

# THE SOLANA TREASURY COMPANY

SUMMER 2025 · INVESTOR PRESENTATION · NASDAQ: UPXI

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# **UPEXI OVERVIEW**

### A Consumer Brand Owner

- Brand owner specializing in the development, manufacturing, and distribution of consumer products
- Leverages proprietary data, technology platform, and logistics expertise to accelerate growth, reduce costs
- Publicly-listed on Nasdaq, generates ~\$15-20 million in annual revenue, with ~20% through Amazon



### LuckyTail

Innovative pet care product brand



### **Cure Mushrooms**

Medicinal mushroom products for better health



### **Prax**

Paraxanthine products for sustainable energy

### Adopting a Solana Treasury Strategy

### **Feb 6: Expands into Crypto**

Reveals intention to pursue crypto & fintech opportunities

### Apr 21: Raises \$100 Million

Announces \$100m private placement for Solana treasury

### May 6: Begins Staking

Stakes SOL and begins to earn ~8% yield on treasury

### May 12: Purchases Locked SOL

Announced \$44m purchase of discounted locked SOL

### July 11: Announces \$200m Raise

\$200m in kind convertible note & equity private placement

### Aug 5: Announces 2.0m SOL Tokens valued at \$327m

Also updates adjusted valuation metrics



# **LEADING WITH INNOVATION**



THE FIRST LARGE-SCALE PIPE FOR AN ALTCOIN TREASURY

THERE HAVE BEEN OVER 100 TREASURY COMPANIES TO LAUNCH SINCE



THE FIRST IN KIND CONVERTIBLE NOTE TO MATERIALLY REDUCE CREDIT RISK

> **OFFERS LIKELY LARGE BENEFITS** FOR BOTH INVESTORS AND UPEXI



# MANAGEMENT TEAM

### **ALLAN MARSHALL**

### Chief Executive Officer

30+ years of M&A focused experience Founder of XPO Logistics (NYSE: XPO; \$15b market cap), Transportation Services, Inc., and Segmentz, Inc.

### ANDREW NORSTRUD

### Chief Financial Officer

Experienced executive focused on integrating strategic acquisitions and structure implementation for public companies, including Segmentz, Inc. (XPO Logistics)

### BRIAN RUDICK, CFA

### **Chief Strategy Officer**

Deep expertise and connections in equities and crypto Former Head of Research at crypto market maker GSR Long-time hedge fund analyst at Citadel, Millennium

### THOMAS WILLIAMS

### Board of Directors

35+ years of experience, specialized in securitization mechanisms of illiquid assets

### LAWRENCE H DUGAN

### **Board of Directors**

Chairman of Audit Committee 25+ years of accounting experience

### GENE SALKIND, M.D.

### **Board of Directors**

Chairman of Compensation Committee Practicing Neurosurgeon, Intuitive Surgical Pharmacyclics





# THE SOLANA TREASURY STRATEGY







# CRYPTO TREASURY COMPANY PRIMER

### Historical Efforts

- Companies are increasingly adding digital assets to their treasuries to maintain purchasing power and benefit from potential appreciation
- Some companies are issuing capital, mainly using equity and convertible debt, to buy more digital assets
- Efforts mostly center around Bitcoin, but are expanding to other digital assets due partly to a more open SEC

### Shareholder Benefits

- May act as a proxy to the assets held in the form of a familiar equity security, increasing confidence, access
- Often trade with beta to the underlying digital asset, a positive when the asset generally increases over time
- Are more than just a play on the digital asset, given accretive capital issuance for the benefit of shareholders

### **Example Companies**















### **Triple Action**

If the digital asset rises, investors may get all of:



+



+



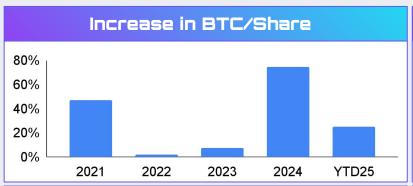
The treasury company stock rises with the asset

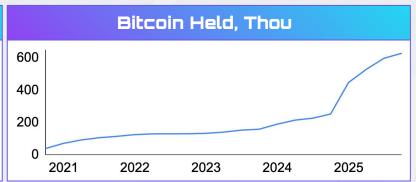
The premium to book value expands

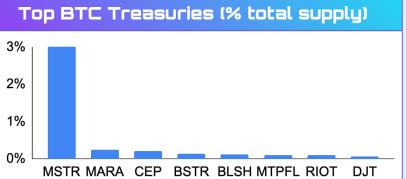
More capital issuance increases accretion

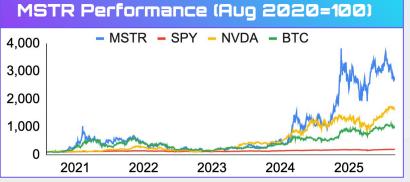


# STRATEGY'S WILD SUCCESS











# SOLANA OVERVIEW

Launched in 2020, Solana is a leading smart contract blockchain built for performance and mass adoption

### Description

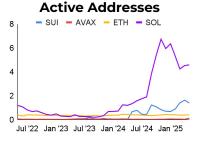
- Stated goal to be an onchain Nasdaq, and to synchronize information at the speed of light
- Features ultra-cheap transactions, an array of applications, bustling user & developer communities
- Enables use cases including finance, payments, identity gaming, social, art, Al agents, DePINs, and many more
- Decentralized, permissionless, trustless, censorship resistant, immutable, and pseudonymous

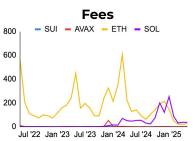
### Superior Technology

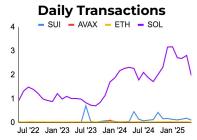
- **Proof-of-History:** Imbues validators with a notion of time for massive speed and scalability advantages
- Parallel Transaction Execution: Materially increases throughput and leverages increasing CPU cores
- **User-Optimized:** Optimized for speed and security, with decentralization naturally positioned to benefit as hardware and bandwidth costs fall over time

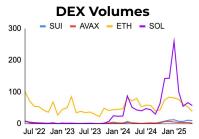
### **Leading Statistics**

Solana is the leading blockchain by many of the top metrics









# OUR THESIS: UPEXI'S SOLANA TREASURY STRATEGY



PROVIDES CRYPTO EXPOSURE IN A FAMILIAR EQUITY SECURITY

UNLOCKS SIGNIFICANT VALUE USING PROVEN CAPITAL MARKETS STRATEGIES

IMPROVES ON MICROSTRATEGY'S PLAYBOOK WITH KEY INNOVATIONS

CAPITALIZES ON CRYPTO'S SECULAR EXPANSION & SOLANA AS AN END-GAME WINNER

SUPPORTS SOLANA WITH IMPROVED VISIBILITY WITHIN TRADITIONAL FINANCE



# TREASURY COMPANY COMPONENTS

### Maximize External Visibility

Upexi will maximize visibility and demand for the stock

### **Overall Efforts**

- Extensive public relations campaign
- Regular investor presentations
- Establish Upexi Advisory Committee
- Website refresh, blog posts, etc.
- Quarterly earnings calls, investor days, etc

### **Traditional Finance**

- Equity research coverage
- Institutional equity conferences
- Investor meetings, non-deal roadshows, webinars

### The Cryptosphere

- Active, crypto-native X (fka Twitter)
- Media blitz (podcast, panels, news features, etc)
- Hire Chief Solana Officer
- Additional partnerships & opportunities

Deep connections in finance & crypto enable rapid execution and swiftly increased visibility

### Issue Capital Intelligently

Upexi will accretively issue capital to maximize value

### **Overall Efforts**

- Will look to issue equity and debt in an accretive and risk-prudent fashion to maximize shareholder value
- Strong relationships with top underwriters
- Deep relationships with existing and potential investors
- Strong capital issuance expertise and playbook

### **Equity Issuance**

- Via private placement, registered offering, or equity line
- Demonstrated successful via \$150m private placements

### **Debt Issuance**

- Upexi has minimal credit risk and a clean capital stack
- Will look to issue convertible debt, focusing on in kind issuance, limiting credit risk for investors and Upexi
- Will limit leverage to an amount befitting of a public company, given the high volatility of the underlying

Targeting additional large-scale, accretive issuance of both equity and debt to benefit shareholders



## **UPEXI'S STRATEGY**

### Go Big & Fast

- Raised a \$100m private placement to bootstrap its Solana treasury strategy and quickly / efficiently deployed it into Solana
- Raised another \$200m round
- Target additional large- scale, accretive raises to acquire & HODL as much SOL as possible

# Treasury Growth 300 Gain Invested 200 100 Apr 29 May 6 May 12 May 28 Jul 21

### Come With The Cryptosphere

- Backed by 15 of the top cryptocurrency VCs and various digital asset key opinion leaders
- Maintains relationships with key Solana-focused organizations, including the Solana Foundation
- Investors offering support via capital, network, visibility, staking

ANAGRAM







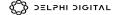












### PubCo Professionalism

- Seek to max shareholder value in a risk-prudent manner
- Employs seasoned executives and utilizes risk mgmt best practices like qualified custodian / validator diversity, low leverage, etc
- Believes such a strategy positions Upexi well for all markets environments and resonates with crypto & traditional investors alike

**■ Bloomberg** 

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Crypt

Upexi Says It Is Raising \$100 Million to Buy Solana Crypto Token

By Ryan Weeks April 21, 2025 at 9:05 AM EDT

Upexi Inc. is raising \$100 million as part of a pivot that will see the company start to accumulate the cryptocurrency Solana, according to a Monday statement. The company's shares surged more than 300% in early trading.





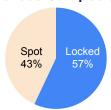
# MYRIAD VALUE ACCRUAL MECHANISMS

Unlike SOL or alternative instruments like ETFs, Upexi can add value in several additional ways (that all compound)

### Discounted Locked SOL

- Upexi can buy locked Solana at a ~15% discount
- Aligns to HODL strategy
- Discount moves to par over time (monthly unlocks through Jan '28)
- Discount effectively doubles staking yield

### **Purchase Composition**

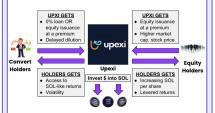


The discount creates builtin gains for shareholders

### Intelligent Issuance

- Upexi monetizes smart capital markets issuance
- Convertible debt gives attractive cost of capital and delayed dilution
- Common equity gives issuance at a premium and higher SOL per share

### **Issuance Model**



Issuing equity above book is by definition accretive

### SOL Staking

- Upexi stakes SOL to earn an estimated 7-9% yield
- As a proof-of-stake network, validators or delegators may stake their SOL to secure the network in exchange for staking rewards

### **Staking Yield**

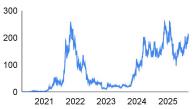


Staking turns the treasury into a productive asset

### Change in SOL Price

- Extremely high potential with SOL ~69% of its ATH, market cap 5% of BTC's
- Many positive catalysts like regulatory clarity, institutional adoption, rising activity, and the return of memecoins

### **SOL Price**



**Enormous potential as** the leading blockchain





# THE CAPITAL MARKETS FLYWHEEL

### **Accrue A Multiple**

- Upexi earns the difference between its cost of capital and the return on SOL, ie. spread income. The market then present values future spread and adds to the NAV, resulting in a premium when the market expects strong forward SOL returns
- Investors also pay a premium to access crypto in the form of a familiar equity security and to access additional value accrual mechanisms like the ability to buy locked Solana at a discount



### **Higher Stock Price**

 Intelligent capital issuance accretes value for shareholders resulting in increasing SOL per share, a higher stock price, and an improved multiple Upexi improves on MSTR's model with discounted SOL

purchases, staking, etc.

## Intelligent Capital Issuance

- Accruing a multiple enables Upexi to issue equity above book value, which is by definition accretive to shareholders.
   Selling stock at 2x book value is equivalent to selling \$1 for \$2 or buying SOL 50% off
- Upexi also issues convertible bonds, giving the bond market access to Solana-like returns and giving convertible bond arb traders access to a highly-volatile underlying. In exchange, Upexi gets cheap funding, delayed dilution, and conversion at a premium to the current price

This is how MSTR increased BTC/share 74% and created a \$13b BTC gain in 2024

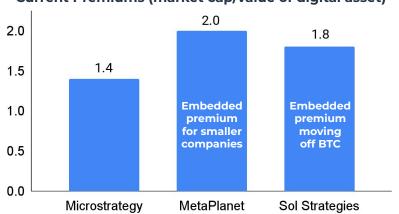


# VALUATION ENABLES FLYWHEEL

### Peers At a Healthy Premium To Book

- Smaller companies have embedded growth premium as a similarly sized/priced raise results in more accretion
- Companies with smaller tokens may trade at higher premiums due to greater potential token upside
- Same with companies buying discounted locked tokens

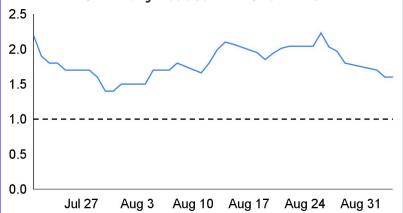
### **Current Premiums (market cap/value of digital asset)**



### **Upexi Valuation**

- Upexi currently trades at a 1.8x fully-loaded mNAV, which measures adjusted market cap / adjusted NAV
- Upexi has only traded at a premium fully-loaded mNAV
- Upexi does not intend to issue equity below 1.0x
- Raising equity above 1.0x is by definition accretive

### **UPXI Fully-Loaded NAV Over Time**





# **UPEXI'S SOLANA TREASURY**

### Solana Treasury Overview

- 2,000,518 SOL, valued at \$405 million
- 57% of purchases were locked SOL, bought at a roughly mid-teens discount
- Diversify SOL across qualified custodians, top validators
- Prudent management with no restaking, onchain degen activity, excess leverage
- Expect to continue to acquire and HODL Solana in a risk-prudent and accretive fashion

### Staking Overview

- Upexi delegates its SOL to validators to help secure the network and receives SOL staking rewards in return
- Native staking is considered extremely secure
- Nearly all of Upexi's Solana is currently staked
- Staking yields are consistently 7-9% recently
- Buying discounted locked SOL effectively doubles the staking yield with the discount in yield-equivalent terms
- Run rate staking rewards are currently 160,000 per year

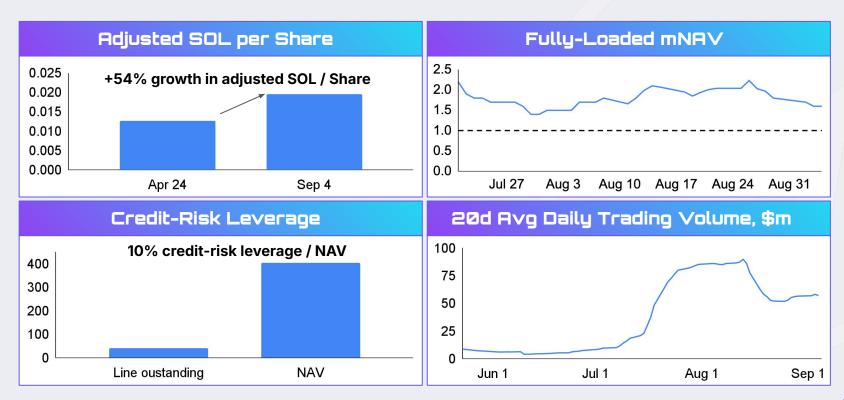






Note: SOL count and purchase composition as of August 4. Treasury value calculated using price of SOL on September 4. Solana purchases represent disclosure dates and consist of spot and/or locked Solana. Gains measured as of disclosure date, with gain from both appreciation and the discount.

# **UPEXIKEY METRICS**





## WHY CRYPTO

### Novel Uses & Benefits

Blockchain and crypto will be ubiquitous as it enables use cases and benefits not attainable with any other technology. These include

### **Removal of Intermediaries**

 Enables trust between unknown parties without a profit-maximizing leader to reduce costs

### **Democraziation of Value Exchange**

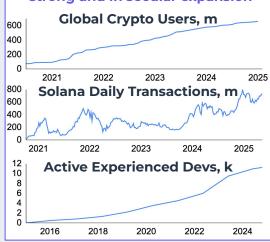
 Utilize internet and blockchainbased rails to replace antiquated and inefficient incumbent rails

### New Constructs Around Ownership, Governance, Business Models, etc.

 These include non-fungible tokens, decentralized autonomous organizations, incentivization, etc.

### Secular Expansion

Prices will ebb and flow given the nascency of the technology, but underlying fundamentals are strong and in secular expansion



### The Mother of All Catalysts

# Corporates are set to dive in on US crypto legislation and reg clarity

- Corporates only dabbling given unclear rules and high legal risks
- They will be forced to jump in once the rules are clear, otherwise they will lose to peers who do
- Corporations have:
  - o Billions of customers & top trust
  - Abundant capital
  - o Top developer talent
- We expect a step-change in development and usage post legislation, potentially leading to the biggest bull market ever
- Stablecoin legislation passed, and we may see market structure legislation pass in 2025 or 2026



# WHY SOLANA

# 

### **Top Price Potential**

- Solana has very high upside, both given a market cap only 5% that of Bitcoin's and as the TAM represents all of the world's compute (with a focus on finance)
- Solana has various positive catalysts including regulatory clarity, institutional adoption, rising activity & development, the return of memecoins, and more

# Market Cap

Performance

### Solana Specific Reasons

Solana uniquely offers various features and characteristics that will grow and extend its lead

### **Lindy + Network Effect**

As an early second generation smart contract blockchain, Solana uniquely offers new innovations & network effects

### Intelligent GTM Strategy

Optimized for what users care about (speed & security) and growing into decentralization over time via Moore's Law

### **Future-Proof Design**

Designed to naturally take advantage of hardware improvements without needing to redo the software

### **User / Developer Focus**

Solana builds for users and developers, as evidenced by Blinks, Token Extensions, SPEs, commerce/games tooling, etc.

### Only Possible On Solana

Solana has the most diverse set of dapps and is the leader in subsectors like memecoins, DePIN, and AI agents

### **Value Capture**

Solana captures value from all four blockchain functions and will be worth more than any modular piece, all else equal



Money



# WHY UPEXI

### **TOP MANAGEMENT**

CEO founded \$15b XPO Logistics Execs have top equities & crypto expertise

### CAP MARKETS EXPERTISE

Proven capital markets capabilities across equity and debt

### PIONEERING INNOVATION

Completed the first large-scale PIPE for an altcoin treasury, in kind convert issuance

### **BACKED BY THE BEST**

Supported by 15 prestigious crypto VCs Various crypto KOLs are angels

### LEADING CONNECTIVITY

Raising visibility across both traditional finance and crypto investors

### **OPCO CHARACTERISTICS**

Opco is small and ~breakeven, enabling a focus on the treasury

### FIRST MOVER

Among the first US-listed Solana treasury companies

### PROFESSIONAL OPERATIONS

Seek to expand shareholder value in a risk-prudent manner

### **CLEAN CAPITAL STACK**

Pristine capital stack and minimal warrants





# UPEXI AS AN INVESTMENT







# **ACCRETION MATH**

### Issuing Equity Above Book is Accretive

### **Equity Issuance & Accretion Basics**

- Issuing equity above NAV is by definition accretive
- When Strategy issues equity at 2.0x NAV, it is tantamount to selling \$1 for \$2 or buying BTC half off
- This is how Strategy created \$26 billion of Bitcoin (aka "Bitcoin Yield") for shareholders over the last 6 quarters
- Issuing convertible debt enables a company to sell equity at an even higher multiple than the current mNAV, assuming the conversion price is above the market price and the notes convert to equity

### **Illustrative Example**

- A company with a market cap of \$405m has 1m SOL worth \$200m. It therefore trades at a 2.0x mNAV
- The company issues \$100m of equity at its current 2.0x multiple, potentially via an equity line or ATM program
- The raise increases SOL per share by 18%
- If the multiple holds, the stock should increase similarly

### Illustrative \$100m Equity Raise

	Formula	Item	Amount
	а	SOL held	1,000,000
	b	Price per SOL	200
_	c=a*b	Current NAV	200,000,000
Le l	d	Shares	45,000,000
Current	e=c/d	NAV / Share	4.44
_	f	Current Stock Price	9.00
	g=f*d	Market Cap	405,000,000
	h=g/c	Premium (mNAV)	2.0
9	i	Face	100,000,000
Equity Raise	j	Fees	5%
J.	k=i*(1-j)	Net Proceeds	95,000,000
Ē	m	Raise Price (current)	9.00
Ψ.	n=i/m	Shares issued	11,111,111
	o=c+k	NAV	295,000,000
В	p=d+n	Shares	56,111,111
Pro Forma	q=o/p	NAV / Share	5.26
- L	r=q/e-1	% accretion	18%
4	s=h*q	Stock Px at same multiple	10.65
	t=s/f-1	Increase in stock price	18%





# IF SOL RISES, INVESTORS MAY GET:

### NAV Expansion

 If SOL moves up, the value of our treasury should expand by the same percentage. If our valuation holds, UPXI stock would be expected to rise proportionally

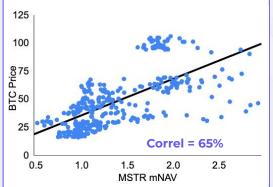
**Theoretical Market Cap** 



### mNAV Expansion

 If SOL moves up, our mNAV may expand as investors tend to ascribe a higher mNAV to DATs during strong crypto performance

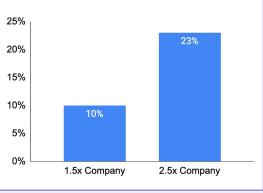
### Strategy mNAV vs. BTC Price



### More Accretive Raises

 Trading at a higher mNAV may enable more/more accretive raises, allowing us to compound SOL per share at a faster rate

### **Modeled Accretion**







# **COMPELLING RISK-REWARD**

### Potential Stock Price Return Varying SOL Price & the Multiple

- If one believes SOL is unlikely to fall and the mNAV floor is 1.0x, the downside is -38%
- If one believes SOL may double and mNAV returns to 4.0x, the upside is +398%
- This assumes NO accretive equity issuance, which can substantially increase the returns shown

			Assumed Multiple (Current is 1.60x)																
3 - 33		0.75x	1.00x	1.25x	1.50x	1.75x	2.00x	2.25x	2.50x	2.75x	3.00x	3.25x	3.50x	3.75x	4.00x	4.25x	4.50x	4.75x	5.00x
	-50%	-77%	-69%	-61%	-53%	-45%	-38%	-30%	-22%	-14%	-7%	1%	9%	17%	25%	32%	40%	48%	56%
_	-25%	-65%	-53%	-42%	-30%	-18%	-7%	5%	17%	29%	40%	52%	64%	75%	87%	99%	110%	122%	134%
2.20	0%	-53%	-38%	-22%	-7%	9%	25%	40%	56%	71%	87%	103%	118%	134%	149%	165%	180%	196%	212%
202	25%	-42%	-22%	-3%	17%	36%	56%	75%	95%	114%	134%	153%	173%	192%	212%	231%	251%	270%	289%
is \$	50%	-30%	-7%	17%	40%	64%	87%	110%	134%	157%	180%	204%	227%	251%	274%	297%	321%	344%	367%
ent	75%	-18%	9%	36%	64%	91%	118%	145%	173%	200%	227%	254%	282%	309%	336%	363%	391%	418%	445%
Price (Current is \$202.20)	100%	-7%	25%	56%	87%	118%	149%	180%	212%	243%	274%	305%	336%	367%	398%	430%	461%	492%	523%
) e	150%	17%	56%	95%	134%	173%	212%	251%	289%	328%	367%	406%	445%	484%	523%	562%	601%	640%	679%
Pric	200%	40%	87%	134%	180%	227%	274%	321%	367%	414%	461%	508%	554%	601%	648%	694%	741%	788%	835%
SOL	250%	64%	118%	173%	227%	282%	336%	391%	445%	500%	554%	609%	663%	718%	772%	827%	881%	936%	990%
=	300%	87%	149%	212%	274%	336%	398%	461%	523%	585%	648%	710%	772%	835%	897%	959%	1,022%	1,084%	1,146%
Change	350%	110%	180%	251%	321%	391%	461%	531%	601%	671%	741%	811%	881%	952%	1,022%	1,092%	1,162%	1,232%	1,302%
ha	400%	134%	212%	289%	367%	445%	523%	601%	679%	757%	835%	913%	990%	1,068%	1,146%	1,224%	1,302%	1,380%	1,458%
3	450%	157%	243%	328%	414%	500%	585%	671%	757%	842%	928%	1,014%	1,100%	1,185%	1,271%	1,357%	1,442%	1,528%	1,614%
	500%	180%	274%	367%	461%	554%	648%	741%	835%	928%	1,022%	1,115%	1,209%	1,302%	1,395%	1,489%	1,582%	1,676%	1,769%





# **DELIVERING FOR INVESTORS**

	FIRST RAISE	SECOND RAISE	THIRD RAISE
Amount	\$100 million	\$50 million	\$150 million
Structure	Equity	Equity	In Kind Convertible Note
Pricing	\$2.28	\$4.00	\$4.25
Close	April 24	July 15	July 17
Return	<b>+178%</b> (vs SOL +33%)	<b>+58%</b> (vs. SOL +23%)	+ <b>49</b> % (vs. SOL +15%)





# **APPENDIX**







# **UPXI VALUATION**

### **Basic mNAV**

- The Basic mNAV measures the ratio of the company's market cap, calculated using only shares issued & outstanding, relative to the net asset value of its SOL holdings
- It does not take into account items such as common share-equivalents, cash on hand that may be used to buy Solana, the company's capital structure, etc.

### **Basic mNAV Calculation**

Market Cap	
Total shares currently issued and outstanding	58,893,261
Stock price	\$6.33
Market cap	\$372,794,342
Treasury Net Asset Value	
Total SOL held	2,000,518
SOL price	\$202.20
Treasury net asset value	\$404,504,740
Basic mNAV	0.92

### Fully-Loaded mNAV

- Financials adjusted for certain possible or likely items can supplement investor analysis, and may be more representative of the valuation ascribed to the company
- The Fully-Loaded mNAV assumes 1) pre-funded warrants are converted into common equity, 2) the ~\$150 million convertible notes convert to equity, 3) the outstanding line is repaid, 4) cash is used to buy Solana

### **Fully-Loaded mNAV Calculation**

Market Cap (Adjusted)	
Total shares currently issued and outstanding	58,893,261
Shares underlying \$150m convertible note if converted	35,292,978
Share count (adjusted)	94,186,239
Stock price	\$6.33
Market cap (adjusted)	\$596,198,893

2,000,518
\$202.20
\$404,504,740
\$40,000,000
\$7,000,000
\$371,504,740

Fully-Loaded mNAV 1.60



# ADJUSTED SOL PER SHARE

April 24, 2025		Septer
Share Count	4 400 400	Share Count Shares issued & outstand
Shares issued & outstanding, March 31, 2025	1,430,429	Shares underlying \$150r
April 2025 PIPE common shares April 2025 PIPE pre-funded warrants	35,970,383 7,889,266	Share count (adjusted)
Share count (adjusted)	45,290,078	SOL Held
SOL Held		Total SOL held Net cash
Net cash from April 2025 PIPE	87,500,000	SOL price, September
SOL price, April 24, 2025	\$152.33	Net cash (in SOL)
SOL held (adjusted)	574,411	SOL held (adjusted)
Adjusted SOL / share	0.0127	Adjusted SOL / share

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Share Count	
Shares issued & outstanding, August 4, 2025	58,893,261
Shares underlying \$150m convertible note	35,292,978
Share count (adjusted)	94,186,239

SOL Held	
Total SOL held	2,000,518
Net cash	-33,000,000
SOL price, September 4, 2025	\$202.20
Net cash (in SOL)	-163,205
SOL held (adjusted)	1,837,313







# THANK YOU





