THE INTERCEPT MEDIA, INC.

FINANCIAL STATEMENTS

DECEMBER 31, 2025 AND 2024

LUTZ AND CARR
CERTIFIED PUBLIC ACCOUNTANTS, LLP
551 FIFTH AVENUE - SUITE 400, NEW YORK, NY 10176
212-697-2299 FAX: 212-697-0067

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
The Intercept Media, Inc.

Opinion

We have audited the accompanying financial statements of The Intercept Media, Inc. (a nonprofit organization), which comprise the statements of financial position as of December 31, 2025 and 2024, and the related statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Intercept Media, Inc. as of December 31, 2025 and 2024, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of The Intercept Media, Inc. and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about The Intercept Media, Inc.'s ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

LUTZ AND CARR
CERTIFIED PUBLIC ACCOUNTANTS, LLP

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of The Intercept Media, Inc.'s internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about The Intercept Media, Inc.'s ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Lutz + Carr, LLP

New York, New York
October 14, 2026

THE INTERCEPT MEDIA, INC.

STATEMENTS OF FINANCIAL POSITION

DECEMBER 31, 2025 AND 2024

	2025	2024
Assets		
Cash and cash equivalents	$ 971,442	$2,611,260
Certificates of deposit	2,389,311	-
Contributions receivable		
With donor restrictions	-	1,200,000
Due from fiscal sponsor	10	4,935
Prepaid expenses and other assets	87,659	77,970
Property and equipment, at cost, net of accumulated depreciation	22,916	68,750
Total Assets	$3,471,338	$3,962,915
Liabilities and Net Assets		
Liabilities		
Accounts payable and accrued expenses	$ 111,064	$ 113,500
Net Assets		
Without donor restrictions	3,118,091	2,646,915
With donor restrictions	242,183	1,202,500
Total Net Assets	3,360,274	3,849,415
Total Liabilities and Net Assets	$3,471,338	$3,962,915

See notes to financial statements.

THE INTERCEPT MEDIA, INC.

STATEMENTS OF ACTIVITIES

YEARS ENDED DECEMBER 31, 2025 AND 2024

	2025			2024		
	Without Donor Restrictions	With Donor Restrictions	Total	Without Donor Restrictions	With Donor Restrictions	Total
Changes in Net Assets						
Revenue and Support						
Contributions	$ 5,871,251	$ 303,969	$6,175,220	$ 5,255,801	$ 100,074	$5,355,875
Donated services	152,348	-	152,348	199,305	-	199,305
Fiscal sponsorship revenue	46,902	-	46,902	-	-	-
Program revenue	50,702	-	50,702	72,793	-	72,793
Interest and dividends	95,130	-	95,130	168,375	-	168,375
Other revenue	2,469	-	2,469	-	-	-
	6,218,802	303,969	6,522,771	5,696,274	100,074	5,796,348
Net assets released from restrictions						
Satisfaction of time and program restrictions	1,264,286	(1,264,286)	-	5,309,402	(5,309,402)	-
Total Revenue and Support	7,483,088	(960,317)	6,522,771	11,005,676	(5,209,328)	5,796,348
Expenses						
Program Services	4,744,770	-	4,744,770	6,725,421	-	6,725,421
Supporting Services						
Management and general	895,273	-	895,273	1,554,298	-	1,554,298
Fundraising	1,371,869	-	1,371,869	1,439,202	-	1,439,202
Total Supporting Services	2,267,142	-	2,267,142	2,993,500	-	2,993,500
Total Expenses	7,011,912	-	7,011,912	9,718,921	-	9,718,921
Increase (decrease) in net assets	471,176	(960,317)	(489,141)	1,286,755	(5,209,328)	(3,922,573)
Net assets, beginning of year	2,646,915	1,202,500	3,849,415	1,360,160	6,411,828	7,771,988
Net Assets, End of Year	$ 3,118,091	$ 242,183	$3,360,274	$ 2,646,915	$ 1,202,500	$3,849,415

See notes to financial statements.

THE INTERCEPT MEDIA, INC.

STATEMENT OF FUNCTIONAL EXPENSES

YEAR ENDED DECEMBER 31, 2025 WITH COMPARATIVE TOTALS FOR 2024

	2025					2024
		Supporting Services				
	Program Services	Management and General	Fundraising	Total	Total Expenses	Total Expenses
Salaries, payroll taxes and benefits	$3,483,374	$ 412,762	$ 748,740	$1,161,502	$4,644,876	$6,773,533
Professional fees and contracted services	496,654	276,029	221,564	497,593	994,247	1,216,951
Legal	190,116	41,642	13,724	55,366	245,482	374,385
Grants paid	87,062	-	-	-	87,062	-
Licensing, commissions, and project support	50,652	-	-	-	50,652	328,106
Supplies and other administrative costs	30,659	38,168	205,904	244,072	274,731	261,970
Travel	31,317	42,323	51,788	94,111	125,428	123,539
Information technology	94,888	36,002	112,053	148,055	242,943	291,133
Insurance	154,035	33,096	-	33,096	187,131	152,880
Communications	83,160	792	305	1,097	84,257	138,344
Facilities	6,989	10,176	794	10,970	17,959	10,297
Advertising and marketing	1,804	-	9,506	9,506	11,310	1,950
Depreciation	34,060	4,283	7,491	11,774	45,834	45,833
Total Expenses, 2025	$4,744,770	$ 895,273	$ 1,371,869	$2,267,142	$7,011,912	
Total Expenses, 2024	$6,725,421	$ 1,554,298	$ 1,439,202	$2,993,500		$9,718,921

See notes to financial statements.

THE INTERCEPT MEDIA, INC.

STATEMENT OF FUNCTIONAL EXPENSES

YEAR ENDED DECEMBER 31, 2024

	Program Services	Supporting Services: Management and General	Supporting Services: Fundraising	Supporting Services: Total	Total Expenses
Salaries, payroll taxes and benefits	$5,029,646	$ 799,919	$ 943,968	$1,743,887	$6,773,533
Professional fees and contracted services	758,351	329,496	129,104	458,600	1,216,951
Legal	160,604	213,781	-	213,781	374,385
Licensing and commissions	327,888	218	-	218	328,106
Supplies and other administrative costs	29,435	23,855	208,680	232,535	261,970
Travel	36,379	41,189	45,971	87,160	123,539
Information technology	138,458	52,970	99,705	152,675	291,133
Insurance	95,249	57,631	-	57,631	152,880
Communications	112,358	22,368	3,618	25,986	138,344
Facilities	2,513	7,703	81	7,784	10,297
Advertising and marketing	1,056	-	894	894	1,950
Depreciation	33,484	5,168	7,181	12,349	45,833
Total Expenses	$6,725,421	$ 1,554,298	$ 1,439,202	$2,993,500	$9,718,921

See notes to financial statements.

THE INTERCEPT MEDIA, INC.

STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2025 AND 2024

	2025	2024
Cash Flows From Operating Activities		
Decrease in net assets	$ (489,141)	$(3,922,573)
Adjustments to reconcile decrease in net assets to net cash provided by operating activities:		
Depreciation	45,834	45,833
(Increase) decrease in:		
Contributions receivable	1,200,000	5,127,426
Due from fiscal sponsor	4,925	783,276
Prepaid expenses and other assets	(9,689)	20,067
Decrease in accounts payable and accrued expenses	(2,436)	(16,002)
Net Cash Provided By Operating Activities	749,493	2,038,027
Cash Flows From Investing Activities		
Purchases of certificates of deposit	(2,389,311)	-
Net increase (decrease) in cash and cash equivalents	(1,639,818)	2,038,027
Cash and cash equivalents, beginning of year	2,611,260	573,233
Cash and Cash Equivalents, End of Year	$ 971,442	$ 2,611,260

See notes to financial statements.

THE INTERCEPT MEDIA, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2025 AND 2024

Note 1 - Organization and Summary of Significant Accounting Policies

a - Organization

The Intercept Media, Inc. (the "Organization") is a news organization incorporated in November 2022, as a not-for-profit corporation in the state of Delaware. Its mission is to educate the public through investigative journalism about social, economic, environmental and political issues.

Since 2014, the Organization's activities were conducted as a program of First Look Institute, Inc. ("FLI"). In February 2023, the Organization entered into a fiscal sponsorship agreement with FLI, whereby FLI agreed to act as the Organization's fiscal sponsor until the Organization received notification of its tax exempt status from the Internal Revenue Service, which was received in September 2023. FLI continued to receive the majority of the Organization's 2023 revenue through early 2024, and transferred funds to the Organization on a monthly basis. During 2025 and 2024, the Organization received the majority of its contribution revenue directly from donors. Amounts due from FLI as of December 31, 2025 and 2024 totaled $10 and $4,935, respectively.

The decline in the Organization's revenue and support without donor restrictions from 2024 to 2025 was planned and expected due to a $14.4 million grant from FLI in 2023, of which $5.2 million was released from restriction in 2024, and of which the remaining $1.2 million was released from restriction in 2025.

b - Cash and Cash Equivalents

For purposes of the statement of cash flows, the Organization considers all highly liquid debt instruments, purchased with a maturity of three months or less, to be cash equivalents.

c - Contributions and Contributions Receivable

Contributions received are recorded as support without donor restrictions or support with donor restrictions depending on the existence and/or nature of any donor restrictions. Contributions are recognized when the donor makes a promise to give to the Organization, that is, in substance, unconditional. Conditional promises to give, that have a measurable performance or other barrier and a right of return, are not recognized until the conditions on which they depend have been met.

Donor-restricted contributions are reported as increases in net assets with donor restrictions depending on the nature of the restrictions. When a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions.

The Organization uses the allowance method to determine uncollectible promises to give. The allowance is based on prior years' experience and management's analysis of specific promises made.

THE INTERCEPT MEDIA, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2025 AND 2024

Note 1 - Organization and Summary of Significant Accounting Policies (continued)

d - Property and Equipment
Purchased property and equipment are recorded at cost and are being depreciated using the straight-line method over the estimated useful life of the asset.

e - Certificates of Deposit
The Organization reflects certificates of deposit at fair value in the statement of financial position. The certificates of deposit, classified as level 2 in the fair value hierarchy, were held at one financial institution with various maturities in 2026. At December 31, 2025, the fair value of the Organization's certificates of deposit approximated cost.

f - Fair Value Measurements
Generally accepted accounting principles establish a fair value measurement hierarchy that prioritizes the inputs to valuation techniques. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs consist of unobservable inputs and have the lowest priority. The Organization uses the higher-priority valuation techniques based on available inputs to measure fair values.

g - Revenue Recognition
The Organization has fiscal sponsorship revenue, program and other earned revenue which are accounted for as exchange transactions, consisting of fees received under agreements for certain projects. Revenue received pursuant to these agreements is recognized when articles are published or other project deliverables are completed.

h - Grant Expense
Unconditional grants are recognized as expenses at the time of authorization.

i - Basis of Accounting and Financial Statement Presentation
The financial statements have been prepared on the accrual basis of accounting, in accordance with accounting principles generally accepted in the United States ("U.S. GAAP:), which require the Organization to report information regarding its financial position and activities according to the following net asset classifications:

Net Assets Without Donor Restrictions
Net assets that are not subject to donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of the Organization. These net assets may be used at the discretion of the Organization's management and Board of Directors.

Note 1 - Organization and Summary of Significant Accounting Policies (continued)

i - Basis of Accounting and Financial Statement Presentation (continued)

Net Assets With Donor Restrictions

Net assets that are subject to stipulations imposed by donors and grantors. Some donor restrictions may be temporary in nature; those restrictions will be met by actions of the Organization or the passage of time. Other donor restrictions may be perpetual in nature, whereby the donor has stipulated the funds be maintained in perpetuity.

j - Functional Allocation of Expenses

The cost of providing the various programs and supporting services has been summarized on a functional basis in the statement of activities. Expenses are allocated directly to programs, where applicable, on a reasonable and consistent basis. A substantial portion of the Organization's expenses are directly related to program activities. Certain other expenses are attributable to more than one program or supporting function and require allocation. Shared personnel costs are allocated on how they spend their time across program and supporting services. Shared services such as IT and depreciation are allocated on average employee headcount.

k - Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

l - Tax Status

The Organization is a not-for-profit corporation exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code and has been designated as an organization which is not a private foundation.

m - Subsequent Events

The Organization has evaluated subsequent events through October 14, 2026, the date that the financial statements are considered available to be issued.

THE INTERCEPT MEDIA, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2025 AND 2024

Note 2 - Information Regarding Liquidity and Availability

The Organization operates with a balanced budget for each fiscal year based on the revenues expected to be available to fund anticipated expenses. A substantial portion of annual revenue is comprised of contribution revenue raised during the current year, and revenue from other sources earned during the year. The Organization considers general expenditures to consist of all expenses related to its ongoing program activities, and the expenses related to general and administrative and fundraising activities undertaken to support those services.

The Organization regularly monitors liquidity to meet its operating needs and other commitments and obligations, while seeking to maximize the investment of its available funds. Management prepares regular cash flow projections to determine liquidity needs and has a policy to maintain liquid financial assets on an ongoing basis to cover ninety days of general expenditures.

The Organization's financial assets as of December 31 available to meet cash needs for general expenditures within one year are summarized as follows:

	2025	2024
Financial Assets at Year End:		
Cash and cash equivalents	$ 971,442	$ 2,611,260
Certificates of deposit	2,389,311	-
Contributions receivable	-	1,200,000
Due from fiscal sponsor	10	4,935
Total Financial Assets	3,360,763	3,816,195
Less: Amounts not Available to be Used within One Year:		
Net assets with donor restrictions, subject to expenditure for specific purposes or passage of time	(242,183)	(1,202,500)
Plus: Net assets with donor restrictions expected to be met in less than one year	242,183	1,202,500
Financial Assets Available to Meet General Expenditures within One Year	$3,360,763	$ 3,816,195

THE INTERCEPT MEDIA, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2025 AND 2024

Note 3 - Net Assets With Donor Restrictions

Net assets with donor restrictions are restricted as follows:

	2025	2024
Press Freedom Defense Fund	$121,469	$ -
Specified programs and projects	120,714	2,500
General operations - 2025	-	1,200,000
	$242,183	$1,202,500

Note 4 - Contributions Receivable

Contributions receivable as of December 31, 2024 were due within one year, and were collected in 2025.

Note 5 - Property and Equipment

Property and equipment at December 31 consist of the following:

	Life	2025	2024
Website	3 years	$137,500	$137,500
Less: Accumulated amortization		(114,584)	(68,750)
Total		$ 22,916	$ 68,750

Note 6 - Concentrations

a - The Organization maintains its cash and cash equivalents with two financial institutions. Balances, at times, may exceed federally insured limits.

b - Contributions receivable as of December 31, 2024 was due from one donor.

Note 7 - Donated Services

For the years ended December 31, 2025 and 2024, the Organization received donated travel costs of $592 and $1,745, respectively, and in 2024 donated legal services of $111,926 in connection with its administrative supporting services. For the years ended December 31, 2025 and 2024, the Organization also received donated legal services of $151,756 and $85,634, respectively, in connection with its program services. The value of the donated services were provided by the donors, who estimated fair value based on current market rates for similar services, and based on the actual travel expenses incurred, respectively.

Note 8 - Commitments

a - The Organization participates in a multi-employer 401(k) plan that covers all eligible employees, and provides for an employer matching contribution of up to 4% of an employee's salary. Plan expense was $144,982 and $159,308, respectively, for the years ended December 31, 2025 and 2024.

b - The Organization's writers, reporters, editorial, production and other newsroom staff, representing approximately 30% of its employees, are covered under a collective bargaining agreement. The agreement provides for specified annual increases in compensation, benefits including participation in the Organization's health insurance and retirement plans, and requires minimum severance payments based on years of service, not less than eleven or twelve weeks' pay depending on the reason for termination. The term of the current agreement expires June 30, 2027.