

October 26, 2026



RenX Enterprises Issues Letter to Shareholders

MIAMI, FL / [ACCESS Newswire](#) / October 26, 2026 / To our shareholders

Last week was disappointing for RENX as our stock closed at \$1.22 on Friday, October 23, down roughly 29% from the \$1.72 close on October 16, and touched a 52-week low of \$1.15 intraday, with no known reason. Nothing in the business changed over those five sessions. We have continued to execute on our business plan and work towards achieving the milestones that we have previously laid out. The only company news in the window was the October 19 release reporting that we delivered more material in the first nine months of 2026 than in all of 2025.

We are writing to ensure that our shareholders are aware of the progress we have made in the last 16 months and to share our enthusiasm for the future.

What you own

Sixteen months ago, RenX's business focus was on its real estate holdings that produced minimal revenue. Today it is an operating circular economy platform with two businesses that invoice customers every week.

Resource Group runs an 80-plus acre FDEP-permitted processing facility in Myakka City, Florida. It takes in land clearing debris, green waste and wood waste, and turns it into mulch, compost and engineered soils. In the first nine months of 2026, it delivered 192,276 cubic yards of finished product, 58% more than the same period of 2025 and 18% more than all of 2025 combined. Deliveries in every quarter this year have been larger than any quarter last year. Third quarter deliveries of 54,064 cubic yards were up 98% year over year, and inbound feedstock held at roughly 96,500 cubic yards against 97,700 in the second quarter, so the raw material pipeline into the site did not slow.

Zimmer Equipment is a CDL hauling and heavy equipment logistics business. It is the larger revenue contributor and it is profitable at the segment level. Logistics reported \$3.2 million of second quarter revenue and \$258 thousand of operating income in our 10-Q for the quarter ended June 30, 2026, up from \$93 thousand in the first quarter. It added a new transfer-station-to-landfill route for a large national waste company in September and bought trailers to serve it.

On a consolidated basis, second quarter revenue of \$4.26 million was the highest in the company's history, up 7.5% sequentially, at a 31.9% gross margin. First half revenue was \$8.21 million.

We have also been investing in capacity, not just running it. We bought the Komptech Crambo shredder and Diamond Z horizontal grinder, which we had previously been renting. We launched a land clearing division that has already booked its second purchase order, a subcontract with Central Site Development. Additionally, there is the mill, which gets its own section below because it is the single largest investment we have made thus far.

What we did to the balance sheet

We inherited a balance sheet that could not support the business. Over the last twelve months, we rebuilt it, and the publicly disclosed numbers demonstrate that.

Between December 31, 2025 and June 30, 2026, related party debt fell from \$5.6 million to \$0.5 million, the \$1.2 million derivative liability we carried at year end was effectively eliminated, and total assets grew from \$35.5 million to \$38.7 million as we put capital into the site. Those are a result of structural changes, not due to timing.

We converted \$7.2 million of debt and accrued interest owed to a related-party lender into Series C preferred stock in June, taking it off the debt stack entirely. We restructured the Lago Vista loan by transferring the legacy property to the lender by a deed in lieu of foreclosure in exchange for the lender's agreement to conditionally extinguish \$5.0 million of the outstanding note, which we believe is exactly what a legacy real estate asset should be used for when the company is now a processing business. We extended maturities so that roughly \$12 million that was due in 2026 now comes due in 2027, which gives the operating businesses a full year of volume growth and the mill a full season of substrate sales before we are required to address it.

We raised approximately \$12.0 million of face value in senior convertible notes from institutional investors in two closings, in April and August, and used part of the second closing to retire a portion of the February 2026 notes in cash. The resale registration for the shares underlying the second closing notes and warrants was declared effective on October 14. Every dollar of that capital is disclosed, priced and included in our filings with the Securities and Exchange Commission (the "SEC").

Our work is not finished. We still carry roughly \$30 million of gross debt, we still report a going concern paragraph in our periodic reports with the SEC, and we intend for 2027 to be a refinancing year. Most of that debt is one of two kinds: the convertible notes described below, which may convert into equity rather than being repaid in cash, and equipment and real estate financing tied to the assets it funded. Working capital borrowings are a small part of the total. We are not hiding any of that. We are telling you that the company that will report third quarter results next month has less related party debt, longer maturities, more equipment, more volume and a mill that the one that reported a year ago did not have, and that the stock is trading as if the opposite were true.

What comes next

The mill

On September 30, 2026, the Microtec UTM 1200 Turbo Mill was set on its foundation at Myakka City, inside a purpose-built covered structure. Installation work has continued since

then, and we intend to report each of the remaining milestones, including electrical interconnection and commissioning, as it is completed. Commissioning is targeted for the fourth quarter.

We want you to understand why this machine matters more than any other piece of equipment on the site. Today, Resource Group sells mulch, compost and engineered soils by the yard. The mill takes the woody overs that come off our screens, the lowest value stream on the site, and refines them into an engineered horticultural substrate: a consistent, specified growing medium that nurseries and growers buy as an input rather than a commodity. It converts our cheapest raw material into our highest value product, and it does so with feedstock we already have on hand and are paid to receive.

The timing is not an accident. The growing media that Florida's nursery and agriculture industry depends on is largely peat shipped from Canada and coir shipped from South Asia. Freight costs on those materials have risen sharply, and that rise has effectively done our marketing for us. A substrate produced in Manatee County from Florida wood, sold to Florida growers, carries none of that freight cost. Every increase in ocean and trucking rates widens the gap in our favor.

Based on our research, we believe this is the only installation of this mill technology for a biomass application in Florida, and we are not aware of another one in use for biomass anywhere in the United States. We have invested well over a million dollars in the mill and the structure around it, funded through the first three quarters of this year, and we did it while growing volumes and rebuilding the balance sheet. The mill is on its foundation and the remaining installation work is underway. When it runs, we expect that this company will sell a different product to a different customer at a different margin than it does today. We also intend to offer shareholders an opportunity to visit Myakka City and see the mill and the site for themselves; we will announce the details when they are set.

The rest of the pipeline

First, the land clearing division. It launched this year, has booked two purchase orders, the second of them being a subcontract with a site development contractor. Land clearing is self-feeding: every job generates debris that goes to Myakka City as feedstock and comes out as product, and once the mill runs, as substrate.

Second, logistics density. A meaningful share of Resource Group's revenue still goes to subcontracted transportation; every load that moves from a third party to Zimmer keeps margin inside the company. That is an execution item, not a strategy item, and it is underway.

One more point on value. Over the past several months, strategic parties in both logistics and horticulture have approached us about our businesses. We are not going to characterize those conversations; we have made no decision to sell anything, and nothing may come of them. We raise it only because people who understand these industries looked at what we have built and chose to pick up the phone. If any conversation ever becomes an agreement, you will read about it in an 8-K at the same time as everyone else. That is how the rules of the SEC, including Regulation FD, work and we take it seriously.

The price and the business are two different things

At \$1.22 per share and with 3,472,508 shares of common stock outstanding, the market values RenX at about \$4.2 million. Measure that against the business rather than the

balance sheet, because the balance sheet moves with the accounting for notes and warrants and the business does not. Second quarter revenue annualizes to roughly \$16 million, so the whole company is priced at about twenty-five cents per dollar of revenue. Our logistics segment alone produced \$258 thousand of operating income in the second quarter and is growing. Behind that sit an 80-plus acre permitted facility, a fleet of grinding, shredding and screening equipment we now own, a land clearing division, and a mill that we believe is the only one of its kind applied to biomass in the state. The business did not lose 29% of its value between October 16 and October 23. It processed material, hauled loads and invoiced customers on every one of those days.

We believe the trading reflects our capital structure, not our operations. The senior convertible notes we issued this year can be converted at a price that adjusts with the market, and the shares underlying them became freely resalable on October 14 when our latest registration statement was declared effective. When noteholders convert and sell into a thinly traded stock, the price moves, and for a period that movement feeds on itself. Every one of those terms was disclosed shortly after we signed them, and we signed them because the capital was the difference between the business you own today and no business at all. That dynamic has an end. The notes are a finite pool, each dollar converted is a dollar of debt that no longer exists or accrues interest, and the path, while not painless for existing stockholders, converts debt into equity at a time when the business underneath is growing. This mechanism allows us to continue to invest our cash on hand to further develop our business and create additional shareholder value, rather than to repay outstanding debts.

What we will not do is issue press releases to move the tape, or put out numbers we cannot stand behind. What we intend to do is report third quarter results on schedule, report delivery volumes every quarter, and keep every disclosure at the standard that the last twelve months of filings have set.

On Nasdaq: we are in compliance with every continued listing standard currently in effect.

From the CEO

I have been asked in recent days whether something is wrong at RenX. The answer is no. The site is running, the trucks are moving, the mill is on its foundation and the people who built this platform are the same people running it today. A share price is an opinion about the future that changes every minute. A yard of delivered product, a signed purchase order and a retired note are facts that do not. We have produced a great many of the second kind this year and we intend to keep doing so.

Here is what I believe the next twelve months look like. I anticipate that the mill will be energized and commissioned, and Resource Group will sell a specified substrate into a Florida market that is paying more every quarter to import growing media from thousands of miles away. Zimmer will keep adding routes and keep pulling freight in-house. The convertible notes will finish converting and the senior stack that rebuilt this company will become equity. And the strategic parties who have already come to our door will keep coming, because the assets we have assembled are hard to replicate: a permitted site, a mill in place, a licensed carrier fleet and a feedstock stream that customers pay us to receive.

We built RenX as a platform, and a platform gives its owners choices. We can keep operating both businesses and let the results speak. We can partner with a larger player on the substrate program. We can realize value in one business to fund the growth of the other.

We have not chosen among those paths, and any of them may or may not be available on terms we would accept. But we believe each of them is worth considerably more than a market capitalization of \$4.2 million, and we intend to pursue whichever one creates the most value per share for you. That is the entire job, and we are doing it in public, one filing at a time. Thank you for your patience and your ownership.

David Villarreal, Chief Executive Officer

Nicolai Brune, Chief Financial Officer

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Forward-Looking Statements

This letter may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are or may be deemed to be forward-looking statements. In some cases, forward-looking statements can be identified by terminology such as "may," "should," "potential," "continue," "expects," "anticipates," "intends," "plans," "believes," "estimates," "targets" and similar expressions and include, among others, statements regarding: the completion of the remaining installation milestones for the Microtec UTM 1200 Turbo Mill, including material handling integration, electrical interconnection and energization, and commissioning, and commissioning remaining on track for the fourth quarter of 2026; the mill converting oversize woody material into engineered horticultural substrate and allowing the Company to sell a different product to different customers at different margins; increases in freight costs for imported growing media benefiting the Company's competitive position; the extension of debt maturities providing time for volume growth and substrate sales before the Company addresses its 2027 maturities; the Company's ability to refinance its indebtedness; the land clearing division generating feedstock and, once the mill is operational, substrate; moving transportation from third parties to Zimmer Equipment Inc. and keeping margin inside the Company; Zimmer Equipment Inc. adding routes; the continued growth of the Logistics segment, delivery volumes and inbound feedstock; the Company's processing capacity supporting continued growth; the conversion of the Company's senior convertible notes into equity and the resulting reduction of debt and interest expense; the Company's discussions with, and approaches from, strategic parties, and any potential transaction resulting from them; the strategic alternatives available to the Company, including continuing to operate both businesses, partnering on the substrate program, or realizing value in one business to fund the growth of the other, and the value of those alternatives; the Company's intention to report third quarter results, mill installation and commissioning milestones and quarterly delivery volumes; the Company's continued compliance with Nasdaq listing standards; management's beliefs regarding the reasons for recent trading in the Company's common stock; the opportunity for shareholders to visit Myakka City to see the mill, and announcements related thereto; moving beyond traditional waste-to-value operations and manufacturing engineered growing media with repeatable quality and defined specifications; shortening supply chains, enhancing quality control, and improving unit economics while serving higher-value end markets by optimizing products for regional feedstocks and customer requirements; and monetizing the Company's portfolio of legacy real estate assets to fund its core technology-driven environmental processing platform. These forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions, and expected future developments, as well as other factors we believe are appropriate in the circumstances.

Important factors that could cause actual results to differ materially from current expectations include: the Company's ability to complete installation of and commission the Microtec UTM 1200 on the timeline anticipated, including construction, weather, contractor, utility interconnection, permitting, inspection, and integration risks; the performance of the mill once operational; customer qualification timing and outcomes and market acceptance and pricing of engineered growing media and bulk materials products; changes in freight costs and in the cost and availability of competing imported growing media; seasonal, weather-related, and market-driven variability in demand and delivery volumes; equipment downtime and other operational disruptions at the Myakka City facility; the availability and cost of feedstock and other inputs; the Company's ability to secure additional land clearing purchase orders and hauling routes and to perform them profitably; the trial nature of the Company's new hauling engagement, the customer's right to terminate or reduce hauling engagements, and the Company's reliance on a limited number of customers; the Company's ability to maintain adequate liquidity and working capital, including its ability to satisfy, extend, or refinance debt maturities, and to continue as a going concern; the terms of the Company's senior convertible notes, including the holders' right to convert at an alternate conversion price equal to the greater of a floor price of \$0.534 and 92% of the lowest volume-weighted average price in the ten trading days prior to conversion; the substantial dilution and downward pressure on the market price of the Company's common stock that may result from conversions and resales of shares registered for resale, including up to 24,276,696 shares registered pursuant to the Company's prospectus dated October 14, 2026, and from any additional notes and warrants that may be issued under the Company's securities purchase agreement dated April 30, 2026; restrictive covenants and participation rights under that securities purchase agreement that may limit the Company's ability to obtain additional financing; the conversion of the Company's Series C and Series D convertible preferred stock and the exercise of outstanding warrants; the volatility and limited trading volume of the Company's common stock; the Company's ability to maintain its Nasdaq listing, including if the stay of the SEC-approved \$5.0 million market value of listed securities requirement is lifted, and the absence of a compliance grace period as a result of the Company's prior reverse stock splits; the contingent promissory note relating to the Company's former Lago Vista property; the risk that discussions with strategic parties do not result in any transaction, or result in a transaction on terms less favorable than anticipated; the Company's reliance on third-party technologies and partners; the Company's ability to advance monetization initiatives across its real estate and legacy asset portfolio; the fact that delivery volumes and inbound feedstock are unaudited operating metrics and are not measures of revenue or financial results; the fact that the Company's financial statements for the third quarter of 2026 have not been finalized; general economic and market conditions, including those resulting from geopolitical events; and other factors discussed in the Company's Annual Report on Form 10-K for the year ended December 31, 2025, its Quarterly Report on Form 10-Q for the three and six months ended June 30, 2026, its prospectus dated October 14, 2026, and other filings with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement, and the Company undertakes no obligation to revise or update this letter to reflect events or circumstances after the date hereof, except as required by law.

Non-GAAP and Operating Metrics

Delivery volumes and inbound feedstock are unaudited operating data and are not measures of revenue or financial performance under GAAP. All financial figures in this letter are taken from the Company's Quarterly Report on Form 10-Q for the period ended June 30,

2026 and its other filings with the SEC, which are available at www.sec.gov. Third quarter 2026 financial statements have not been finalized and nothing in this letter should be read as guidance for that period or any future period.

SOURCE: RenX Enterprises Corp.

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