **occur occurred** and adjust the carrying amount of the instrument to equal the redemption value at the end of each reporting period. We **have** elected to recognize the accretion resulting from changes in redemption value immediately during the three months ended March 31, 2022, and every quarter since then, until September 22, 2023 as noted above. See Note 9 Commitments and Contingencies for additional details regarding Murphy Canyon.

Excise Tax. In accordance with the Inflation Reduction Act of 2022, the Company accrues the expected excise tax obligation at the end of each reporting period as a cost of redeeming any shares as of that date. In connection with the vote to approve the Charter Amendment Proposal for the SPAC, holders of 11,037,272 shares of SPAC Class A Common Stock properly exercised their right to redeem their shares of Class A Common Stock for the aggregate redemption amount of \$114,068,280. As such the SPAC had recorded a 1% excise tax liability in the amount of \$1,140,683 during January 2023. The liability did not impact the condensed statements of operations or condensed statement cash flows and is an offset against additional paid in capital, to the extent available, and accumulated deficit. On September 22, 2023, Murphy Canyon completed its business combination with Conduit Pharma and shareholders and debtholders of Conduit Pharma were issued 65,000,000 shares of Conduit common stock. The excise tax liability recorded in connection with the January 2023 redemptions was reversed in full by the issuance of Conduit shares on September 22, 2023.

Warrant Instruments SPAC. Murphy Canyon accounted for warrants in accordance with the guidance contained in ASC 480 and FASB ASC 815, "Derivatives and Hedging". Under ASC 815-40 and ASC 840 warrants that meet the criteria for equity treatment are recorded in stockholder's equity. The warrants are subject to re-evaluation of the proper classification and accounting treatment at each reporting period. If the warrants no longer meet the criteria for equity treatment, they will be recorded as a liability and remeasured each period with changes recorded in the statements of operations. The warrants meet the criteria for classification as equity because they were not exercisable until after the SPAC business combination, which occurred on September 22, 2023, at which point the common shares are no longer redeemable and because they are indexed to Murphy Canyon's common stock and meet the other criteria for equity classification. See Note 9 Commitments and Contingencies for additional details regarding Murphy Canyon / Conduit.

Subsequent Events. We evaluate subsequent events up until the date the condensed consolidated financial statements are issued.

Recently Issued and Adopted Accounting Pronouncements.

In June 2022, the FASB issued ASU No. 2022-03, *Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions*, to (1) clarify the guidance in Topic 820, Fair Value Measurement, when measuring the fair value of an equity security subject to contractual restrictions that prohibit the sale of an equity security, (2) to amend a related illustrative example, and (3) to introduce new disclosure requirements for equity securities subject to contractual sale restrictions that are measured at fair value in accordance with Topic 820. The update clarifies that a contractual restriction on the sale of an equity security is not considered part of the unit of account of the equity security and, therefore, is not considered in measuring fair value. It also requires the following disclosures for equity securities subject to contractual sale restrictions:

1. The fair value of equity securities subject to contractual sale restrictions reflected in the balance sheet,
2. The nature and remaining duration of the restriction(s), and
3. The circumstances that could cause a lapse in the restriction(s).

For public business entities, the amendments in this ASU are effective for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2024, and interim periods within those fiscal years. Early adoption is permitted for both interim and annual financial statements that have not yet been issued or made available for issuance. The Company has adopted this guidance during the three months ended September 30, 2023 and will apply it to fair value measurements as of September 30, 2023.

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-09, *Income Taxes*, to enhance income tax disclosures, provide more information about tax risks and opportunities present in worldwide operations, and to disaggregate existing income tax disclosures. The guidance is effective for annual periods beginning after December 15, 2024 on a prospective basis, with the option to apply the standard retrospectively. Early adoption is permitted. We have not yet adopted ASU 2023-09 and are currently evaluating the impact on our financial statement disclosures.

In 16 November 2023,

FASB issued Accounting Standards Update ASU 2023-07, *Segment Reporting*, establishing improvements to reportable segments disclosures to enhance segment reporting under Topic 280. This ASU aims to change how public entities identify and aggregate operating segments and apply quantitative thresholds to determine their reportable segments. This ASU also requires public entities that operate as a single reportable segment to provide all segment disclosures in Topic 280, not just entity level disclosures. The guidance will be effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024 and the amendments should be applied retrospectively to all periods presented in the financial statements. We have not yet adopted ASU 2023-07 and are currently evaluating the impact on our financial statement disclosures.

3. RECENT REAL ESTATE TRANSACTIONS

Acquisitions during the nine three months ended September 30, 2023 March 31, 2024:

- The Company acquired 25 five model homes for approximately \$13.7 million \$2.2 million. The purchase price was paid through cash payments of approximately \$4.2 million \$0.6 million and mortgage notes of approximately \$9.5 million \$1.6 million.

Acquisitions during the nine three months ended September 30, 2022 March 31, 2023:

- The Company acquired ~~15~~ model homes for approximately \$8.1 million ~~\$5.0 million~~. These acquisitions were ~~for~~ with approximately \$2.5 million ~~in~~ through cash payments of approximately \$1.5 million and mortgage notes of approximately \$5.6 million in mortgage loans. ~~\$3.5 million~~.

Dispositions during the ~~nine~~ three months ended ~~September 30, 2023~~ March 31, 2024:

- The Company sold ~~15~~ ~~27~~ model homes for approximately ~~\$7.8 million~~ ~~\$12.6 million~~ and recognized a gain of approximately ~~\$2.3 million~~ ~~\$2.0 million~~.

Dispositions during the ~~nine~~ three months ended ~~September 30, 2022~~ March 31, 2023:

- The Company sold World Plaza, on March 11, 2022, for approximately \$10.0 million and recognized a loss of approximately \$0.3 million.
- The Company sold ~~25~~ ~~three~~ model homes for approximately ~~\$13.5 million~~ ~~\$1.6 million~~ and recognized a gain of approximately ~~\$4.3 million~~ ~~\$0.4 million~~.

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4. REAL ESTATE ASSETS

The Company owns a diverse portfolio of real estate assets. The primary types of properties the Company invests in are office, industrial, retail, and triple-net leased model home properties. We have five commercial properties located in Colorado, four in North Dakota, one in Southern California, one in Texas and one in Maryland. Our model home properties are located in five states. As of ~~September 30, 2023~~ ~~March 31, 2024~~, the Company owned or had an equity interest in:

- Eight office buildings and one industrial property ("Office/Industrial Properties") which total approximately ~~758,356~~ ~~758,175~~ rentable square feet;
- Three retail shopping centers ("Retail Properties") which total approximately 65,242 rentable square feet; and
- ~~102~~ ~~88~~ model home residential properties ("Model Homes" or "Model Home Properties"), totaling approximately ~~309,257~~ ~~268,644~~ square feet, leased back on a triple-net basis to homebuilders, that are owned by five affiliated limited partnerships and one wholly-owned corporation, all of which we control.

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A summary of the properties owned by the Company as of ~~September 30, 2023~~ ~~March 31, 2024~~ and December 31, ~~2022~~ ~~2023~~ is as follows:

Property Name	Date		Real estate assets, net		Date		Real estate assets, net	
	Acquired	Location	September 30, 2023	December 31, 2022	Acquired	Location	March 31, 2024	December 31, 2023
Genesis Plaza (1)	August 2010	San Diego, CA	\$ 7,697,493	\$ 7,995,980	August 2010	San Diego, CA	\$ 7,404,287	\$ 7,542,725
Dakota Center	May 2011	Fargo, ND	8,923,571	8,569,537	May 2011	Fargo, ND	9,145,199	9,201,883
Grand Pacific Center (2)	March 2014	Bismarck, ND	6,084,032	5,228,006	March 2014	Bismarck, ND	8,653,056	8,274,454
Arapahoe Center	December 2014	Centennial, CO	8,565,680	8,664,604	December 2014	Centennial, CO	9,540,740	9,341,991
Union Town Center	December 2014	Colorado Springs, CO	8,969,912	9,039,039	December 2014	Colorado Springs, CO	8,997,720	8,918,742
West Fargo Industrial	August 2015	Fargo, ND	6,874,243	6,893,292	August 2015	Fargo, ND	6,758,522	6,819,765
300 N.P.	August 2015	Fargo, ND	2,801,682	2,899,694	August 2015	Fargo, ND	2,761,756	2,774,176
Research Parkway	August 2015	Colorado Springs, CO	2,273,906	2,319,588	August 2015	Colorado Springs, CO	2,250,946	2,266,173
One Park Center (3)	August 2015	Westminster, CO	7,754,915	7,991,809	August 2015	Westminster, CO	5,680,342	5,700,000

Shea Center II (4)	December 2015	Highlands Ranch, CO	19,274,869	19,501,998	December 2015	Highlands Ranch, CO	19,176,601	19,367,289
Mandolin (3)(5)	August 2021	Houston, TX	4,715,201	4,783,985	August 2021	Houston, TX	4,669,346	4,692,274
Baltimore	December 2021	Baltimore, MD	8,522,343	8,690,874	December 2021	Baltimore, MD	8,409,988	8,466,165
Presidio Property Trust, Inc. properties			92,457,847	92,578,406			93,448,503	93,365,637
Model Home properties (4)(6)	2017 - 2023	AZ, FL, IL, TX, WI	45,990,458	37,933,824	2017 - 2024	AZ, FL, IL, TX, WI	41,813,015	50,790,147
Total real estate assets and lease intangibles, net			\$ 138,448,305	\$ 130,512,230			\$ 135,261,518	\$ 144,155,784

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(1) Genesis Plaza is owned by two tenants-in-common, each of which owns 57% and 43%, respectively, and we beneficially own an aggregate of 76.4%, based on our ownership percentages of each tenant-in-common.

(2) Grand Pacific Center, property and entered into Bismarck, ND, was removed from held-for-sale after signing a 10 year major lease with KLJ Engineering LLC to occupy on December 7, 2022 for approximately 33,296 usable square feet, a term of 122 months, and starting annualized rent of \$532,736. KLJ Engineering moved into the building. The lease will commence when the tenant improvements have been substantially completed.

building during December 2023, with rent commencing on February 28, 2024.

(3) During the year ended December 31, 2023, we recorded a \$2.0 million impairment charge for One Park Center that reflects management's revised estimate of the fair market value based on sales comparable of like property in the same geographical area as well as an evaluation of future cash flows or an executed purchase sale agreement.

(4) On December 31, 2022, the lease for our largest tenant, Halliburton, expired. Halliburton was located in our Shea Center II property in Colorado, and made up approximately 536,080 of our annual base rent. Halliburton did not renew the lease and we placed approximately \$1.1 million in a reserve account with our lender to cover future mortgage payments, if necessary, none of which has been used as of December 31, 2023. Our management team is working to fill the 45,535 square foot space and has leased approximately 20% of the space to a tenant during 2023 and has reviewed various proposals for the remaining 80%. As of March 31, 2024, management is pursuing a third party tenant who fits into our long-term plans, however, there is no guarantee we will be successful in signing this new tenant.

(5) A portion of the proceeds from the sale of Highland Court were used in like-kind exchange transactions pursued under Section 1031 of the Code for the acquisition of our Mandolin property. Mandolin is owned by NetREIT Palm Self-Storage LP, through its wholly owned subsidiary NetREIT Highland LLC, and the Company is the sole general partner and owns 61.3% of NetREIT Palm Self-Storage LP.

(4) Includes Model Homes listed as held for sale as of September 30, 2023 March 31, 2024, and December 31, 2022 2023, respectively. During the three months ended March 31, 2024 we recorded a \$0.1 million impairment charge for four model homes, three of which already had an impairment as of December 31, 2023, that reflects the estimated sales prices for these specific model homes in April and May 2024. The short hold period, less than two years, and the builder changing their model style after we purchased the homes, contributed to the lower than expected sales price.

5. LEASE INTANGIBLES

The following table summarizes the net value of other intangible assets acquired and the accumulated amortization for each class of intangible asset:

	September 30, 2023			December 31, 2022			March 31, 2024			December 31, 2023		
	Lease Intangibles	Accumulated Amortization	Lease Intangibles, net	Lease Intangibles	Accumulated Amortization	Lease Intangibles, net	Lease Intangibles	Accumulated Amortization	Lease Intangibles, net	Lease Intangibles	Accumulated Amortization	
	In-place leases	\$ 2,515,264	\$ (2,492,570)	\$ 22,694	\$ 2,515,264	\$ (2,485,234)	\$ 30,030	\$ 2,515,264	\$ (2,497,462)	\$ 17,802	\$ 2,515,264	\$ (2,495,016)
Leasing costs	1,261,390	(1,242,399)	18,991	1,261,390	(1,236,591)	24,799	1,261,390	(1,246,271)	15,119	1,261,390	(1,244,335)	

Above-market leases	333,485	(333,485)	—	333,485	(333,485)	—	—	—	—	333,485	(333,485)
	\$ 4,110,139	\$ (4,068,454)	\$ 41,685	\$ 4,110,139	\$ (4,055,310)	\$ 54,829	\$ 3,776,654	\$ (3,743,733)	\$ 32,921	\$ 4,110,139	\$ (4,072,836)

At **September 30, 2023** **March 31, 2024**, and **December 31, 2022** **2023**, there were no gross lease intangible assets and accumulated amortization related to the lease intangible assets included in real estate assets held for sale.

The net value of acquired intangible liabilities was approximately **\$14,509** **\$12,022** and **\$18,240** **\$13,266** relating to below-market leases at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **2023**, respectively.

Future aggregate approximate amortization expense for the Company's lease intangible assets is as follows:

2023	\$ 4,382	
2024	17,526	\$ 13,145
2025	15,670	15,669
2026	4,107	4,107
Total	\$ 41,685	\$ 32,921

6. OTHER ASSETS

Other assets consist of the following:

	September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
	\$ 1,922,450	\$ 1,641,831	\$ 2,065,691	\$ 1,973,887
Deferred rent receivable				
Investment in marketable securities (not including Conduit)	614,063	797,749		
Prepaid expenses, deposits and other	522,828	619,621	444,085	349,160
Notes receivable	316,374	316,374	316,374	316,374
Accounts receivable, net	386,318	67,780	260,015	694,869
Deferred offering costs			21,745	5,000
Right-of-use assets, net	23,334	45,843	7,872	15,649
Other intangibles, net	-	22,483		
Investment in marketable securities (not including Conduit)				45,149
Total other assets	\$ 3,785,367	\$ 3,511,681	\$ 3,115,782	\$ 3,400,088

Periodically, the Company may sell an option in the marketable securities it holds to unrelated third parties for the right to purchase certain securities held within its investment portfolios ("covered call options"). These option transactions are designed primarily to increase the total return associated with holding the related securities as earning assets by using fee income generated from these options. These transactions are not designated as hedging relationships pursuant to accounting guidance ASC 815 and, accordingly, changes in the fair values of these contracts, are reported in other income (expense). There are several risks associated with transactions in options on securities. For example, there are significant differences between the securities and options markets that could result in an imperfect correlation between these markets, causing a given transaction not to achieve its objectives. A transaction in options or securities may be unsuccessful to some degree because of market behavior or unexpected events. When we write a covered call option, we forgo, during the option's life, the opportunity to profit from increases in the market value of the security covering the call option above the sum of the premium and the strike price of the call but retain the risk of loss should the price of the underlying security decline. The writer of an option has no control over the time when it may be required to fulfill its obligation before the sold option expires, and once an option writer has received an exercise notice, it must deliver the underlying security in exchange for the strike price.

As of **September 30, 2023** **March 31, 2024**, we **owned** **did not own** common shares of **14** different **other** publicly traded REITs and no written covered call options in any of those same REITs. The gross fair market value on our publicly traded REIT securities was **\$614,063**. As of **September 30, 2023**, the net fair value of our publicly traded REIT securities was **\$614,063** based on the **September 30, 2023**, closing prices. As of **December 31, 2022** **2023**, we **owned** common shares of **183** different publicly traded REITs and an immaterial amount of covered call options in **threezero** of those same REITs. The gross fair market value on our publicly traded REIT securities was **\$798,206** **45,149**, with covered call options totaling **\$4570**. As of **December 31, 2022** **2023**, the net fair value of our publicly traded REIT securities was **\$797,749** **45,149** based on the **December 31, 2022** **2023** closing prices.

7. MORTGAGE NOTES PAYABLE

Mortgage notes payable consist of the following:

Mortgage note property	Principal as of					Principal as of				
	September 30,	December 31,	Loan	Interest	Maturity	March 31,	December 31,	Loan	Interest	Maturity
	2023	2022	Type	Rate (1)		2024	2023	Type	Rate (1)	
Dakota Center	9,260,159	9,442,976	Fixed	4.74 %	7/6/2024	\$ 9,133,793	\$ 9,197,346	Fixed	4.74 %	7/6/2024
Dakota Center (2) (6)										
Research Parkway (6)	1,603,836	1,648,237	Fixed	3.94 %	1/5/2025	1,573,499	1,588,742	Fixed	3.94 %	1/5/2025
Arapahoe Service Center (6)	7,471,082	7,602,273	Fixed	4.34 %	1/5/2025	7,380,609	7,426,088	Fixed	4.34 %	1/5/2025
Union Town Center (6)	7,910,038	8,025,300	Fixed	4.28 %	1/5/2025	7,830,479	7,870,468	Fixed	4.28 %	1/5/2025
One Park Centre	6,074,444	6,163,177	Fixed	4.77 %	9/5/2025	6,012,959	6,043,882	Fixed	4.77 %	9/5/2025
Genesis Plaza	5,967,580	6,055,682	Fixed	4.71 %	9/6/2025	5,906,568	5,937,251	Fixed	4.71 %	9/6/2025
Shea Center II (6)	17,022,587	17,229,573	Fixed	4.92 %	1/5/2026	16,878,736	16,951,095	Fixed	4.92 %	1/5/2026
West Fargo Industrial (2) (3)	3,942,804	4,030,297	Fixed	6.70 %	8/5/2029	3,902,517	3,922,829	Fixed	6.70 %	8/5/2029
Grand Pacific Center (3) (4)	3,806,187	3,496,330	Fixed	6.35 %	5/5/2033	6,258,676	5,470,305	Fixed	6.35 %	5/5/2033
Baltimore	5,670,000	5,670,000	Fixed	4.67 %	4/6/2032	5,670,000	5,670,000	Fixed	4.67 %	4/6/2032
Mandolin	3,589,108	3,635,362	Fixed	4.35 %	4/20/2029	3,557,127	3,573,201	Fixed	4.35 %	4/20/2029
Subtotal, Presidio Property Trust, Inc. Properties	\$ 72,317,825	\$ 72,999,207				\$ 74,104,963	\$ 73,651,207			
Model Home mortgage notes (4) (5)	30,948,811	24,752,448	Fixed		2023 - 2028	28,869,418	34,815,699	Fixed		2024 - 2029
Mortgage Notes Payable	\$ 103,266,636	\$ 97,751,655				\$ 102,974,381	\$ 108,466,906			
Unamortized loan costs	(778,420)	(852,956)				(681,684)	(753,633)			
Mortgage Notes Payable, net	<u>\$ 102,488,216</u>	<u>\$ 96,898,699</u>				<u>\$ 102,292,697</u>	<u>\$ 107,713,273</u>			

- (1) Interest rates as of September 30, 2023 March 31, 2024.
- (2) The loan on the Dakota Center matures in July 2024 and management has reached out to the lender seeking a two year extension and additional provision to change the terms, such as interest only payments and use of reserves to pay for future capital expenditures and leasing costs. The special servicer of the loan has indicated it will begin negotiations with the Company. If we are unsuccessful in refinancing the property or changing the terms of the original loan, management would consider selling the property and paying the loan in full or surrendering the property to the current lender.
- (3) On August 5, 2023, the lender increased the interest rate to 6.70%. The loan agreement states that the lender may, upon not less than sixty (60) days prior, give written notice to the Company to increase the interest rate effective on August 5, 2023, and August 5, 2026, to the rate then being quoted by the lender for new three-year commercial mortgage loans of similar size and quality with like terms and security (provided that in no event shall the new rate be less than the initial rate).
- (3) On May 5, 2023, the Company, through its subsidiary, refinanced the mortgage loan on our Grand Pacific Center property and entered into a construction loan related to the tenant improvement associated with the KLJ Engineering LLC lease to occupy 33,296 square feet of the building. The refinanced loan is for approximately \$3.8 million, a term of 10 years, with an interest rate of 6.35%, for the first 60 months. The interest rate is subject to reset in year five. The construction loan is for approximately \$2.7 million, a term of 10 years, and will begin amortizing in year three, with an interest rate of 6.35%, for the first 60 months. The interest rate is subject to reset in year five. As of September 30, 2023 March 31, 2024, we had not drawn down approximately \$2.5 million on the construction loan.
- (4) As of September 30, 2023 March 31, 2024, there were seven 11 model homes included as real estate assets held for sale. Our model homes have stand-alone mortgage notes at interest rates ranging from 2.50% from 2.68% to 7.12% per annum as of September 30, 2023 March 31, 2024.
- (6) These mortgage loans mature within the next twelve months and management is reviewing various options for the loan maturity, including but not limited to refinancing, restructuring and/or selling these properties. As we get closer to the loan maturity date the Company will finalize our plans.

The loan agreement between NetREIT Model Homes, Inc. ("NRMH") and its Lender has a covenant for a Fixed Charge Coverage Ratio ("FCCR") as defined for NRMH as of any date that equals (a) the sum of (i) EBITDA for the period ended as of such date minus (ii) distributions for the period ended as of such date divided by (b) the sum of (i) principal payments paid for the period ended as of such date plus (ii) interest expense for period ended as of such date. The FCCR is to be no less than 1.10 to 1.00, tested at the end of each fiscal quarter. As of December 31, 2023, NRMH was in compliance with this covenant. The Company and standalone subsidiaries have other various quarterly and annual

reporting requirements to the individual property lenders and the Company is in compliance with all material conditions and covenants of its on those mortgage notes payable, payable as of March 31, 2024.

Scheduled principal payments of mortgage notes payable were as follows as of September 30, 2023 March 31, 2024:

Years ending December 31:	Presidio Property		Model		Presidio Property		Model	
	Trust, Inc.		Homes	Total Principal	Trust, Inc.		Homes	Total Principal
	Notes Payable	Notes Payable	Payments	Notes Payable	Notes Payable	Payments	Notes Payable	Payments
2023	\$ 355,896	\$ 3,074,354	\$ 3,430,250					
2024	10,401,908	11,571,492	21,973,400	\$ 10,038,091	\$ 7,004,803	\$ 17,042,894		
2025	28,773,285	10,467,724	39,241,009	28,772,939	9,762,814	38,535,753		
2026	16,651,242	165,968	16,817,210	16,651,295	873,594	17,524,889		
2027	294,780	165,968	460,748	294,780	387,354	682,134		
2028				310,560	9,568,713	9,879,273		
Thereafter	15,840,714	5,503,305	21,344,019	18,037,298	1,272,140	19,309,438		
Total	\$ 72,317,825	\$ 30,948,811	\$ 103,266,636	\$ 74,104,963	\$ 28,869,418	\$ 102,974,381		

8. NOTES PAYABLE

On April 22, 2020, the Company received an Economic Injury Disaster Loan of \$10,000 from the Small Business Administration ("SBA") to provide economic relief during the COVID-19 pandemic. This loan advance is not required to be repaid, has no stipulations on use, and has been recorded as fees and other income in the condensed consolidated statements of operations during fiscal 2020. On August 17, 2020, we received an additional Economic Injury Disaster Loan ("EIDL") of \$150,000, for which principal and interest payments are deferred for twelve months from the date of issuance, and interest accrues at 3.75% per year. The loan matures on August 17, 2050. We have used the funds for general corporate purposes to alleviate economic injury caused by the COVID-19 pandemic, which economic injury included abating or deferring rent to certain tenants (primarily retail tenants).

As of September 30, 2023 March 31, 2024, we had issued three one promissory notes note to our majority owned subsidiaries, subsidiary, Dubose Model Home Investors 202 LP, and Dubose Model Home Investors 204 LP, for the refinancing of three one model home properties property in Texas, and Wisconsin, for approximately \$0.7 million with interest rates ranging from 3.0% to 5.76% per annum and maturity dates between August 2024 and December 2025. These notes payable and notes receivable, including interest expense and interest income related to these promissory notes, are eliminated through consolidation on our financial statements.

On August 17, 2021, we issued a promissory note to our majority owned subsidiary, NetREIT Highland, for the acquisition of the Mandolin property in Houston, Texas, for \$1.56 million \$0.3 million with an interest rate of 4.0% 5.55% per annum and a maturity date of August 17, 2022, 15, 2024. This note payable and note receivable, including interest expense and interest income related to this promissory note, were is eliminated through consolidation on our financial statements. During April 2022, this loan was refinanced with a loan from a third-party bank totaling \$3.7 million, with the proceeds being used to pay back our \$1.56 million promissory note.

On December 20, 2021, we issued a promissory note to our majority owned subsidiary, PPT Baltimore, for the acquisition of the Baltimore property in Baltimore, Maryland, for \$5.65 million with an interest rate of 4.5% per annum and a maturity date of December 20, 2022. This note payable and note receivable, including interest expense and interest income related to this promissory note, were eliminated through consolidation on our financial statements. During March 2022, this loan was refinanced with a loan from a third-party lender totaling \$5.67 million, with the proceeds being used to pay back our \$5.65 million promissory note.

9. COMMITMENTS AND CONTINGENCIES

The Company is obligated under certain tenant leases to fund tenant improvements and the expansion of the underlying leased properties. As of September 30, 2023 March 31, 2024, approximately \$4.2 \$1.0 million is estimated for such capital expenditures on existing properties, net of any construction financing, during the rest of the year.

On March 13, 2024, a stockholder activist group announced that it intends to file a preliminary proxy statement and accompanying WHITE universal proxy card with the Securities and Exchange Commission to be used to solicit votes for the election of director nominees at our next annual meeting of stockholders. Activist stockholder activities could adversely affect our business because responding to proxy contests and reacting to other actions by activist stockholders can be costly and time-consuming, disrupt our operations and divert the attention of management and our employees. We have or in the future may retain the services of various professionals to advise us on activist stockholder matters, including legal, financial, strategic and communication advisors, the costs of which may negatively impact our future financial results. In addition, perceived uncertainties as to our future

direction, strategy or leadership created as a consequence of activist stockholders' initiatives may result in the loss of potential business opportunities, harm our ability to attract new investors, business partners, and employees, and cause our stock price to experience periods of volatility or stagnation. On May 9, 2024, the Company entered into a cooperation agreement with this stockholder group pursuant to which Elena Pilipchak has been appointed to our board of directors, effective immediately, as a Class III director with a term expiring at Presidio's 2026 Annual Meeting of Stockholders. In connection with this appointment, our board of directors has been increased from six to seven directors. Pursuant to the agreement, the stockholder group agreed to withdraw the director nominations it had previously submitted and will support our board's slate of directors at the 2024 Annual Meeting of Stockholders. The stockholder group has also agreed to certain customary standstill provisions and voting commitments. We have evaluated this contingency and have determined a material loss is not probable or estimable at this time.

Litigation. From time to time, we may become involved in various lawsuits or legal proceedings which arise in the ordinary course of business. Neither the Company nor any of the Company's properties are presently subject to any material litigation nor, to the Company's knowledge, is there any material threatened litigation.

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Environmental Matters. The Company monitors its properties for the presence of hazardous or toxic substances. While there can be no assurance that a material environmental liability does not exist, the Company is not currently aware of any environmental liability with respect to the properties that would have a material effect on the Company's financial condition, results of operations and cash flow. Further, the Company is not aware of any environmental liability or any unasserted claim or assessment with respect to an environmental liability that the Company believes would require additional disclosure or recording of a loss contingency.

Financial Markets. The Company monitors concerns over economic recession, interest rate increases, policy priorities of the U.S. presidential administration, trade wars, labor shortages, and inflation, any of which may contribute to increased volatility and diminished expectations for the economy and markets. Additionally, concern over the economic and geopolitical issues may also contribute to prolonged market volatility and instability. For example, ramifications of the conflict between Russia and military conflicts in the Middle East and Ukraine, could lead to disruption, instability and volatility in global markets and industries. The U.S. government including sanctions, retaliatory sanctions, nationalism, supply chain disruptions and other governments consequences, could impact commercial real estate fundamentals and result in jurisdictions have imposed severe economic sanctions lower occupancy, lower rental rates, and export controls against Russia declining values in our real estate portfolio and Russian interests, have removed Russia from the SWIFT system, and have threatened additional sanctions and controls. The impact of these measures, as well as potential responses to them by Russia, is unknown. collateral securing our loan investments. We have not currently experienced a direct material impact to our Company or operations; however, we will continue to monitor the financial markets for events that could impact our commercial real estate properties.

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Sponsorship of Special Purpose Acquisition Company. On January 7, 2022, we announced our sponsorship, through our wholly-owned subsidiary, Murphy Canyon Acquisition Sponsor, LLC (the "Sponsor"), of a special purpose acquisition company ("SPAC") initial public offering. The SPAC raised \$132,250,000 in capital investment to acquire one or more businesses. We, through our wholly-owned subsidiary, owned approximately 23.5% of the issued and outstanding stock in the entity upon the initial public offering being declared effective and consummated (excluding the private placement units described below). The SPAC offered 132,250,000 units, with each unit consisting of one share of common stock and three-quarters of one redeemable warrant. The warrants were evaluated using the guidance in ASC 480 "Distinguishing Liabilities from Equity" and we concluded that the warrants are indexed to Murphy Canyon's common stock and meet the criteria to be classified in stockholders' equity.

The Murphy Canyon IPO of 13,225,000 units of common stock and warrants, closed on February 7, 2022, raising gross proceeds for Murphy Canyon of \$132,250,000, including the exercise in full by the underwriters of their over-allotment option. In connection with the IPO, we purchased, through the Sponsor, 754,000 placement units (the "placement units") at a price of \$10.00 per unit, for an aggregate purchase price of \$7,540,000. These proceeds were deposited in a trust account established for the benefit of the Murphy Canyon public shareholders and are included in Investments held in Trust. In connection with the initial public offering, Murphy Canyon incurred \$7,738,161 in issuance costs, including \$2,645,000 of underwriting discounts and commission, \$4,628,750 of deferred underwriting fees and \$464,411 of other offering costs. These costs were allocated to temporary and permanent equity and offset against the proceeds.

On November 8, 2022, the SPAC entered into an agreement and plan of merger with Conduit Pharma, Pharmaceuticals Limited, a Cayman Islands exempted company ("Conduit Pharma"), and Conduit Merger Sub, Inc., a Cayman Islands exempted company and the SPAC's wholly owned subsidiary. The merger agreement provided for the merger of that the SPAC's Cayman Island subsidiary will merge with and into Conduit Pharma, with Conduit Pharma surviving the merger as the SPAC's wholly owned subsidiary. Pursuant to subsidiary and the merger agreement, the outstanding ordinary shares (including the shares issued upon conversion of all outstanding convertible debt, which conversion shall have occurred prior to the consummation of the merger) of Conduit Pharma will be converted into an aggregate of 65,000,000 shares of the SPAC's newly issued common stock, with each such outstanding Conduit Pharma ordinary share (including the ordinary shares issued upon conversion of all outstanding convertible debt, which conversion shall have occurred prior to the consummation of the merger) converted into newly issued shares of the SPAC's common stock on a pro rata basis. public company renamed "Conduit Pharmaceuticals Inc." ("Conduit").

Initially, the SPAC was required to complete its initial business combination transaction by 12 months from the consummation of its initial public offering or up to 18 months if it extended the period of time to consummate a business combination in accordance with its Certificate of Incorporation. On January 26, 2023, at a special meeting of the stockholders, the stockholders approved a proposal to amend the SPAC's certificate of incorporation to extend the date by which it has to consummate a business combination up to 12 times, each such extension for an additional one-month period, from February 7, 2023, to February 7, 2024. The stockholders also approved a related proposal to amend the

trust agreement allowing the SPAC to deposit into the trust account, for each one-month extension, one-third of 1% of the funds remaining in the trust account following the redemptions made in connection with the approval of the extension proposal at the special meeting. The Company has committed to providing additional funds if needed to make such a deposit for the extension. In connection with the stockholders' vote at the special meeting, 11,037,272 shares of common stock were tendered for redemption, which were redeemed in February 2023. Approximately \$114.1 million in cash was removed from the Trust Account to pay such stockholders and, accordingly, after giving effect to such redemptions, income tax withdraws of \$200,050 and adding \$155,403 in extension payments, the balance in the Trust Account was approximately \$23.3 million. After the redemptions, there were 2,187,728 shares of SPAC Class A common stock subject to possible redemption.

On January 27, 2023, the merger agreement was amended to provide for only one class of authorized common stock of the SPAC following the business combination, instead of both authorized Class A common stock and Class B common stock as set forth in the original merger agreement. On May 11, 2023 the merger agreement was further amended to provide for (i) removal of the provision that indicates that no tax opinion would be delivered in connection with the closing, (ii) a closing obligation that that the SPAC either (a) be exempt from the provisions of Rule 419 promulgated under the Securities Act of 1933, as amended other than through its net tangible assets or (b) have at least \$5,000,001 of net tangible assets either immediately prior to or upon consummation of the merger, and (iii) extension of the outside date for the closing of the merger from May 31, 2023, to February 7, 2024.

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The investments held in Trust for the SPAC Class A common stockholders generated approximately \$1.2 million \$664,232 of income during the nine months ended September 30, March 31, 2023, and was included in interest and other income (expense), net on our consolidated statement of operations. During the nine months ended September 30, 2022, the trust investment generated approximately \$0.8 million of income. Although the Trust held approximately \$135.1 million as of September 30, 2022, income generated from the interest on the funds was much less for first nine months of that year, with an annual expected yield of 0.97%. Also, the deposits were first added to the Trust in February 2022, so the account was not earning interest for all nine months ended September 30, 2022. As of September 22, 2023, the Trust account balance had been deconsolidated along with the other Conduit assets and liabilities.

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As of immediately prior to the consummation of the SPAC's business combination, which occurred on September 22, 2023, the Company, through its subsidiary, had loaned the SPAC \$1.0 million to fund its trust account and for operating expenses. The loan was non-interest bearing, unsecured and was repaid in full upon the SPAC's business combination on September 22, 2023. This notes payable and notes receivable related to the SPAC were eliminated through consolidation on our financial statements.

On September 22, 2023, the SPAC completed its business combination with Conduit Pharma and changed its name to Conduit Pharmaceuticals Inc. ("Conduit"). Immediately prior to the business combination the Company owned approximately 65% of the SPAC's outstanding common stock. Upon consummation of the business combination, the SPAC's shares of Class B common stock were converted into shares of its Class A common stock and the shares of Class A common stock were then reclassified as a single class of Conduit common stock. As a result of the business combination, the Company was issued (i) 3,306,250 shares of Conduit's common stock due to the conversion of the shares of the SPAC's Class B common stock into shares of the SPAC's Class A common stock and then reclassification into shares of Conduit common stock, (ii) 754,000 shares of Conduit common stock, which prior to the business combination were shares of the SPAC's Class A common stock and (iii) private warrants to purchase 754,000 shares of Conduit common stock, which prior to the business combination were warrants to purchase 754,000 shares of the SPAC's Class A common stock. Also in the business combination, shareholders and debtholders of Conduit Pharma were issued 65,000,000 shares of Conduit common stock. Immediately following the consummation of the business combination, the Company transferred 45,000 shares of Conduit common stock and warrants to purchase 45,000 shares of Conduit common stock to the SPAC's independent directors as compensation for their services. As a result, as of September 30, 2023, the Company owned approximately 6.5% of Conduit's common stock immediately following the business combination and currently owns approximately 6.3% of Conduit's common stock. In connection with the business combination, the Company's officers and directors who also served as officers and directors of the SPAC resigned from the SPAC, with the exception of the Company's former Chief Financial Officer who resigned from the Company.

Following the completion of the Murphy Canyon IPO in February 2022, we determined that Murphy Canyon is a Variable Interest Entity ("VIE") in which we had a variable interest because Murphy Canyon did not have enough equity at risk to finance its activities without additional subordinated financial support. Since the business combinations with Conduit on September 22, 2023, we have determined that Conduit's (formally Murphy Canyon) public stockholders have substantive rights and we no longer have control of Conduit's activity. Since we are no longer the controlling party, or have a majority of the issued and outstanding common stock, the Company deconsolidated Conduit from our condensed consolidated financial statements. In connection with the deconsolidation we recorded a gain of approximately \$40.3 million. Of the total gain recognized on deconsolidation, approximately \$34.1 million relates to the remeasurement of our retained investment in Murphy Canyon via the Sponsor shares which converted into shares of Conduit's common stock on September 22, 2023, and approximately \$6.2 million relates to the deconsolidation of Murphy Canyon's assets and liabilities as of September 22, 2023.

Since deconsolidating Conduit, on September 22, 2023, our investments in Conduit's common stock and common stock warrants presented on the consolidated balance sheets were measured at fair value using Level 1 market prices, taking into account the adoption of ASU 2022-03 *Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions*, and totaled approximately \$24.0 million \$14.5 million as of September 30, 2023 March 31, 2024, with a cost basis of approximately \$7.5 million. The Company entered into a lock-up agreement with Conduit regarding certain of the common stock held by the Company, for 180 days from the closing of the business combination which will end March 20, 2024. On March 31, 2024, our investments in Conduit's common stock ("CDT") and common stock warrants ("CDTTW") presented on the consolidated balance sheets were measured at fair value using Level 1 market prices, which closed at \$3.59 per share and \$0.06 per warrant.

10. STOCKHOLDERS' EQUITY

Preferred Stock. The Company is authorized to issue up to 1,000,000 shares of Preferred Stock (the "Preferred Stock"). The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of any series of the Preferred Stock, to determine the designation of any such series, and to set the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications and terms or conditions of redemption for each series of Preferred Stock.

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On June 15, 2021, the Company completed its secondary offering of 800,000 shares of our Series D Preferred Stock for cash consideration of \$25.00 per share to a syndicate of underwriters led by The Benchmark Company, LLC, as representative, resulting in approximately \$18.1 million in net proceeds, after deducting the underwriting discounts and commissions and the offering expenses paid by the Company. The Company granted the underwriters a 45-day option to purchase up to an additional 120,000 shares of Series D Preferred Stock to cover over-allotments, which they exercised on June 17, 2021, resulting in approximately \$2.7 million in net proceeds, after deducting the underwriting discounts and commissions and the offering expenses paid by the Company. In total, the Company issued 920,000 shares of Series D Preferred Stock with net proceeds of approximately \$20.5 million, after deducting the underwriting discounts and commissions and the offering expenses paid by the Company and deferred offering costs. The Series D Preferred Stock is listed for trading on The Nasdaq Capital Market under the symbol SQFTP. The Company has used these proceeds for general corporate and working capital purposes, including acquiring additional properties. Below are some of the key terms of the Series D Preferred Stock:

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Dividends:

Holders of shares of the Series D Preferred Stock are entitled to receive cumulative cash dividends at a rate of 9.375% per annum of the \$25.00 per share liquidation preference (equivalent to \$2.34375 per annum per share). Dividends will be payable monthly on the 15th day of each month (each, a "Dividend Payment Date"), provided that if any Dividend Payment Date is not a business day, then the dividend that would otherwise have been payable on that Dividend Payment Date may be paid on the next succeeding business day without adjustment in the amount of the dividend.

Voting Rights:

Holders of shares of the Series D Preferred Stock will generally have no voting rights. However, if the Company does not pay dividends on the Series D Preferred Stock for eighteen or more monthly dividend periods (whether or not consecutive), the holders of the Series D Preferred Stock (voting separately as a class with the holders of all other classes or series of the Company's preferred stock it may issue upon which like voting rights have been conferred and are exercisable and which are entitled to vote as a class with the Series D Preferred Stock in the election referred to below) will be entitled to vote for the election of two additional directors to serve on the Company's Board of Directors until the Company pays, or declares and sets apart funds for the payment of, all dividends that it owes on the Series D Preferred Stock, subject to certain limitations.

In addition, the affirmative vote of the holders of at least two-thirds of the outstanding shares of Series D Preferred Stock (voting together as a class with all other series of parity preferred stock the Company may issue upon which like voting rights have been conferred and are exercisable) is required at any time for the Company to (i) authorize or issue any class or series of its stock ranking senior to the Series D Preferred Stock with respect to the payment of dividends or the distribution of assets on liquidation, dissolution or winding up or (ii) to amend any provision of the Company charter so as to materially and adversely affect any rights of the Series D Preferred Stock or to take certain other actions.

Liquidation Preference:

In the event of the Company's voluntary or involuntary liquidation, dissolution or winding up, the holders of shares of Series D Preferred Stock will be entitled to be paid out of the assets the Company has legally available for distribution to its stockholders, subject to the preferential rights of the holders of any class or series of its stock the Company may issue ranking senior to the Series D Preferred Stock with respect to the distribution of assets upon liquidation, dissolution or winding up, a liquidation preference of \$25.00 per share, plus any accumulated and unpaid dividends to, but not including, the date of payment, before any distribution of assets is made to holders of the Company's common stock or any other class or series of the Company's stock it may issue that ranks junior to the Series D Preferred Stock as to liquidation rights.

In the event that, upon any such voluntary or involuntary liquidation, dissolution or winding up, the Company's available assets are insufficient to pay the amount of the liquidating distributions on all outstanding shares of Series D Preferred Stock and the corresponding amounts payable on all shares of other classes or series of the Company's stock that it issues ranking on parity with the Series D Preferred Stock in the distribution of assets, then the holders of the Series D Preferred Stock and all other such classes or series of stock shall share ratably in any such distribution of assets in proportion to the full liquidating distributions to which they would otherwise be respectively entitled.

Redemption:

Commencing on or after June 15, 2026, the Company may redeem, at its option, the Series D Preferred Stock, in whole or in part, at a cash redemption price equal to \$25.00 per share, plus any accumulated and unpaid dividends to, but not including the redemption date. Prior to June 15, 2026, upon a Change of Control (as defined in the Articles Supplementary), the Company may redeem, at its option, the Series D Preferred Stock, in whole or part, at a cash redemption price of \$25.00 per share, plus any accumulated

and unpaid dividends to, but not including the redemption date. The Series D Preferred Stock has no stated maturity, will not be subject to any sinking fund or other mandatory redemption, and will not be convertible into or exchangeable for any of our other securities.

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In accordance with the terms of the Series D Preferred Stock, the Series D monthly dividend has been approved by the Board of Directors through **December 2023** **June 30, 2024** in the amount of \$0.19531 per share payable on the 15th of every month to stockholders of record of Series D Preferred Stock as of the last day of the prior month. Total dividends paid to Series D Preferred stockholders during the **nine** **three** months ended **September 30, 2023** **March 31, 2024** and **2022** **2023**, were approximately \$0.5 million, in each period, respectively.

Common Stock. The Company is authorized to issue up to 100,000,000 shares of Series A Common Stock, 1,000 shares of Series B Common Stock, and 9,000,000 shares of Series C Common Stock (collectively, the "Common Stock") each with \$0.01 par value per share. Each class of Common Stock has identical rights, preferences, terms, and conditions except that the holders of Series B Common Stock are not entitled to receive any portion of Company assets in the event of the Company's liquidation. No shares of Series B or Series C Common Stock have been issued. Each share of Common Stock entitles the holder to one vote. Shares of our Common Stock are not subject to redemption and do not have any preference, conversion, exchange, or preemptive rights. The Company's charter contains restrictions on the ownership and transfer of the Common Stock that prevents one person from owning more than 9.8% of the outstanding shares of common stock.

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On July 12, 2021, the Company entered into a securities purchase agreement with a single U.S. institutional investor for the purchase and sale of 1,000,000 shares of its Series A Common Stock, Common Stock Warrants to purchase up to 2,000,000 shares of Series A Common Stock and Pre-Funded Warrants to purchase up to 1,000,000 shares of Series A Common Stock. Each share of Common Stock and accompanying Common Stock Warrants were sold together at a combined offering price of \$5.00, and each share of Common Stock and accompanying Pre-Funded Warrants were sold together at a combined offering price of \$4.99. The Pre-Funded Warrants were exercised in full during August 2021 at a nominal exercise price of \$0.01 per share. The Common Stock Warrants **had** **have** an exercise price of \$5.50 per share, were exercisable upon issuance and will expire five years from the date of issuance.

In connection with this additional offering, we agreed to issue the Placement Agent Warrants to purchase up to 80,000 shares of Series A Common Stock, representing 4.0% of the Series A Common Stock and shares of Series A Common Stock issuable upon exercise of the Pre-Funded Warrant. The Placement Agent Warrants were issued in August 2021, post exercise of the Pre-Funded Warrants with an exercise price of \$6.25 and will expire five years from the date of issuance.

The Company evaluated the accounting guidance in ASC 480 and ASC 815 regarding the classification of the Pre-Funded Warrant, Common Stock Warrants, and Placement Agent Warrants as equity or a liability and ultimately determined that it should be classified as permanent equity. As of **September 30, 2023** **March 31, 2024**, none of the Common Stock Warrants and Placement Agent Warrants have been exercised.

Stock Repurchase Program. **On September 17, 2021, While we will continue to pursue value creating investments, the Board of Directors authorized believes there is significant embedded value in our assets that is yet to be realized by the market. Therefore, returning capital to stockholders through a stock repurchase program is an attractive use of up to \$10 million of outstanding shares of our Series A Common Stock, which expired in September 2022.** **capital currently.** On September 15, 2022, the Board of Directors authorized a stock repurchase program of up to **\$6 million** **\$6.0 million** of outstanding shares of our Series A Common Stock and up to **\$4 million** **\$4.0 million** of our Series D Preferred Stock, which expired in September 2023. **During the year ended In December 31, 2022, November 2023, the Company repurchased 196,631** **Board of Directors authorized a stock repurchase program of up to \$6.0 million of outstanding shares of our Series A Common Stock at an average price and up to \$4.0 million of approximately \$1.59 per share, including a commission of \$0.035 per share, and 6,013** **our Series D Preferred Stock which shall expire in November 2024.** **During the year ended December 31, 2023, the Company repurchased 23,041** **shares of our Series D Preferred Stock at an average price of approximately \$20.31** **\$16.06 per share, including a commission of \$0.035 per share, and no shares of our Series A Common Stock, for a total cost of \$313,578 for the Series A Common Stock and \$122,141 \$0.4 million for the Series D Preferred Stock. These** **There were no stock repurchases during the three months ended March 31, 2024.** **The repurchased shares will be treated as authorized and unissued in accordance with Maryland law and shown as a reduction of stockholders' equity at cost.** **During the nine months ended September 30, 2023, the Company did not repurchase any Series A Common Stock but did repurchase 15,047 shares of our Series D Preferred Stock at an average price of approximately \$16.67 per share, including a commission of \$0.035 per share, for a total cost of \$250,769.**

Cash Dividends on Common Stock. For the three and **nine** months ended **September 30, 2023** **March 31, 2024**, the Company has **not** declared and paid a cash dividends of approximately \$0.3 million and \$0.9 million, respectively. **dividend.** For the three and **nine** months ended **September 30, 2022** **March 31, 2023**, the Company declared and paid approximately \$0.2 million and \$2.9 million **\$0.3 million in a cash dividends, respectively.** **dividend.** The Company intends to continue to pay dividends to our common stockholders on a quarterly basis and on a monthly basis to holders of our Series D Preferred Stock going forward, but there can be no guarantee the Board of Directors will approve any future dividends. The Company is still considering how much it may pay during the next quarter, as there was no cash dividend paid during the first quarter of 2024. The following is a summary of distributions declared per share of our Series A Common Stock and for our Series D Preferred Stock for the **nine** **three** months ended **September 30, 2023** **March 31, 2024** and **2022** **2023**.

Series A Common Stock

Quarter Ended	2023	2022	2024	2023
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	Distributions Declared	Distributions Declared	Distributions Declared	Distributions Declared
March 31	\$ 0.022	\$ 0.105	\$ -	\$ 0.022
June 30	0.023	0.106		
September 30	0.023	0.020		
Total	\$ 0.068	\$ 0.231	\$ -	\$ 0.022

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Series D Preferred Stock

Month	2023		2022	
	Distributions Declared	Distributions Declared	Distributions Declared	Distributions Declared
January	\$ 0.19531		\$ 0.19531	
February	0.19531		0.19531	
March	0.19531		0.19531	
April	0.19531		0.19531	
May	0.19531		0.19531	
June	0.19531		0.19531	
July	0.19531		0.19531	
August	0.19531		0.19531	
September	0.19531		0.19531	
Total	\$ 1.75779		\$ 1.75779	

Warrant Dividend. In January 2022, we distributed the Series A Warrants to holders of our Series A Common Stock. The Series A Warrants and the shares of Series A Common Stock issuable upon the exercise of the Series A Warrants were registered on a registration statement that was filed with the SEC and was declared effective January 21, 2022. The Series A Warrants commenced trading on the Nasdaq Capital Market under the symbol "SQFTW" on January 24, 2022 and were distributed on that date to persons who held shares of common stock and existing outstanding warrants as of the January 14, 2022 record date, or who acquired shares of Series A Common Stock in the market following the record date, and who continued to hold such shares at the close of trading on January 21, 2022. The Series A Warrants give the holder the right to purchase one share of Series A Common Stock at \$7.00 per share, for a period of five years. Should warrant holders not exercise the Series A Warrants during that holding period, the Series A Warrants will automatically convert to 1/10 of a share of Series A Common Stock at expiration, rounded down to the nearest number of whole shares.

Month	2024		2023	
	Distributions Declared	Distributions Declared	Distributions Declared	Distributions Declared
January	\$ 0.19531		\$ 0.19531	
February	0.19531		0.19531	
March	0.19531		0.19531	
Total	\$ 0.58593		\$ 0.58593	

Partnership Interests. Through the Company, its subsidiaries, and its partnerships, we own 12 commercial properties in fee interest, two of which we own partial interests in through our holdings in various affiliates in which we serve as general partner, member and/or manager. Each of the limited partnerships is referred to as a "DownREIT." In each DownREIT, we have the right, through put and call options, to require our co-investors to exchange their interests for shares of our Common Stock at a stated price after a defined period (generally five years from the date they first invested in the entity's real property), the occurrence of a specified event or a combination thereof. The Company is a limited partner in five partnerships and sole stockholder in one corporation, which entities purchase and leaseback model homes from homebuilders.

Dividend Reinvestment Plan. The Company adopted a distribution reinvestment plan (the "DRIP") that allowed stockholders to have dividends and other distributions otherwise distributable to them invested in additional shares of the Company's Common Stock. The Company registered 3,000,000 shares of Common Stock pursuant to the DRIP. The purchase price per share used in the past was 95% of the price the Company sold its shares, or \$19.00 per share. No sales commission or dealer manager fees were paid on shares sold through the DRIP. The Company may amend, suspend or terminate the DRIP at any time. Any such amendment, suspension or termination is effective upon a designated dividend record date and notice of such amendment, suspension or termination is sent to all participants at least thirty (30) days prior to such record date. The DRIP became effective on January 23, 2012, was suspended on December 7, 2018 and adopted on October 6, 2020 in connection with our IPO, and updated to reflect a change in transfer agent and registrar. As of September 30, 2023, approximately \$17.4 million or approximately 917,074 shares of Common Stock have been issued under the DRIP. No shares were issued under the DRIP since it was suspended in 2018.

11. SHARE-BASED INCENTIVE PLAN

The Company maintains a restricted stock incentive plan for the purpose of attracting and retaining officers, employees, and non-employee board members. Share awards generally vest in equal annual installments over a three-to-ten-year period from date of issuance. Non-vested shares have voting rights and are eligible for any dividends paid to on shares of common shares stock. The Company recognized compensation cost for these fixed awards over the service vesting period, which represents the requisite service period, using the straight-line method. Prior to our IPO, the value of non-vested shares was calculated based on the offering price of the shares in the most recent private placement offering of \$20.00, adjusted for stock dividends since granted and assumed selling costs, which management believed approximated fair market value as of the date of grant. Upon our IPO, the value of non-vested shares granted is generally calculated based on the closing price of our common stock on the date of the grant.

During our Annual Stockholders meeting, held on May 26, 2022,

During the Company's 2017 Incentive Award Plan was amended to increase the available shares for issuance from 1.1 million to 2.5 million and at our Annual Stockholders meeting, held on June 1, 2023, the Company's 2017 Incentive Award Plan was amended to (i) increase the number of available shares available for issuance thereunder from 2.5 million to 3,500,000 from 2,500,000 shares of common stock and (ii) 3.5 million add an evergreen provision to, on April 11st and October 11st of each year, automatically increase the maximum number of shares of common stock available under the plan to 15% of the Company's outstanding shares of common stock, if on such date 3,500,000 (as adjusted for any reverse splits) is less than 15% of the Company's then-outstanding shares of common stock.

A summary of the activity for the Company's restricted stock was as follows:

Outstanding shares:	Common Shares
Balance at December 31, 2022 December 31, 2023	349,042 760,995
Granted	1,006,430 1,437,746
Forfeited	(11,401 -)
Vested	(51,833 164,078)
Balance at September 30, 2023 March 31, 2024	1,292,238 2,034,663

The non-vested restricted shares outstanding as of September 30, 2023 March 31, 2024, will vest over the next one to five four years.

Share-based compensation expense was approximately \$0.3 million \$0.5 million and \$0.3 million for the quarter ended September 30, 2023 March 31, 2024 and September 30, 2022 March 31, 2023, respectively. Share based compensation was \$0.8 million and \$0.9 million for the nine months ended September 30, 2023 and 2022, respectively. As of September 30, 2023 March 31, 2024, future unrecognized stock compensation related to unvested shares totaled approximately \$2.4 \$2.5 million.

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12. SEGMENTS

The Company's reportable segments consist of three types of real estate properties for which the Company's decision-makers internally evaluate operating performance and financial results: Office/Industrial Properties, Model Home Properties and Retail Properties. The Company also has certain corporate-level activities including accounting, finance, legal administration, and management information systems which are not considered separate operating segments. There is no material inter-segment activity.

The Company evaluates the performance of its segments based upon net operating income ("NOI"), which is a non-GAAP supplemental financial measure. The Company defines NOI for its segments as operating revenues (rental income, tenant reimbursements and other operating income) less property and related expenses (property operating expenses, real estate taxes, insurance, asset management fees, impairments and provision for bad debt) excluding interest expense. NOI excludes certain items that are not considered to be controllable in connection with the management of an asset such as non-property income and expenses, depreciation and amortization, real estate acquisition fees and expenses and corporate general and administrative expenses. The Company uses NOI to evaluate the operating performance of the Company's real estate investments and to make decisions regarding allocation of resources.about resource allocations.

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The following tables compare the Company's segment activity to its results of operations and financial position as of and for the three and nine months ended September 30, 2023 March 31, 2024, and September 30, 2022 March 31, 2023:

Three Months Ended September 30, 2023		Nine Months Ended September 30, 2023		Three Months Ended March 31, 2024	
2023	2022	2023	2022	2024	2023

Office/Industrial Properties:						
Rental, fees and other income	\$ 2,928,103	\$ 3,175,608	\$ 8,810,167	\$ 9,448,747	\$ 2,967,720	\$ 2,861,998
Property and related expenses	(1,303,654)	(1,278,805)	(3,966,587)	(3,809,729)	(1,382,393)	(1,460,690)
Net operating income, as defined	1,624,449	1,896,803	4,843,580	5,639,018	1,585,327	1,401,308
Model Home Properties:						
Rental, fees and other income	1,093,778	718,331	2,970,940	2,125,623	1,268,953	855,120
Property and related expenses	(44,201)	(23,479)	(121,998)	(76,687)	(136,778)	(30,996)
Net operating income, as defined	1,049,577	694,852	2,848,942	2,048,936	1,132,175	824,124
Retail Properties:						
Rental, fees and other income	457,292	498,038	1,396,160	1,722,723	553,388	458,867
Property and related expenses	(125,623)	(131,943)	(391,772)	(490,481)	(139,954)	(137,798)
Net operating income, as defined	331,669	366,095	1,004,388	1,232,242	413,434	321,069
Reconciliation to net income:						
Total net operating income, as defined, for reportable segments	3,005,695	2,957,750	8,696,910	8,920,196	3,130,936	2,546,501
General and administrative expenses	(1,635,610)	(1,509,139)	(5,413,413)	(4,306,835)	(2,084,450)	(1,964,620)
Depreciation and amortization	(1,351,705)	(1,318,164)	(4,054,109)	(3,973,582)	(1,351,018)	(1,333,574)
Interest expense	(1,375,199)	(1,382,120)	(3,579,381)	(3,485,693)	(1,515,206)	(867,767)
Loss on Conduit marketable securities	(17,682,154)	—	(17,682,154)	—	—	—
Loss on Conduit Pharmaceuticals marketable securities					(3,861,233)	—
Gain on deconsolidation of SPAC	40,321,483	—	40,321,483	—	—	—
Other income, net	254,486	590,586	1,394,687	757,318	4,646	742,117
Income tax expense	(134,620)	(294,996)	(632,147)	(819,520)	(79,565)	(148,453)
Gain on sale of real estate	757,285	1,307,258	2,294,574	4,057,527	2,018,095	417,337
Net income	\$ 22,159,661	\$ 351,175	\$ 21,346,450	\$ 1,149,411	—	—
Net loss					\$ (3,737,795)	\$ (608,459)

	September 30,	December 31,
	2023	2022
Assets by Reportable Segment:		
Office/Industrial Properties:		
Land, buildings and improvements, net (1)	\$ 76,477,337	\$ 76,400,983
Total assets (2)	\$ 77,334,728	\$ 79,057,998
Model Home Properties:		
Land, buildings and improvements, net (1)	\$ 45,991,453	\$ 37,933,824
Total assets (2)	\$ 45,181,672	\$ 35,274,545
Retail Properties:		
Land, buildings and improvements, net (1)	\$ 15,959,020	\$ 16,142,613
Total assets (2)	\$ 16,534,252	\$ 16,810,627
Reconciliation to Total Assets:		
Total assets for reportable segments	\$ 139,050,652	\$ 131,143,170
Other unallocated assets:		
Cash, cash equivalents and restricted cash	2,380,691	8,570,121
Other assets, net	36,502,046	151,638,363
Total Assets	\$ 177,933,389	\$ 291,351,654

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	March 31,	December 31,
	2024	2023
Assets by Reportable Segment:		
Office/Industrial Properties:		
Land, buildings and improvements, net (1)	\$ 77,519,538	\$ 77,472,724
Total assets (2)	\$ 77,409,048	\$ 78,140,372
Model Home Properties:		

Land, buildings and improvements, net (1)	\$ 41,813,015	\$ 50,790,147
Total assets (2)	\$ 43,872,416	\$ 51,456,292
Retail Properties:		
Land, buildings and improvements, net (1)	\$ 15,918,011	\$ 15,877,190
Total assets (2)	\$ 16,624,792	\$ 16,539,399
Reconciliation to Total Assets:		
Total assets for reportable segments	\$ 137,906,256	\$ 146,136,063
Other unallocated assets:		
Cash, cash equivalents and restricted cash	342,033	277,143
Other assets, net	25,230,044	29,549,432
Total Assets	\$ 163,478,333	\$ 175,962,638

(1) Includes lease intangibles and the land purchase option related to property acquisitions.

(2) Includes land, buildings and improvements, cash, cash equivalents, and restricted cash, current receivables, deferred rent receivables and deferred leasing costs and other related intangible assets, all shown on a net basis.

Capital Expenditures by Reportable Segment	For the Nine Months Ended September 30,	
	2023	2022
Office/Industrial Properties:		
Capital expenditures and tenant improvements	\$ 2,691,721	\$ 1,832,806
Model Home Properties:		
Acquisition of operating properties	13,715,923	8,087,250
Retail Properties:		
Capital expenditures and tenant improvements	126,065	106,906
Totals:		
Acquisition of operating properties, net	13,715,923	8,087,250
Capital expenditures and tenant improvements	2,817,786	1,939,712
Total real estate investments	\$ 16,533,709	\$ 10,026,962

Capital Expenditures by Reportable Segment	For the Three Months Ended March 31,	
	2024	2023
Office/Industrial Properties:		
Capital expenditures and tenant improvements, office	\$ 884,363	\$ 597,873
Model Home Properties:		
Acquisition of operating properties, model home	2,238,497	5,039,455
Retail Properties:		
Capital expenditures and tenant improvements, retail	148,084	—
Totals:		
Acquisition of operating properties, net	2,238,497	5,039,455
Capital expenditures and tenant improvements	1,032,447	597,873
Total real estate investments	\$ 3,270,944	\$ 5,637,328

13. INCOME TAX PROVISION

We have elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended, commencing with the taxable year ended December 31, 2000. As a REIT, U.S. federal income tax law generally requires us to distribute annually at least 90% of our REIT taxable income, without regard to the deduction for dividends paid and excluding net

capital gains, and that we pay tax at regular corporate rates to the extent that we annually distribute less than 100% of our net taxable income. We are also subject to U.S. federal, state and local income taxes on our domestic taxable REIT subsidiaries ("TRS") based on the tax jurisdictions in which they operate.

During the three months ended March 31, 2024 and 2023, we recorded a current income tax provision of \$79,565 and \$148,453 related to activities of our taxable REIT subsidiaries. There was a \$346,762 income tax asset related to the operating activities of our TRS entities as of March 31, 2024 and December 31, 2023, as of each date respectively.

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We have calculated the provision for income taxes during interim reporting periods by applying an estimate of the annual effective tax rate for the projected full fiscal year to the TRS pretax income or loss excluding unusual or infrequently occurring discrete items for the reporting period, and have accounted for the REIT's minimum state income taxes as a discrete item in the reporting period.

In December 2023, the FASB issued ASU 2023-09 "Improvements to Income Tax Disclosures" ("ASU 2023-09"). ASU 2023-09 intends to improve the transparency of income tax disclosures. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024 and is to be adopted on a prospective basis with the option to apply retrospectively. We are currently assessing the impact of this guidance, however, we do not expect a material impact to our consolidated financial statements.

14. RELATED PARTY

During the three months ended March 31, 2024 and 2023, the Company leased portions of its corporate headquarters to Puppy Toes, Inc., a company owned by the Chief Executive Officer and his wife, and to Centurion Counsel, Inc., which is owned by Puppy Toes, Inc. Rent billed to these entities from the Company totaled \$2,688 in both three month periods ended March 31, 2024 and 2023, and is included in the rent paid by Presidio Property Trust to Genesis Plaza.

Additionally, we receive full payroll reimbursement for employee services provided to Centurion Counsel and Puppy Toes, Inc. during the three months ended March 31, 2024 and 2023, which totaled approximately \$35,916 and \$40,304, respectively. These reimbursements were at cost and were not marked up or discounted. As of March 31, 2024 and December 31, 2023, we had reimbursement receivable balances of approximately \$21,667 and \$52,879, which were paid in full during May 2024 and January 2024, respectively.

15. SUBSEQUENT EVENTS

The Company evaluated subsequent events and transactions that occurred after the balance sheet date through the date the financial statements were issued. Based upon this review, except as disclosed below, the Company did not identify any subsequent events that would have required adjustment or disclosure in the financial statements other than disclosed below.

On September 30, 2023, April 22, 2024, our investments in Conduit's the Company entered into a lockup agreement with Conduit pursuant to which the Company agreed not to transfer or sell 2,700,000 of its 4,015,250 shares of Conduit common stock ("CDT") and for a period of one year. In consideration Conduit issued the Company a warrant to purchase 540,000 shares of common stock warrants ("CDTTW") presented on the consolidated balance sheets were measured at fair value using Level 1 market prices, which closed at \$5.97 an exercise price of \$3.12 per share, which warrant has a two year term and \$0.045 per warrant. As is exercisable one year after the date of November 10, 2023, CDT and CDTTW closed at \$1.24 per share and \$0.0202 per warrant, respectively.issue.

On May 9, 2024, the Company entered into a cooperation agreement with a stockholder group pursuant to which Elena Pilipchak has been appointed to our board of directors, effective immediately, as a Class III director with a term expiring at Presidio's 2026 Annual Meeting of Stockholders. In connection with this appointment, our board of directors has been increased from six to seven directors. Pursuant to the agreement, the stockholder group agreed to withdraw the director nominations it had previously submitted and will support our board's slate of directors at the 2024 Annual Meeting of Stockholders. The stockholder group has also agreed to certain customary standstill provisions and voting commitments.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our condensed consolidated financial statements and the notes thereto appearing in Item 1 of this report and the more detailed information contained in our 2024 Annual Report on Form 10-K for the year ended December 31, 2022 filed with the Securities and Exchange Commission ("SEC") on March 28, 2023. Report.

We may refer to the three months ended September 30, 2023 March 31, 2024, and September 30, 2022 March 31, 2023, as the "2023" "2024 Quarter" and the "2022" "2023 Quarter," respectively.

Forward-Looking Statements

This Form 10-Q contains forward-looking statements which involve risks and uncertainties. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. In some cases, you can identify forward looking statements by the use of forward-looking terminology such as "may," "will," "should," "expects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," or "potential" and/or the negative of these words and phrases or similar words or phrases which are predictions of or indicate future events or trends and also of which do not relate solely to historical matters. Such statements involve known and unknown risks, uncertainties, and other factors which may cause the actual results, performance, or achievements of the Company to be materially

different from future results, performance or achievements expressed or implied by such forward-looking statements. Moreover, investors are cautioned to interpret many of the risks identified in the risk factors discussed in this 10-Q and our 2024 Annual Report on Form 10-K 10-K/A for the year ended December 31, 2022 December 31, 2023, filed with the SEC on March 28, 2023 April 16, 2024, respectively. Additional factors which may cause the actual results, performance, or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements include, but are not limited to, the risks associated with the ownership of real estate in general and our real estate assets in particular; the economic health of the metro regions where we conduct business; the risk of failure to enter into/and or complete contemplated acquisitions and dispositions, within the price ranges anticipated and on the terms and timing anticipated; changes in the composition of our portfolio; fluctuations in interest rates; reductions in or actual or threatened changes to the timing of federal government spending; the risks related to use of third-party providers and joint venture partners; the ability to control our operating expenses; the economic health of our tenants; the supply of competing properties; shifts away from brick and mortar stores to e-commerce; the availability and terms of financing and capital and the general volatility of securities markets; compliance with applicable laws, including those concerning the environment and access by persons with disabilities; terrorist attacks or actions and/or risks relating to information technology and cybersecurity attacks, loss of confidential information and other related business disruptions; weather conditions, natural disasters and pandemics; ability to maintain key personnel; failure to qualify and maintain our qualification as a REIT and the risks of changes in laws affecting REITs; and other risks and uncertainties detailed from time to time in our filings with the SEC, including our 2022 2024 Annual Report on Form 10-K filed on March 28, 2023 Report. While forward-looking statements reflect our good faith beliefs, they are not guarantees of future performance. We undertake no obligation to update our forward-looking statements or risk factors to reflect new information, future events, or otherwise.

OVERVIEW

The Company operates as an internally managed, diversified REIT, with primary holdings in office, industrial, retail, and triple-net leased model home properties. In October 2017, we changed our name from "NetREIT, Inc." to "Presidio Property Trust, Inc." The Company acquires, owns, and manages a geographically diversified portfolio of real estate assets including office, industrial, retail and model home residential properties leased to homebuilders located in the United States. As of September 30, 2023 March 31, 2024, the Company owned or had an equity interest in:

- Eight office buildings and one industrial property ("Office/Industrial Properties"), which total approximately 758,356 758,175 rentable square feet;
- Three retail shopping centers ("Retail Properties"), which total approximately 65,242 rentable square feet; and
- 102 88 model home residential properties ("Model Homes" or "Model Home Properties"), totaling approximately 309,257 268,644 square feet, leased back on a triple-net basis to homebuilders that are owned by five affiliated limited partnerships and one wholly-owned corporation, all of which we control.

We own five commercial properties located in Colorado, four in North Dakota, one in Southern California, one in Texas and one in Maryland. Our model home properties are located in five states. While geographical clustering of real estate enables us to reduce our operating costs through economies of scale by servicing several properties with less staff, it makes us susceptible to changing market conditions in these discrete geographic areas. We do not develop properties but acquire properties that are stabilized or that we anticipate will be stabilized within two or three years of acquisition. We consider a property to be stabilized once it has achieved an 80% occupancy rate for a full year as of January 1 of such year or has been operating for three years.

Most of our office and retail properties are leased to a variety of tenants ranging from small businesses to large public companies, many of which are not investment grade. We have, in the past, entered into, and intend in the future to enter into, purchase agreements for real estate having net leases that require the tenant to pay all of the operating expenses or pay increases in operating expenses over specific base years. Most of our office leases are for terms of three to five years with annual rental increases. Our model homes are typically leased back for two to three years to the home builder on a triple-net lease. Under a triple-net lease, the tenant is required to pay all operating, maintenance and insurance costs and real estate taxes with respect to the leased property.

We seek to diversify our portfolio by commercial real estate segments, including office, industrial, retail and model home properties to reduce the adverse effect of a single under-performing segment and/or tenant. We further mitigate risk at the tenant level through our credit review process, which varies by tenant class. For example, our commercial and industrial tenants tend to be corporations or individually owned businesses. In these cases, we typically obtain financial records, including financial statements and tax returns (depending on the circumstance), and run credit reports for any prospective tenant to support our decision to enter into a rental arrangement. We also typically obtain security deposits from these commercial tenants. Our Model Home commercial tenants are well-known homebuilders with established credit histories. These tenants are subjected to financial review and analysis prior to us entering into a sales-leaseback transaction.

In September 2023, the Board of Directors established a Special Committee of the Board (the "Special Committee") to explore potential strategic alternatives focusing on maximizing stockholder value. The Special Committee is comprised solely of independent directors and is charged with exploring potential strategic alternatives, including, without limitation, a business combination involving the Company, a sale of all or part of the Company's assets, joint venture arrangements and/or restructurings, and determining whether a strategic transaction is in the best interests of the Company. There can be no assurance that the strategic alternatives exploration process will result in any transaction being pursued or consummated. There is no formal timetable for the Special Committee's completion of its exploration of potential strategic alternatives, and the Company does not intend

to disclose any developments with respect to the Special Committee's activities unless and until the Company determines that further disclosure is appropriate or required by law or regulation. Additionally, management is working to increase the number of model home properties in the portfolio with new acquisitions, joint ventures, and other options to raise equity, as commercial properties continue to have elevated real estate prices and compressing capitalization rates have made it challenging to acquire properties that fit our portfolio needs. Management will continue to evaluate potential acquisitions or possible sales in an effort to maximize our real estate portfolio.

For additional information regarding our Common Stock activity, see Footnote 10. Stockholders' Equity in Item 1. Financial Statements.

For details regarding our sponsorship of a special purpose acquisition company, Murphy Canyon Acquisition Corp. ("Murphy Canyon" or the "SPAC"), see Note 9, Commitments and Contingencies, in the Notes to the Condensed Consolidated Financial Statements in "Part I, Item 1. Condensed Consolidated Financial Statements (Unaudited)" of this Quarterly Report.

SIGNIFICANT TRANSACTIONS IN 2023 2024 AND 2022 2023

Acquisitions during the nine three months ended September 30, 2023 March 31, 2024

- The Company acquired 25 five model homes for approximately \$13.7 million \$2.2 million. The purchase price was paid through cash payments of approximately \$4.2 million \$0.6 million and mortgage notes of approximately \$9.5 million \$1.6 million.

Acquisitions during the nine three months ended September 30, 2022 March 31, 2023

- The Company acquired 15 nine model homes for approximately \$8.1 million \$5.0 million. These acquisitions were paid for with approximately \$2.5 million \$1.5 million in cash payments and approximately \$5.6 million \$3.5 million in mortgage loans. There were no other commercial properties acquired during this period.

Dispositions during the nine three months ended September 30, 2023 March 31, 2024

- The Company sold 15 27 model homes for approximately \$7.8 million \$12.6 million and recognized a gain of approximately \$2.3 million \$2.0 million.

Dispositions during the nine three months ended September 30, 2022 March 31, 2023

- The Company sold World Plaza, on March 11, 2022, for approximately \$10.0 million and recognized a loss of approximately \$0.3 million.
- The Company sold 25 three model homes for approximately \$13.5 million \$1.6 million and recognized a gain of approximately \$4.3 million \$0.4 million.

CRITICAL ACCOUNTING POLICIES

There have been no material changes to our critical accounting policies as previously disclosed in our 2024 Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on March 28, 2023. Report.

MANAGEMENT EVALUATION OF RESULTS OF OPERATIONS

Management's evaluation of operating results includes an assessment of our ability to generate the cash flow necessary to pay operating expenses, general and administrative expenses, debt service and to fund distributions to our stockholders. As a result, management's assessment of operating results gives less emphasis to the effects of unrealized gains and losses and other non-cash charges, such as depreciation and amortization and impairment charges, which may cause fluctuations in net income for comparable periods but have no impact on cash flows. Management's evaluation of our potential for generating cash flow includes assessments of our recently acquired properties, our non-stabilized properties, long-term sustainability of our real estate portfolio, our future operating cash flow from anticipated acquisitions, and the proceeds from the sales of our real estate assets.

In addition, management evaluates the results of the operations of our portfolio and individual properties with a primary focus on increasing and enhancing the value, quality and quantity of properties in our real estate holdings. Management focuses its efforts on improving underperforming assets through re-leasing efforts, including negotiation of lease renewals and rental rates. Properties are regularly evaluated for potential added value appreciation and cashflow and, if lacking such potential, are sold with the equity reinvested in new acquisitions or otherwise allocated in a manner we believe is accretive to our stockholders. Our ability to increase assets under management is affected by our ability to raise borrowings and/or capital, coupled with our ability to identify appropriate investments.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2023 MARCH 31, 2024 AND 2022 2023

Revenues. Total revenues were approximately \$4.5 million \$4.8 million for the three months ended September 30, 2023 March 31, 2024, compared to approximately \$4.4 million \$4.1 million for the same period in 2022, 2023. As of September 30, 2023 March 31, 2024, we had approximately \$138.4 million \$135.3 million in net real estate assets including 10288 model homes, compared to approximately \$126.8 million \$133.9 million in net real estate assets including 8298 model homes at September 30, 2022 March 31, 2023. The average number of model homes held during the three months ended March 31, 2024 and 2023 was 99 and 95, respectively. The change in revenue is directly related to the increase in average real estate assets held during the period, new commercial real estate leases, and model home transaction fees earned by the Company during the current period. Below is additional revenue and asset information for real estate segments as of March 31, 2024.

Segment	% of Gross Revenue	
	For the Three Months Ended March 31,	
	2024	2023
Office/Industrial	62.0 %	68.5 %
Model Home	11.5 %	11.0 %
Retail	26.5 %	20.5 %
Segment	% of Total Real Estate Assets as of	
	March 31,	December 31,
	2024	2023
Office/Industrial	56.1 %	53.5 %
Model Home	12.1 %	11.3 %
Retail	31.8 %	35.2 %

Rental Operating Costs. Rental operating costs were relatively flat at \$1.5 million \$1.6 million for the three months ended September 30, 2023 March 31, 2024, compared to approximately \$1.4 million \$1.6 million for the same period in 2022, 2023. Rental operating costs as a percentage of total revenue was 32.6% and 38.2% for the three months ended March 31, 2024 and 2023, respectively. As of March 31, 2024 our model home assets made up 31.8% of our total real estate assets, which is up from 29.6% as of March 31, 2023. Additionally, for the three months ended March 31, 2024, our gross revenue from model home assets represented approximately 26.5% of our total revenue, compared to 20.5% for the three months ended March 31, 2023. This percentage is expected to decrease in 2024 as a large number of model homes were sold during the three months ended March 31, 2024. There were no acquisitions or sales of retail, office or industrial properties during the three months ended March 31, 2024; however, management may explore selling some of our commercial real estate assets over the next 12 months, which could reduce future rental income.

General and Administrative Expenses. General & Administrative ("G&A") expenses for the three months ended September 30, 2023 March 31, 2024 and 2022, 2023 totaled approximately \$1.6 million \$2.1 million and \$1.5 million \$2.0 million, respectively. G&A expenses as a percentage of total revenue was 36.5% 43.5% and 34.4% 47.7% for the three months ended September 30, March 31, 2024 and 2023, respectively. G&A expenses decreased by approximately \$0.5 million related to SPAC G&A expenses consolidated during the three months ended March 31, 2023, which were not repeated during the same period in 2024. This decrease was offset by a \$0.3 million increase in stock compensation, a \$0.1 million increase in consulting fee, and 2022, respectively, a \$0.1 million increase in audit and tax related costs. In the near future, we also expect to see an increase in legal and consulting fees related to Zuma Capital Management, LLC's submission of materials to the Company purporting to provide notice of its intent to nominate five individuals for election to our Board of Directors at the Company's 2024 annual meeting of stockholders and related matters.

Depreciation and Amortization. Depreciation and amortization expense was approximately \$1.4 million for the three months ended September 30, 2023 March 31, 2024, compared to approximately \$1.3 million for the same period in 2022, 2023.

Asset Impairments. We review the carrying value of each of our real estate properties regularly to determine if circumstances indicate an impairment in the carrying value of these investments exists. During the three months ended March 31, 2024, we recognized a non-cash impairment charge of approximately \$0.1 million related to four model homes, three of which already had an impairment as of December 31, 2023. The new impairment charges for the four model homes reflects the estimated sales prices for these specific model homes in April and May 2024 as a result of an abnormally short hold period, less than two years, on model homes purchased in 2022. The builder changed their product style in the neighborhoods where these model homes are located, in Texas, after we had purchased the homes. We do not believe these losses are indicative of our overall model home portfolio. As noted above in Significant Transactions, during the three months ended March 31, 2024, we sold 27 model homes for approximately \$12.6 million and the Company recognized a net gain of approximately \$2.0 million. We expect to record a net gain on model home sales in the second quarter of 2024 as well. The Company did not recognize a non-cash impairment to our real estate assets during the three months ended March 31, 2023.

Interest Expense - mortgage notes. Interest expense, including amortization of deferred finance charges was approximately \$1.4 \$1.5 million for the three months ended September 30, 2023 March 31, 2024, compared to approximately \$1.4 \$0.9 million for the same period in 2022, 2023. The weighted average interest rate on our outstanding debt was 5.06% 5.23% and 4.40% 4.66% as of September 30, March 31, 2024 and 2023, respectively. Mortgage notes payable totaled approximately \$103.0 million and 2022 \$99.5 million as of March 31, 2024 and 2023, respectively.

Gain on Sale of Real Estate Assets, net. The change in gain or loss on the sale of real estate assets is dependent on the mix of properties sold and the market conditions at the time of the sale. See "Significant Transactions in 2023 2024 and 2022 2023" above for further detail.

Income allocated to non-controlling interests. Income allocated to non-controlling interests for the three months ended September 30, 2023 March 31, 2024 and 2022 2023 totaled approximately \$0.7 1.5 million and \$1.1 0.4 million, respectively.

Gain Loss on Deconsolidation Conduit remeasurement. Net other income during Our investments in Conduit's common stock and common stock warrants presented on the consolidated balance sheets were measured at fair value using Level 1 market prices, taking into account the adoption of ASU 2022-03 Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions, and totaled approximately \$14.5 million and \$18.3 million as of March 31, 2024 and December 31, 2023, respectively, with a cost basis of approximately \$7.5 million. For the three months ended September 30, 2023 March 31, 2024, included the fair value remeasure resulted in a gain loss on deconsolidation of the SPAC Conduit marketable securities totaling approximately \$40.3 million related to the deconsolidation \$3.9 million. As of Murphy Canyon (see Note 9, Commitments and Contingencies, March 31, 2024, our investments in the Notes to the Condensed Consolidated Financial Statements in "Part I, Item 1. Condensed Consolidated Financial Statements (Unaudited)" of this Quarterly Report.). Of the total gain recognized on deconsolidation, approximately \$34.1 million relates to the remeasurement of our retained investment in Murphy Canyon via the Sponsor shares which converted into shares of Conduit's common stock ("CDT") and common stock warrants ("CDTTW") presented on September 22, 2023, and approximately \$6.2 million relates to the deconsolidation of Murphy Canyon's assets and liabilities as of September 22, 2023. The consolidated balance sheets were measured at fair value of our retained investment using Level 1 market prices, which closed at the deconsolidation date was measured based upon the observable trading prices of Conduit's common stock \$3.59 per share and warrants. Following the business combination, we account for our approximately 6.5% ownership of Conduit's common stock under the cost method, adjusted for fair market value. As of November 10, 2023, the closing price for the Conduit stock was \$1.24 \$0.06 per share.

RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

Revenues. Total revenues were approximately \$13.1 million for the nine months ended September 30, 2023, compared to approximately \$13.3 million for the same period in 2022. As of September 30, 2023, we had approximately \$138.4 million in net real estate assets including 102 model homes, compared to approximately \$126.8 million in net real estate assets including 82 model homes at September 30, 2022. The decrease in revenue is directly related to the non-renewal of Halliburton Energy Services lease located in Shea Center II, which ended on December 31, 2022, and the sale of our World Plaza property in March 2022. This decrease was slightly offset by the increase in real estate assets and model homes.

Rental Operating Costs. Rental operating costs increased slightly to \$4.5 million for the nine months ended September 30, 2023, compared to approximately \$4.4 million for the same period in 2022.

General and Administrative Expenses. G&A expenses for the nine months ended September 30, 2023 and 2022, totaled approximately \$5.4 million and \$4.3 million, respectively. G&A expenses as a percentage of total revenue was 41.2% and 32.4% for the nine months ended September 30, 2023 and 2022, respectively. The increase in G&A expenses in the nine months ended September 30, 2023 is largely due to the G&A attributed to the SPAC prior to deconsolidation, which was approximately \$1.4 million and \$0.8 million in the nine months ended September 30, 2023, and September 30, 2022, respectively.

Depreciation and Amortization. Depreciation and amortization expense was approximately \$4.1 million for the nine months ended September 30, 2023, compared to approximately \$4.0 million for the same period in 2022.

Interest Expense - mortgage notes. Interest expense, including amortization of deferred finance charges, was approximately \$3.6 million for the nine months ended September 30, 2023, compared to approximately \$3.5 million for the same period in 2022. The weighted average interest rate on our outstanding debt was 5.06% and 4.40% as of September 30, 2023 and 2022, respectively.

Gain on Sale of Real Estate Assets, net. The change in gain or loss on the sale of real estate assets is dependent on the mix of properties sold and the market conditions at the time of the sale. See "Significant Transactions in 2023 and 2022" above for further detail.

Income allocated to non-controlling interests. Income allocated to non-controlling interests for the nine months ended September 30, 2023 and 2022 totaled approximately \$2.2 million and \$3.0 million, respectively.

Gain on Deconsolidation. Net other income during the nine months ended September 30, 2023, included a gain on deconsolidation of the SPAC totaling approximately \$40.3 million related to the deconsolidation of Murphy Canyon (see Note 9, Commitments and Contingencies, in the Notes to the Condensed Consolidated Financial Statements in "Part I, Item 1. Condensed Consolidated Financial Statements (Unaudited)" of this Quarterly Report.). Of the total gain recognized on deconsolidation, approximately \$34.1 million relates to the remeasurement of our retained investment in Murphy Canyon via the Sponsor shares which converted into shares of Conduit's common stock on September 22, 2023, and approximately \$6.2 million relates to the deconsolidation of Murphy Canyon's assets and liabilities as of September 22, 2023. The fair value of our retained investment at the deconsolidation date was measured based upon the observable trading prices of Conduit's common stock and warrants. Following the business combination, we account for our approximately 6.5% ownership of Conduit's common stock under the cost method, adjusted for fair market value. As of November 10, 2023, the closing price for the Conduit stock was \$1.24 per share.

Geographic Diversification Tables

The following tables show a list of commercial properties owned by the Company grouped by state and geographic region as of September 30, 2023 March 31, 2024.

State	No. of Properties	Aggregate Square Feet	Approximate % of Square Feet	Current Base Annual Rent	Approximate % of Aggregate Annual Rent	No. of Properties	Aggregate Square Feet	Approximate % of Square Feet	Current Base Annual Rent	Approximate % of Aggregate Annual Rent
California	1	57,807	7.0 %	\$ 1,464,163	13.7 %	1	57,807	7.0 %	\$ 1,499,645	13.3 %
Colorado	5	324,245	39.4 %	4,986,368	46.7 %	5	324,245	39.4 %	5,208,654	46.1 %
Maryland	1	31,752	3.9 %	710,248	6.6 %	1	31,752	3.9 %	724,453	6.4 %
North Dakota	4	399,294	48.4 %	3,187,631	29.9 %	4	399,113	48.4 %	3,513,090	31.2 %
Texas	1	10,500	1.3 %	335,973	3.1 %	1	10,500	1.3 %	342,692	3.0 %
Total	12	823,598	100.0 %	\$ 10,684,383	100.0 %	12	823,417	100.0 %	\$ 11,288,534	100.0 %

The following tables show a list of our Model Home properties by geographic region as of September 30, 2023 March 31, 2024:

Geographic Region	No. of Properties	Aggregate Square Feet	Approximate % of Square Feet	Current Base Annual Rent	Approximate of Aggregate % Annual Rent			
					Properties	Feet	Rent	Rent
Midwest	4	12,307	4.0 %	\$ 182,748				4.9 %
Southeast	4	9,875	3.2 %	172,428				4.6 %
Southwest	94	287,075	92.8 %	3,401,016				90.5 %
Total	102	309,257	100.0 %	\$ 3,756,192				100.0 %

Geographic Region	No. of Properties	Aggregate Square Feet	Approximate % of Square Feet	Current Base Annual Rent	Approximate of Aggregate % Annual Rent			
					Properties	Feet	Rent	Rent
Midwest	2	6,154	2.3 %	\$ 101,904				2.8 %
Southeast	4	9,875	3.7 %	172,428				4.8 %
Southwest	82	252,615	94.0 %	3,327,756				92.4 %
Total	88	268,644	100.0 %	\$ 3,602,088				100.0 %

LIQUIDITY AND CAPITAL RESOURCES

Overview

Our anticipated future sources of liquidity may include existing cash and cash equivalents, cash flows from operations, refinancing of existing mortgages, future real estate sales, joint ventures, new borrowings from our model home lines of credit, the sale of our investment in Conduit Pharma, and the sale of our equity or issuance of debt securities. Additionally, management is working to increase the number of model home properties in the portfolio with new acquisitions through joint ventures and partnerships, and other options to raise equity, securities or bonds. Our cash and restricted cash at September 30, 2023 March 31, 2024 was approximately \$7.8 million. \$7.2 million. Our future capital needs include paying down existing borrowings, maintaining our existing properties, funding tenant improvements, paying lease commissions (to the extent they are not covered by lender-held reserve deposits), and the payment of dividends to our stockholders. We also are actively seeking model home investments that are likely to produce income and achieve long-term gains in order to pay dividends to our stockholders, and may seek a revolving line of credit to provide short-term liquidity. stockholders. To ensure that we can effectively execute these objectives, we routinely review our liquidity requirements and continually evaluate all potential sources of liquidity.

Our short-term liquidity needs include paying our current operating costs, satisfying the debt service requirements of our existing mortgages, completing tenant improvements, paying leasing commissions, and funding dividends to stockholders. Future principal payments due on our mortgage notes payables during 2023 2024 total approximately \$3.4 million \$17.0 million, of which approximately \$3.1 million \$7.0 million is related to model home properties. During the next 12 months our four commercial property loans, Dakota Center, Research Parkway, Arapahoe Service Center and Union Town Center, have mortgage loans with maturity dates, totaling approximately \$25.9 million. Management has begun discussions with various lenders to either restructure, extend or refinance these loans. Additionally, management may consider selling these properties if we are unsuccessful in extending the maturity dates or are unable to raise additional funds to pay these non-recourse loans in full. Only the loan on Research Parkway, for \$1.6 million has recourse to the Company. Management expects certain model home and commercial properties homes will be sold, and that the underlying mortgage notes will be paid off with sales proceeds, while other mortgage notes will be refinanced as the Company has done in the past. Additional principal payments will be made with cash flows from ongoing operations. On December 31, 2022, the lease for our largest tenant at that time, Halliburton, Energy Services, Inc., expired. Halliburton Energy Services, Inc. was located in our Shea Center II property in Colorado and comprised approximately 8.4% of our 2022 annual base rent, did not renew the lease. We placed approximately \$1.1 million in a reserve account with our lender to cover future mortgage payments, if necessary. necessary, in connection with Halliburton's vacant space, none of which has been used as of December

31, 2023. This reserve amount is included in "Cash, cash equivalents and restricted cash" on the balance sheet. Our management team is working to fill the 45,535 square foot space as quickly as possible and has leased approximately 20% of the space to a tenant during 2023 and has reviewed various third party proposals for the remaining 80%. As of September 30, 2023, March 31, 2024, management is pursuing a third party tenant who fits into our long-term plans, however, there is no guarantee we will be successful in signing this new tenant.

On September 17, 2021, the Board of Directors authorized a stock repurchase program of up to \$10 million of outstanding shares of our Series A Common Stock, which expired in September 2022. On September 15, 2022, the Board of Directors authorized a one-year stock repurchase program of up to \$6.0 million of outstanding shares of our Series A Common Stock and up to \$4.0 million of our Series D Preferred Stock. During the year ended December 31, 2022, the Company repurchased 196,631 shares of our Series A Common Stock at an average price of approximately \$1.59 per share, including a commission of \$0.035 per share, and 6,013 shares of our Series D Preferred Stock at an average price of approximately \$20.31 per share, including a commission of \$0.035 per share, for a total cost of \$313,578 for the Series A Common Stock and \$122,141 for the Series D Preferred Stock. These shares were treated as authorized and unissued in accordance with Maryland law and shown as a reduction of stockholders' equity at cost. During the nine months ended September 30, 2023, the Company did not repurchase any Series A Common Stock but did repurchase 15,047 shares of our Series D Preferred Stock at an average price of approximately \$16.67 per share, including a commission of \$0.035 per share, for a total cost of \$250,769.

While we will continue to pursue value-creating investments, the Board of Directors believes there is significant embedded value in our assets that is yet to be realized by the market. Therefore, returning capital to stockholders through a repurchase program is an attractive use of capital currently. See *On September 15, 2022, the Board of Directors authorized a stock repurchase program of up to \$6.0 million of outstanding shares of our Series A Common Stock Repurchases* under Item 2. Unregistered Sales and up to \$4.0 million of Equity Securities our Series D Preferred Stock, which expired in September 2023. In November 2023, the Board of Directors authorized a stock repurchase program of up to \$6.0 million of outstanding shares of our Series A Common Stock and Use up to \$4.0 million of Proceeds our Series D Preferred Stock which shall expire in November 2024. During the year ended December 31, 2023, the Company repurchased 23,041 shares of our Series D Preferred Stock at an average price of approximately \$16.06 per share, including a commission of \$0.035 per share, and no shares of our Series A Common Stock, for additional details, a total cost of \$0.4 million for the Series D Preferred Stock. There were no stock repurchases during the three months ended March 31, 2024 Any repurchased shares will be treated as authorized and unissued in accordance with Maryland law and shown as a reduction of stockholders' equity at cost.

There can be no assurance that the Company will refinance loans, take out additional financing or capital will be available to the Company on acceptable terms, if at all. If events or circumstances occur such that the Company does not obtain additional funding, it will most likely be required to reduce its plans, or reduce certain discretionary spending or even sell properties, which could have a material adverse effect on the Company's ability to achieve its intended business objectives. We believe that cash on hand, cash flow from our existing portfolio, distributions from joint ventures in Model Home Partnerships and property sales during 2023 2024 will be sufficient to fund our operating costs, planned capital expenditures and required dividends for at least the next twelve months. If our cash flow from operating activities is not sufficient to fund our short-term liquidity needs, we plan to fund a portion of these needs from additional borrowings of secured or unsecured indebtedness, from real estate sales, issuance of debt instruments, additional investors, or we may reduce or suspend the rate of dividends to our stockholders.

Our long-term liquidity needs include proceeds necessary to grow and maintain our portfolio of investments. We believe that the potential financing capital available to us in the future is sufficient to fund our long-term liquidity needs. We are continually reviewing our existing portfolio to determine which properties have met our short- and long-term goals and reinvesting the proceeds in properties with better potential to increase performance. We expect to obtain additional cash in connection with refinancing of maturing mortgages and assumption of existing debt collateralized by some or all of our real property in the future to meet our long-term liquidity needs. If we are unable to arrange a line of credit, borrow on properties, privately place securities or sell securities to the public we may not be able to acquire additional properties to meet our long-term objectives.

For the three months ended March 31, 2024, the Company has not declared a cash dividend. For the three months ended March 31, 2023, the Company declared and paid approximately \$0.3 million in a cash dividend. The Company intends to continue to pay dividends to our common stockholders on a quarterly basis and on a monthly basis to holders of our Series D Preferred Stock going forward, but there can be no guarantee the Board of Directors will approve any future dividends. The Company is still considering how much it may pay during the next quarter, as there was no cash dividend paid during the first quarter of 2024. The following is a summary of distributions declared per share of our Series A Common Stock and for our Series D Preferred Stock for the nine three months ended September 30, 2023 March 31, 2024 and 2022. The Company intends to continue to pay dividends to our common stockholders on a quarterly basis, and on a monthly basis for the Series D Preferred stockholders going forward, but there can be no guarantee the Board of Directors will approve any future dividends. 2023.

Series A Common Stock:

Quarter Ended

March 31

June 30

September 30

Total

	2023		2022		2024		2023	
	Distributions Declared							
March 31	\$ 0.022		\$ 0.105		\$ -		\$ 0.022	
June 30	0.023		0.106					
September 30	0.023		0.020					
Total	\$ 0.068		\$ 0.231		\$ -		\$ 0.022	

Series D Preferred Stock:

Month	2023		2022	
	Distributions		Distributions	
	Declared	Declared	Declared	Declared
January	\$ 0.19531		\$ 0.19531	
February	0.19531		0.19531	
March	0.19531		0.19531	
April	0.19531		0.19531	
May	0.19531		0.19531	
June	0.19531		0.19531	
July	0.19531		0.19531	
August	0.19531		0.19531	
September	0.19531		0.19531	
Total	\$ 1.75779		\$ 1.75779	

Month	2024		2023	
	Distributions		Distributions	
	Declared	Declared	Declared	Declared
January	\$ 0.19531		\$ 0.19531	
February	0.19531		0.19531	
March	0.19531		0.19531	
Total	\$ 0.58593		\$ 0.58593	

Our long-term liquidity needs include the proceeds necessary to grow and maintain our portfolio of investments. We believe that the potential financing capital available to us in the future is sufficient to fund our long-term liquidity needs. We are continually reviewing our existing portfolio to determine which properties have met our short- and long-term goals and reinvesting the proceeds in properties with better potential to increase performance. We expect to obtain additional cash in connection with refinancing of maturing mortgages and assumption of existing debt collateralized by some or all of our real property in the future to meet our long-term liquidity needs. If we are unable to arrange a line of credit, borrow on properties, issue debt instruments, privately place securities or sell securities to the public, we may not be able to acquire additional properties to meet our long-term objectives.

Cash Equivalents and Restricted Cash

At **September 30, 2023** **March 31, 2024**, and December 31, **2022** **2023**, we had approximately **\$7.8 million** **\$7.2 million** and **\$16.5** **6.5** million in cash equivalents, respectively, including **\$3.7 million** **\$3.1 million** and **\$4.4** **3.7** million of restricted cash, respectively. Our cash equivalents and restricted cash consist of invested cash, cash in our operating accounts, short-term bonds and cash held in bank accounts at third-party institutions. During **2023** **2024** and **2022** **2023**, we did not experience any loss or lack of access to our cash or cash equivalents. Approximately \$3.7 million of our cash balance is intended for capital expenditures on existing properties, net of any construction financing (some of which is held in deposits reserve accounts by our lenders) during the rest of the year. We intend to use the remainder of our existing cash and cash equivalents for asset/property acquisitions, reduction of principal debt, general corporate purposes, common stock repurchases (if market conditions are met), or dividends to our stockholders.

Secured Debt

As of **September 30, 2023** **March 31, 2024**, all our commercial properties, except 300 N.P. which has no debt, had fixed-rate mortgage notes payable in the aggregate principal amount of **\$72.3 million** **\$74.1 million**, collateralized by a total of 11 commercial properties with loan terms at issuance ranging from **5** **7** to **22** **10** years. The weighted-average interest rate on these mortgage notes payable as of **September 30, 2023** **March 31, 2024**, was approximately **4.84%** **4.89%**, and our debt to estimated market value for our commercial properties was approximately **64.7%** **61.0%**. During the next 12 months four of our commercial property loans, totaling approximately **\$25.9 million**, will mature, with an estimated combined loan to value of approximately **58%** as of March 31, 2024.

On May 5, 2023, the Company, through its subsidiary, refinanced the mortgage loan on our Grand Pacific Center property and entered into a construction loan related to the tenant improvement associated with the KLJ Engineering LLC lease to occupy 33,296 square feet of the building. The refinanced loan is for approximately \$3.8 million, a term of 10 years, with an interest rate of 6.35%, for the first 60 months. The interest rate is subject to reset in year five. The construction loan is for approximately \$2.7 million, a term of 10 years, and will begin amortizing in year three, with an interest rate of 6.35%, for the first 60 months. The interest rate is subject to reset in year five. The 10 year lease with KLJ

Engineering LLC will commence when the tenant improvements have been substantially completed, which is estimated to be during the first quarter of 2024, and will start with a base rent of approximately \$0.5 million per year.

As of **September 30, 2023** **March 31, 2024**, the Company had fixed-rate mortgage notes payable related to model homes in the aggregate principal amount of **\$30.9 million** **\$28.9 million**, excluding loans eliminated through consolidation, collateralized by a total of **99** **87** Model Homes. These loans generally have a term at issuance of three to five years. As of **September 30, 2023** **March 31, 2024**, the average loan balance per home outstanding and the weighted-average interest rate on these mortgage loans are approximately **\$312,614** **\$331,832** and **5.57%** **6.12%**, respectively. Our debt to estimated market value on all our model home properties is approximately **56.2%** **61.5%**, excluding any loans eliminated through consolidation. The remaining mortgage related to the Dakota Center building holds a principal balance of approximately \$9.3 million as of **September 30, 2023**, and matures on July 6, 2024. The Company is currently assessing options for payment of the Dakota Center mortgage by refinancing, paying in cash, selling the property, or by using another source of capital. We have been able to refinance maturing mortgages to extend maturity dates and we have not experienced any notable difficulties financing our acquisitions. The Company anticipates that any new mortgages used to acquire commercial properties or model homes in the near future will be at rates higher than our currently weighted average interest rate.

The Company, through its subsidiary, As of **March 31, 2024**, we had loaned issued two promissory notes to our majority owned subsidiaries, Dubose Model Home Investors 202 LP and Dubose Model Home Investors 204 LP, for the **SPAC** \$1.0 million refinancing of two model home properties in Texas and Wisconsin, for approximately \$0.5 million with interest rates ranging from 3.0% to fund its trust account 5.55% per annum and for operating expenses. The loan was non-interest bearing, unsecured maturity dates between August 2024 and was repaid in full upon the consummation of the **SPAC**'s business combination on September 22, 2023. This November 2025. These notes payable and notes receivable, including interest expense and interest income related to the **SPAC**, were these promissory notes, are eliminated through consolidation on our financial statements. For more information regarding this loan, see Footnote 9 in Item 1, Financial Statements.

Cash Flow for the **nine **three** months ended **September 30, 2023** **March 31, 2024**, and **September 30, 2022** **March 31, 2023****

Operating Activities: Net cash provided by used in operating activities for the **nine** **three** months ended **September 30, 2023** **March 31, 2024**, totaled approximately **\$0.5** **1.1** million, as compared to cash provided by used in operating activities of **\$1.9** **1.6** million for the **nine** **three** months ended **September 30, 2022** **March 31, 2023**. The change in net cash used in operating activities is mainly due to changes in net income, which fluctuates based on timing of receipt and payment, as well as an increase in non-cash addbacks such as straight-line rent.

Investing Activities: Net cash provided by investing activities for the **nine** **three** months ended **September 30, 2023** **March 31, 2024**, was approximately **\$128.2** **9.4** million compared to approximately **\$123.8** **109.6** million used in investing activities during the same period in **2022** **2023**. The change from each period was primarily related to the gross cash invested into withdrawal of approximately \$113.8 million during the three months ended March 31, 2023 for **SPAC** redemptions. There were no similar transactions during the three months ended March 31, 2024.

Withdrawals from the trust account totaling approximately \$134.9 million for Murphy Canyon during the **nine** **three** months ended **2022** and **March 31, 2023**, with the proceeds from the sale of investments from Murphy Canyon's Trust account to cover redemptions of approximately \$137.2 million of Murphy Canyon common stock, or 99.6% of the shares subject to possible redemption, during the **nine** **three** months ended **September 30, 2023** **March 31, 2023**. There were no similar transactions during 2024. During the **nine** **three** months ended **September 30, 2023** **March 31, 2024**, this was partially offset by real estate acquisition and additions to buildings and tenant improvements totaled approximately \$3.3 million. For the three months ended March 31, 2023, the cash used in real estate acquisition totaling approximately \$13.7 million. For the nine months ended September 30, 2022, the cash used investing activities was partially offset by approximately **\$20.6** **million** **\$12.6** million of cash from real estate sales.

We currently project that we could spend up to \$4.1 million, net of any construction financing \$1.0 million (some of which is held in deposits reserve accounts by our lenders) on capital improvements, tenant improvements and leasing costs for properties within our portfolio during the rest of the year. Capital expenditures may fluctuate in any given period subject to the nature, extent, and timing of improvements required to the properties. We may spend more on capital expenditures in the future due to rising construction costs. Tenant improvements and leasing costs may also fluctuate in any given year depending upon factors such as the property, the term of the lease, the type of lease, the involvement of external leasing agents and overall market conditions.

Financing Activities: Net cash used in financing activities during the **nine** **three** months ended **September 30, 2023** **March 31, 2024**, was **\$137.4** **7.6** million compared to **\$125.8** **112.5** million provided by financing activities for the same period in **2022** **2023** and was primarily due to the following activities for the **nine** **three** months ended **September 30, 2023** **March 31, 2024**:

- Cash paid of approximately \$137.2 million for redemptions for Murphy Canyon common stock during the nine months ended September 30, 2023.
- Repayment of mortgage notes payable totaled approximately \$7.9 million for the three months ended March 31, 2024.
- Dividends paid to Series A Common Stockholders of approximately \$0.9 million, and Series D Preferred Stockholders of approximately **\$1.6** **million** **\$0.5** million for the three months ended March 31, 2024.
- Distributions to noncontrolling interest of approximately \$3.0 million.

These decreases to cash used in financing activities were offset by proceeds from mortgage notes payable of approximately \$13.4 million **\$1.6** million for the three months ended March 31, 2024.

Off-Balance Sheet Arrangements

On July 12, 2021, the Company entered into a securities purchase agreement with a single U.S. institutional investor for the purchase and sale of 1,000,000 shares of its Series A Common Stock, Common Stock Warrants to purchase up to 2,000,000 shares of Series A Common Stock and Pre-Funded Warrants to purchase up to 1,000,000 shares of Series A Common Stock. Each share of Common Stock and accompanying Common Stock Warrants were sold together at a combined offering price of \$5.00, and each share of Common Stock and accompanying Pre-Funded Warrant were sold together at a combined offering price of \$4.99. The Pre-Funded Warrants were exercised in full during August 2021 at a nominal exercise price of \$0.01 per share. The Common Stock Warrants have an exercise price of \$5.50 per share, ~~were~~ exercisable upon issuance and will expire five years from the date of issuance.

In connection with this additional offering, we agreed to issue the Placement Agent Warrants to purchase up to 80,000 shares of Series A Common Stock, representing 4.0% of the Series A Common Stock and shares of Series A Common Stock issuable upon exercise of the Pre-Funded Warrants. The Placement Agent Warrants were issued in August 2021, post exercise of the Pre-Funded Warrants with an exercise price of \$6.25 and will expire five years from the date of issuance.

Common Stock Warrants:

If all the potential Common Stock Warrants outstanding at ~~September 30, 2023~~ March 31, 2024, were exercised at the price of \$5.00 per share, gross proceeds to us would be approximately \$10.0 million and we would as a result issue an additional 2,000,000 shares of common stock.

Placement Agent Warrants:

If all the potential Placement Agent Warrants outstanding at ~~September 30, 2023~~ March 31, 2024, were exercised at the price of \$6.25 per share, gross proceeds to us would be approximately \$0.5 million and we would as a result issue an additional 80,000 shares of common stock.

January 14, 2022, was the record date with respect to the distribution of five-year listed warrants (the "Series A Warrants"). The Series A Warrants and the shares of common stock issuable upon the exercise of the Series A Warrants were registered on a registration statement that was filed with the SEC and was declared effective January 21, 2022. The Series A Warrants commenced trading on the Nasdaq Capital Market under the symbol "SQFTW" on January 24, 2022 and were distributed on that date to persons who held shares of common stock and existing outstanding warrants as of the January 14, 2022 record date, or who acquired shares of common stock in the market following the record date, and who continued to hold such shares at the close of trading on January 21, 2022. The Series A Warrants give the holder the right to purchase one share of common stock at \$7.00 per share, for a period of five years. Should warrant holders not exercise the Series A Warrants during that holding period, the Series A Warrants will automatically convert to 1/10 of a common share at expiration, rounded down to the nearest number of whole shares.

Series A Warrants:

If all the potential Series A Warrants outstanding at ~~September 30, 2023~~ March 31, 2024, were exercised at the price of \$7.00 per share, gross proceeds to us would be approximately \$101.2 million and we would as a result issue an additional 14,450,069 shares of common stock.

Inflation

Leases generally provide for limited increases in rent as a result of fixed increases, increases in the consumer price index (typically subject to ceilings), or increases in the clients' sales volumes. We expect that inflation will cause these lease provisions to result in rent increases over time. During times when inflation is greater than increases in rent, as provided for in the leases, rent increases may not keep up with the rate of inflation.

However, our use of net lease agreements tends to reduce our exposure to rising property expenses due to inflation because the client is responsible for property expenses. Inflation and increased costs may have an adverse impact on our clients if increases in their operating expenses exceed increases in revenue.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, we are not required to provide disclosure pursuant to this item.

ITEM 4. CONTROLS AND PROCEDURES

~~The Company maintains~~ We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in ~~the Company's~~ our Exchange Act ~~report~~ reports is recorded, processed, summarized and reported within the time periods specified in the ~~SEC's~~ SEC's rules and forms, and that such information is accumulated and communicated to ~~the Company's~~ management, including ~~its~~ our Chief Executive Officer ~~Chief Financial Officer~~ and Chief ~~Accounting~~ Financial Officer, as appropriate, to allow timely decisions regarding required disclosure based closely on the definition of "disclosure controls and procedures" in Rule 13a-14(c). In designing and evaluating the disclosure controls

and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer **Chief Financial Officer** and our Chief **Accounting** Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. **Based upon** **In** connection with the preparation and audit of the financial statements as of and for the fiscal year ended December 31, 2023, a material weakness was identified in our internal control over financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that **evaluation**, there is a reasonable possibility that a material misstatement of annual or interim financial statements will not be prevented or detected on a timely basis. This material weakness primarily relates to a non-recurring significant transaction for income tax provision under ASC 740, *Income Taxes*, and comprises the following:

- We lack a formal review and approval process in connection with the annual income tax provision, specifically related to REIT and non-REIT subsidiaries and the ownership of Conduit shares received by the Company in the de-SPAC transaction on September 22, 2023.
- We did not design adequate internal controls under an appropriate financial reporting framework, including monitoring controls and certain entity level controls with regards to the income tax provision.

If this material weakness is not remediated, it could result in a misstatement of account balances or disclosures that would result in a material misstatement to the annual or interim financial statements that would not be prevented or detected. We are implementing measures designed to improve our **Chief Executive Officer**, **Chief Financial Officer**, and **Chief Accounting Officer** concluded that our disclosure controls and procedures were effective internal control over financial reporting to remediate this material weakness, although they have not been fully remediated as of the **end** date of this filing.

The material weakness will not be considered remediated until our remediation plan has been fully implemented, the applicable controls operate for a sufficient period of time, and we have concluded, through testing, that the newly implemented and enhanced controls are operating effectively. We commenced the remediation plan and will be documenting and implementing such plan, followed with testing such controls over time. We cannot predict the success of such efforts or the outcome of its assessment of the period covered by remediation efforts. Our efforts may not remediate this **report**, material weakness in our internal control over financial reporting, or additional material weaknesses may be identified in the future. A failure to implement and maintain effective internal control over financial reporting could result in errors in our financial statements that could result in a restatement of our financial statements and could cause us to fail to meet our reporting obligations, any of which could diminish investor confidence in us and cause a decline in the price of our common stock.

Changes in Internal Control over Financial Reporting

We are adding controls around the calculation and preparation of income tax provisions and expenses, we are engaging with third party experts, and will continually identify and monitor the taxable status of each subsidiary for annual reporting. There were no additional changes in our internal control over financial reporting that occurred during the **fiscal quarter** three months ended **September 30, 2023**, **March 31, 2024** that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Furthermore, we do not believe that these controls have been impacted by COVID-19 related circumstances, including remote work arrangements with our employees.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 1A. Risk Factors

None.

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

Unregistered Sales of Equity Securities. None.

Stock Repurchases. On September 17, 2021, the Board of Directors authorized a stock repurchase program of up to \$10 million of outstanding shares of our Series A Common Stock which expired in September 2022. On September 15, 2022, the Board of Directors authorized a stock repurchase program of up to \$6 million of outstanding shares of the Company's Series A Common Stock and up to \$4 million of the Company's Series D Preferred Stock. Purchases under the repurchase program may be made in the open market, through block trades, and other negotiated transactions. These shares are treated as authorized and unissued in accordance with Maryland law and shown as a reduction of stockholders' equity at cost. The repurchase program has a one-year term that expired September 15, 2023.

The following table contains information for shares of common stock repurchased during the nine months ended September 30, 2023.

Stock repurchases for Series A Common Stock.

Month	Total Number of Shares Purchased	Average Price Paid Per Share	Announced Plans or Programs	Total Number of Shares Purchased as Part of Publicly	Approximate Dollar Value of Shares that May Yet Be Purchased Under the
				Programs	Plans or Programs
January 2023	—	\$ —	—	—	\$ 5,717,340
February 2023	—	—	—	—	5,717,340
March 2023	—	—	—	—	5,717,340
April 2023	—	—	—	—	5,717,340
May 2023	—	—	—	—	5,717,340
June 2023	—	—	—	—	5,717,340
July 2023	—	—	—	—	5,717,340
August 2023	—	—	—	—	5,717,340
September 2023	—	—	—	—	5,717,340
Total	—	\$ —	—	—	\$ 5,717,340

Stock repurchases for Series D Preferred Stock.

Month	Total Number of Shares Purchased	Average Price Paid Per Share	Announced Plans or Programs	Total Number of Shares Purchased as Part of Publicly	Approximate Dollar Value of Shares that May Yet Be Purchased Under the
				Programs	Plans or Programs
January 2023	—	\$ —	—	—	\$ —
February 2023	—	\$ —	—	—	—
March 2023	386	\$ —	—	386	3,870,912
April 2023	1,711	\$ 17.88	1,711	1,711	3,840,326
May 2023	5,439	\$ 16.96	5,439	5,439	3,748,066
June 2023	5,076	\$ 16.17	5,076	5,076	3,665,987
July 2023	565	\$ 16.28	565	565	3,665,422
August 2023	919	\$ 16.14	919	919	3,664,503
September 2023	951	\$ 15.63	951	951	3,663,552
Total	15,047	\$ 15.97	15,047	15,047	\$ 3,663,552

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit Number	Description

- 31.1 [Certificate of the Company's Chief Executive Officer \(Principal Executive Officer\) pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the registrant's Quarterly Report on Form 10-Q for the three and nine months ended September 30, 2023 March 31, 2024.](#)
- 31.2 [Certification of the Company's Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the registrant's Quarterly Report on Form 10-Q for the three and nine months ended September 30, 2023 March 31, 2024](#)
- 32.1 [Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

101.INS Inline XBRL Instance Document (the Instance Document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)

101.SCH Inline XBRL Taxonomy Extension Schema Document

101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF Inline XBRL Taxonomy Extension Definition Linkbase Document

101.LAB Inline XBRL Taxonomy Extension Label Linkbase Document

101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document

104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

SIGNATURES

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

Date: November 14, 2023 May 14, 2024

Presidio Property Trust, Inc.

By: /s/ Jack K. Heilbron

Name: Jack K. Heilbron

Title: Chief Executive Officer

By: /s/ Ed Bentzen

Name: Ed Bentzen

Title: Chief Financial Officer

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EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY
ACT OF 2002

I, Jack K. Heilbron, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Presidio Property Trust, 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 issuer as of, and for, the periods presented in this report;
4. The registrant's other certifying officers 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;
 - (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 material affected, or is reasonably likely to materially effect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers 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.

Date: November 14, 2023 May 14, 2024

By: /s/ Jack K. Heilbron

Jack K. Heilbron,
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL
OFFICER PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Ed Bentzen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Presidio Property Trust, 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 issuer as of, and for, the periods presented in this report;
4. The registrant's other certifying officers 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;
 - (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 material affected, or is reasonably likely to materially effect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers 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.

Date: November 14, 2023 May 14, 2024

By: */s/ Ed Bentzen*
 Ed Bentzen,
 Chief Financial Officer
 (Principal Financial Officer)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
 AS ADOPTED PURSUANT TO SECTION 906
 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Presidio Property Trust, Inc (the "Company") on Form 10-Q for the period ended September 30, 2023 March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, in their capacities as CEO and CFO, respectively, of the Company that, to the best of their knowledge:

- (i) the Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and the results of operations of the Company.

Date: November 14, 2023 May 14, 2024

By: /s/ Jack K. Heilbron

Jack K. Heilbron
Chief Executive Officer
(*Principal Executive Officer*)

Date: November 14, 2023 May 14, 2024

By: /s/ Ed Bentzen

Ed Bentzen
Chief Financial Officer
(*Principal Financial Officer*)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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