

JET.AI



Investor Presentation

Nasdaq: JTAI
December 2025

Disclaimer

This presentation is provided for informational purposes only and is subject to change. The information contained herein does not purport to be all-inclusive. The data contained herein is derived from various internal and external sources. No representation is made as to the reasonableness of the assumptions made within or the accuracy or completeness of any projections, modeling or any other information contained herein. Jet.AI Inc. (“Jet.AI” or the “Company”) assumes no obligation to update the information in this presentation.

This material is not for the benefit of, and does not convey any rights or remedies for the benefit of, any holder of securities or any other person. This material is not intended to provide the sole basis for evaluation of any transaction and does not purport to contain all information that may be required and should not be considered a recommendation or opinion of any kind with respect to any transaction. This material was not prepared to comply with the disclosure standards set forth under state and federal securities laws.

Forward-Looking Statements

This presentation contains certain forward-looking statements within the meaning of the federal securities laws with respect to products and services offered by Jet.AI and the markets in which it operates, and Jet.AI’s projected future results. These forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “plan,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties that could cause the actual results to differ materially from the expected results. As a result, caution must be exercised in relying on forward-looking statements, which speak only as of the date they were made. Factors that could cause actual results to differ materially from those expressed or implied in forward-looking statements can be found in the Registration Statement on Form S-4 filed with the Securities and Exchange Commission (“SEC”) (File No. 333-270848) and other documents filed by Jet.AI from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Jet.AI assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise.

No Offer or Solicitation

This material is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed transaction and shall not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall there be any sale of any such securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Trademarks

This presentation contains trademarks, service marks, trade names and copyrights of Jet.AI and other companies, which are the property of their respective owners. Solely for convenience, some of the trademarks, service marks, trade names and copyrights referred to in this Presentation may be listed without the TM, SM, © or ® symbols, but Jet.AI will assert, to the fullest extent under applicable law, the rights of the applicable owners, if any, to these trademarks, service marks, trade names and copyrights.

Jet.AI | flyExclusive, Inc. Merger Acquisition Overview

Jet.AI & flyExclusive, Inc. Merger Acquisition Overview

- On February 14, 2025, Jet.AI entered into a definitive agreement to **sell its aviation business and related working capital** to flyExclusive, Inc. (NYSE: FLYX).
- Transaction is an **all-stock deal** and involves spinning off Jet.AI's aviation business into a new company ("Merger Sub"), which will then be acquired by flyExclusive.
- Transaction transforms Jet.AI into a **pure-play AI Solutions and Data Center** company.
- Shareholders to **retain Jet.AI** stock and receive **new shares in flyExclusive**.
- Transaction expected to close during Q1 2026.



Transaction Details

- All-stock transaction, spinning off Jet.AI's aviation business into a new company ("SpinCo"), which in turn will be acquired by flyExclusive.
- The business combination consideration will be in the form of a number of **fully paid and non-assessable shares of common stock of flyExclusive** equal to the quotient of the purchase price, divided by the average VWAP of flyExclusive's stock for the thirty trading days immediately prior to the effective date.
- The purchase price shall be determined based on Jet.AI's **Net Cash multiplied by the Applicable Premium Percentage**.
 - **Net Cash** of at least \$12 million is a condition to closing the Business Combination and will consist of the Company's cash on hand (including any deposits held by Textron Aviation) subtracting any cash net working capital requirement mutually agreed upon, and transaction costs triggered by the closing of the Business Combination.
 - **Applicable Premium Percentage** will be between 115% and 120% equivalent to a dollar value today contemplated in the range of \$12mm to \$22mm, depending on the Net Cash value at the close of transaction.

Business Combination Rationale

- All-stock transaction enables shareholders to receive enhanced benefit from the assets of Jet.AI through **new shares in flyExclusive**, a more scaled and robust franchise.
- Shareholders will **retain their Jet.AI stock** for exposure in the rapidly expanding AI sector, where Jet.AI boasts established technology and strategic plans to scale innovation.
- flyExclusive is a **natural fit** for acquiring Jet.AI's aviation assets, as both companies operate planes from Textron Aviation and HondaJet.
- **Proven industry expertise** within Jet.AI's board and management team to execute on strategic move towards the AI data center business.
- Strategic shift into a **pure-play AI Solutions and Data Center company**
- Data centers remain the bedrock of the AI economy, and investment in this will strengthen Jet.AI's ability to **scale the tools being built** while creating long-term and sustainable returns through its proprietary software for shareholders.

Jet.AI | Consensus Core Technologies Inc. Phased Data Center Joint Venture

Jet.AI & Consensus Core Technologies Inc.

AI Data Center Joint Venture

- On June 26, 2025, Jet.AI entered into a Joint Venture Agreement with **Consensus Core Technologies Inc.** to collaborate in developing data centers under the newly formed Joint Venture entity, **Convergence Compute LLC**
- The Joint Venture will pursue development of two hyperscale data-center campuses in **Midwestern Canada** and **Maritime Canada**
- Jet.AI will contribute up to an aggregate \$20 million to Convergence Compute in five tranches, tied to specific project development milestones
- Jet.AI to receive an aggregate **2.5% equity interest in Convergence Compute** if all five tranches are consummated.
- Jet.AI and Consensus Core will each receive a **17.5% equity interest in the Midwestern and Maritime project** upon the second and third closing of the JV Contribution Agreement, respectively.



Our Upcoming Data Center Campuses

The Midwestern Project

- Located in Midwestern Canada, the site has 2 megawatts of capacity live today, which is expected to allow for rapid expansion to a full data center campus suitable for hyperscaler deployment
- The Joint Venture plans to increase capacity to 100 megawatts within the next 12 months
- Once tenanted and stabilized, the new 100 megawatts site is expected to translate to roughly **\$100 million of incremental net operating income (NOI)**

Features Include:

- 115 kV transmission line directly to the site, providing substantial power capacity for immediate and future expansion
- Property strategically positioned adjacent to a large-scale natural gas pipeline and infrastructure, enabling on-site power generation capabilities

The Martime Project

- Located in Maritime Canada, the site has 40 megawatts of immediately available substation capacity and is expected to begin operations at this level
- Capacity is expected to increase to 100 megawatts in the near term, with plans to ultimately scale beyond 1 gigawatt

Features Include:

- Property situated alongside an established large-scale critical energy hub with access to substantial natural gas resources
- Adjacent to future green energy production expansion with 10,000 acres of developable land, creating opportunities for sustainable power generation

Joint Venture Agreement Milestones

<u>Closing Event</u>	<u>Midwest Milestone</u>	<u>Maritime Milestone</u>	<u>Contribution Amount</u>
Initial	Signing Definitive Agreement	Signing Definitive Agreement	\$300,000
Second	The contribution of Consensus as set forth in Schedule 1.1 for the Initial Closing. The release of any mortgage liens on the property owned by the Midwest Data Center Project. The execution by JV LLC of a letter of intent to acquire at least 100 acres of property adjacent or proximate to the existing property owned by the Midwest Data Center Project.	Completion of Jet.AI inspection.	\$1,700,000
Third	The submission by JV LLC of a Transmission Power Load Study application with respect to the Midwest Data Center Project. Confirmation from natural gas utility or other supplier or reseller that they are willing to supply sufficient flow to operate up to the six proposed turbines.	The contribution by Consensus as set forth in Schedule 1.1 required for the Third Closing. Execution of a letter of intent by JV LLC with [Power Producer]. to acquire power from their proposed wind farm for use by the Maritime Data Center Project (the "Wind Power Project").	\$2,000,000
Fourth	Obtaining of any necessary environmental permits or studies. Delivery of site plans for establishment of utility/energy generation to the Midwest Data Center Project property, including any gas lines.	Obtaining of any necessary environmental permits or studies. Delivery of site plans for establishment of utility/energy generation to the Maritime Data Center Project property, including any gas lines. Execution of a definitive agreement with respect to the Wind Power Project.	\$4,000,000
Fifth	Execution of Hyperscale tenant letter of intent or execution of letter of intent for project financing to self-fund the Midwest Data Center Project. Execution of letter of intent or purchase order to acquire up to six turbines.	Execution of Hyperscale tenant letter of intent or execution of letter of intent for project financing to self-fund the Maritime Data Center Project.	\$12,000,000
Total			\$20,000,000

Milestone 1 (Completed)

Completed on July 2, 2025

- ✓ Jet.AI acquired 0.5% equity interest in Convergence Compute (JV entity)
- ✓ Contributed \$300,000 to Converge Compute

Milestone 2 (Completed)

Completed November 7, 2025

- ✓ Contributed \$1.7 million to Converge Compute
- ✓ Release of mortgage liens of the existing acreage owned by the Midwestern Project
- ✓ Execution of a Letter of Intent to acquire 350 acres of property adjacent to the existing property owned by the Midwestern Project (a significantly larger amount of acreage than the previously anticipated 100 acres)
- ✓ Contribution of 100% of equity interest of the Midwestern Project by Consensus Core to the joint venture
- ✓ Completion of the Maritime site inspection by Jet.AI

Why We Partnered With Consensus Core

Consensus Core – Proven Track Record

- Vancouver-based provider of high-performance GPU infrastructure and AI cloud services
- A NVIDIA cloud service partner
- Extensive experience in developing and operating large-scale infrastructure projects, demonstrating the technical expertise and infrastructure capabilities required to support advanced AI workloads at scale
- Robust portfolio of high-quality sites specifically suitable for large-scale AI infrastructure development

"Data centers and reliable power are the two building blocks of AI infrastructure. Jet.AI brings deep capital markets expertise, we bring the real estate, power and build-out know-how-that combination lets customers deploy their next-gen AI-powered products faster and at scale. As a rapidly expanding cloud computing company focused on the AI opportunity, we're building specialized solutions for AI applications. This new partnership and joint venture provides an exceptional vehicle to rapidly expand our infrastructure footprint and deliver the capacity this growing industry desperately needs."

- Wayne Lloyd, CEO of Consensus Core

Experienced Management Team

Wayne Lloyd – Co-Founder & CEO

- Leads strategic development and financing of large-scale Canadian data center projects; 10+ years of experience in tech infrastructure.
- Spearheaded Canada's first NVIDIA-powered GPU-as-a-Service project in Montréal; CFA Charterholder with a BCom from UBC.

Dr. Yan Zhang – Co-Founder & CTO

- Drives technical innovation and operations for advanced data centers; led major collaborations with NVIDIA and Cologix.
- Holds 50+ patents, 20+ years of global infrastructure leadership, and a Ph.D. in Engineering Science.

Davy Wang – Chief Cloud Officer

- Veteran cloud executive with leadership roles at AWS, Alibaba Cloud, Tencent Cloud USA, and Oracle Cloud.
- Scaled cloud operations to multibillion-dollar revenues across global markets; holds an MBA from the University of Wales.

Om Bhatia - Director

- Specializes in financing, risk, and procurement for Canadian data center growth; former Macquarie and Goldman Sachs executive.
- Holds an MBA (Notre Dame), MS and BS in Engineering, with expertise in project finance and infrastructure.

Jet.AI | AIIA Sponsor Ltd. Capital Contribution – Upcoming SPAC

Strategic Capital Contribution to Upcoming AI, Machine Learning, & Data Center Focused SPAC

AI Infrastructure Acquisition Corp. (AIIA)

- On August 14, 2025, Jet.AI announced it has made a strategic capital contribution to AIIA Sponsor Ltd., the sponsor of AIIA
- Jet.AI holds a 49.9% voting interest in AIIA Sponsor Ltd., and was founded by certain Jet.AI executive officers/directors, who also serve as officers/directors of AIIA
- AIIA will focus on transaction opportunities with high-impact private technology companies advancing AI & machine learning capabilities, and those building, operation, and/or enabling next-generation data center infrastructure
- Completed IPO with \$138 million placed in trust, reflecting an upsized offering of 13.8 million units at \$10.00 per unit, including the full exercise of the underwriters' over-allotment option

What This Means for Jet.AI

- Strengthens Jet.AI book equity after the completion of the flyExclusive transaction
- Firsthand visibility and influence over which AI/data center companies AIIA targets, creating opportunities for Jet.AI's pivot into data centers
- Potential equity upside tied to AIIA's \$138 million trust account upon completion of a value-accretive business combination
- Enhances Jet.AI's market positioning within the AI and data center infrastructure sector

AI Solutions Overview

About Jet.AI

Jet.AI is the only public pure-play **AI data center company** while also operating **aviation-specific AI software**. Leveraging a leadership team with deep expertise in data center development and AI-driven technologies, Jet.AI is building a scalable, high-performance infrastructure to support the increasing computational demands of artificial intelligence. Our suite of AI-powered tools leverages natural language processing technologies to enhance efficiency, optimize operations, and streamline private jet booking experiences. Jet.AI is positioned at the intersection of advanced computing and industry-specific innovation.

Jet.AI's Fleet Software Solutions

CharterGPT

B2C AI-Powered Charter
Booking Platform

Ava

Autonomous AI Booking &
Sales Agent

Reroute AI

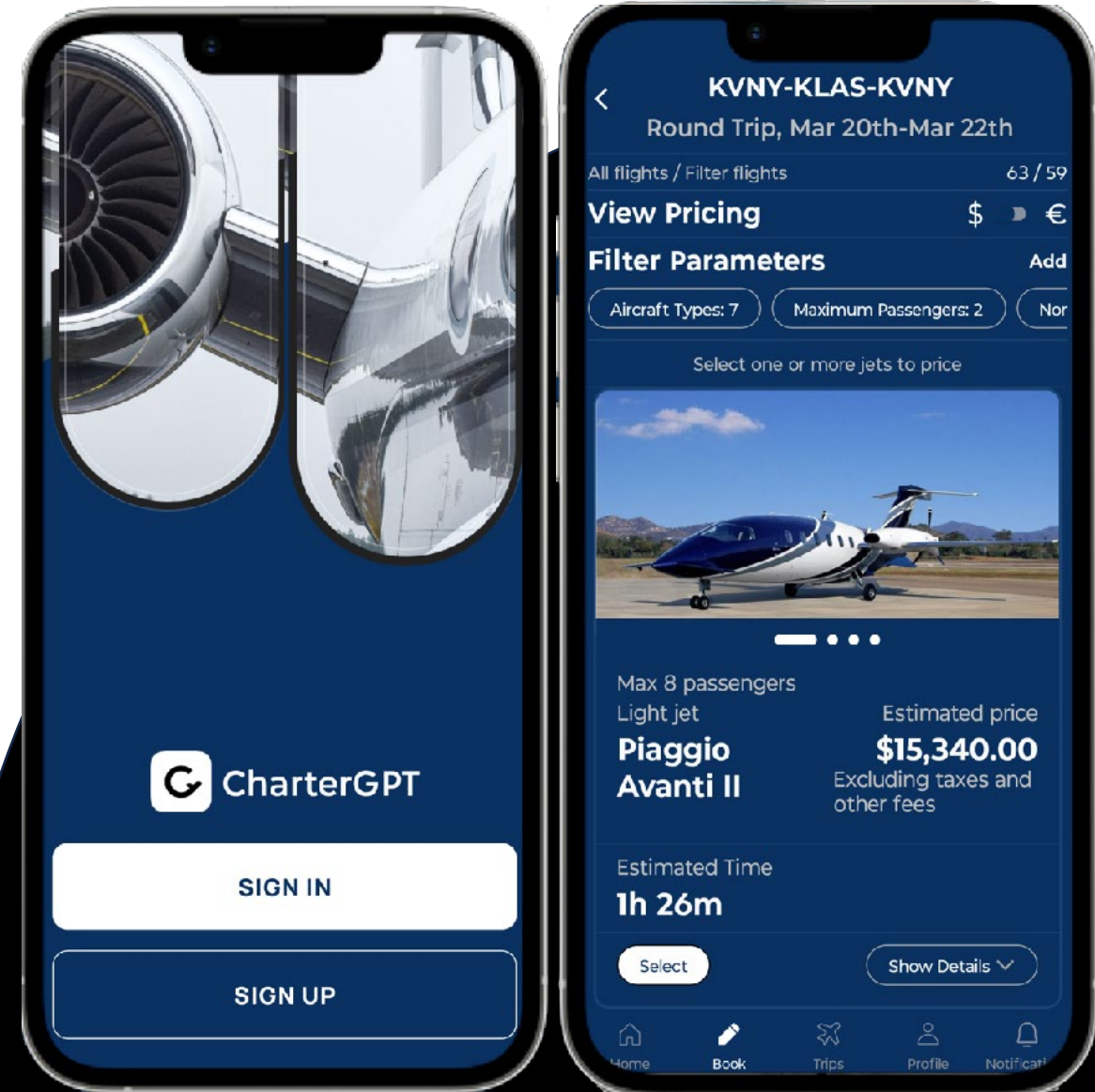
B2B Intelligent Fleet
Optimization

CharterGPT

Powered by Jet.AI

Capabilities

- Aircraft recommendation engine
- Natural language customer service
- Predictive: Destination Airport, Departure Date, Departure Time, and Ground Transportation
- Enhanced Push Notifications: Stay updated with real-time changes to travel reservations
- Carbon Tracking and Offsetting: Empowering travelers to make eco-conscious decisions directly within the app
- Book flights with “Ava” a cutting-edge agentic AI model
- Deep Linking for Trip Sheets: Ava can conclude a text conversation by providing a link that automatically opens the CharterGPT app, where the traveler can access the discussed trip



CharterGPT

Powered by Jet.AI



Natural Language Outreach: automates the process of confirming the accuracy and availability of aircraft quoted on Avinode by calling the private jet operator.



Payment Reconciliation: identifies and ties-out funding for each charter.



Contract Reconciliation: makes the customer-facing contract match charter operator's contract.

The back-end functionality of CharterGPT utilizes AI to automate what is traditionally the manual processes of charter brokerage.

Ava - Agentic AI Model

Powered by Jet.AI

Call History			
View and analyze your recent calls			
Date & Time	Agent	Call ID	Duration
03/05/2025, 03:09 AM	CBA CGPT Booking Agent agent_1fc	cal_1cd...	7:00
03/04/2025, 08:27 AM	VA Virtual Assistant agent_3cd	a96xsiwcp...	8:24
03/04/2025, 06:32 AM	SA Sales Assistant agent_5gh	6v8nhvcq0...	1:14
03/03/2025, 09:51 PM	CBA CGPT Booking Agent agent_1fc	pi373cpvdu...	8:48
03/03/2025, 03:01 PM	SA Sales Assistant agent_5gh	c7kn922y4e...	7:44
03/03/2025, 04:06 AM	SA Sales Assistant agent_5gh	f6v6q79v15...	14:36

Call Details

The user inquired about charter flights to Los Angeles for a trip at the end of May, initially considering dates that included the Memorial Day blackout period. After discussing various departure options and alternative airports, the user requested quotes for flights, ultimately expressing interest in finding the cheapest option available. The call ended with the agent offering to continue searching for more affordable flights, but the user decided to end the call.

Transcription

[Download](#)

Transcription

Detail Logs

- A Agent** 0:00
Welcome to Jet AI CharterGPT! Please note this call is being recorded. How can I assist you with your private charter needs today?
- U User** 0:00
I want to take a trip end of May when my some good day be to fly to LA?

The World's First Fully Autonomous L5 Sales Agent for Private Jet Booking



Zero Human Intervention – From inquiry to booking, Ava handles it all—instantly, flawlessly, 24/7.



10x Faster Than Humans – Processes inquiries, pricing, and bookings across multiple platforms in seconds.



1/10 to 1/100 the Cost of Traditional Sales Teams – AI-driven efficiency slashes overhead while boosting conversions.



Unmatched Multi-Search Capability – Scans multiple dates, platforms, and route combinations in real time to find the perfect flight.



Scalable & Unstoppable – The future of private aviation sales, cutting costs and maximizing conversions like never before.

Call or text [+1-888-492-4538](tel:+18884924538).

Reroute Search

Login / Sign up

Trip from KAPF to KPWK on March 7th, 2025 01:00 PM (1 Selected)

From

To

Date

Time

KAPF (Naples Muni...)

KPWK (Chicago Exe...)

March 7th, 2025

01:00 PM

Suggested Reroute

Empty Leg

Your Request

Other Operators

If no aircraft fit your requirements in your fleet you may submit a sub-charter request on another empty leg in the Reroute AI system.

Aircraft

Filters

Columns

Original Origin	Original Destination	Aircraft	Initial Empty Leg Flight Time	Incremental Flight Time	Availability
<input checked="" type="checkbox"/> KAPF	CYYZ	CHALLENGER 300	2:54 Hr	1:06 Hr	<div>From: March 7th, 2025 2:06 PM</div> <div>To: March 9th, 2025 2:06 PM</div>

1 of 1 row(s) selected.

Clear Results

Request A Reroute

New Search

Reroute AI

Powered by Jet.AI

01

Transform a wasted empty leg into an opportunity to book new charter by changing the destination(s).

02

Reroute searches for published empty legs by partner operators and optimizes which aircraft to utilize for the requested city pair.

03

Potential for significant cost savings for consumer and incremental margin increases for operators.

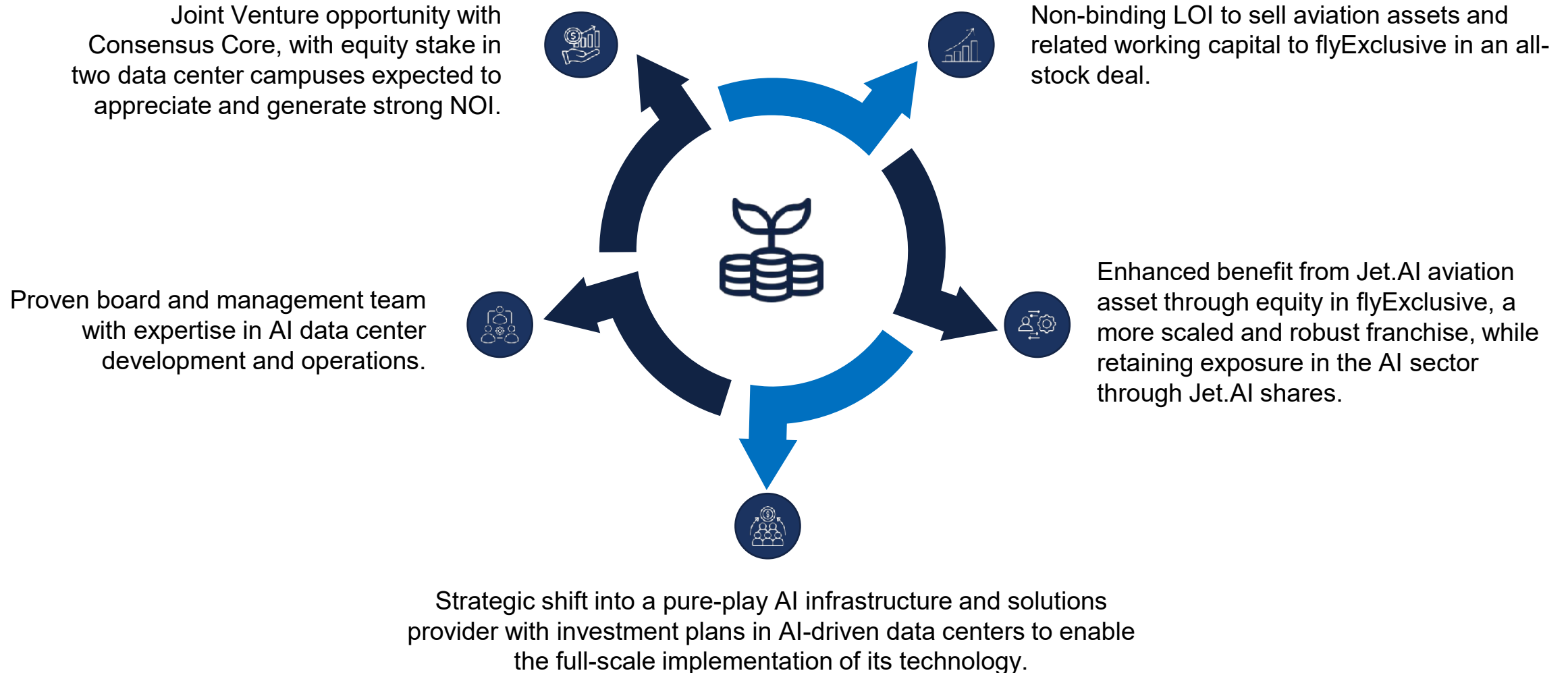
Reroute offers to increase revenue generating aircraft utilization for the 5,000+ Part 135 charter operators in the US.

Financial Summary

- Nine Months 2025 Revenue = \$7.4 million
 - Software App and Cirrus Charter = \$3.8 million
 - Jet Card and Fractional Programs = \$0.9 million
 - Management and Other Services = \$2.7 million
- Cash balance of \$3.5 million as of 9/30/25
- 4,237,256 million Shares Outstanding as of 11/28/25
- Average Three-Month Daily Volume as of 12/15/25 = 138K
- Market Cap as of 12/15/25 = \$5.3 million



Investment Highlights



The Jet.AI Team



Mike Winston, CFA

FOUNDER, INTERIM CEO

Mike has **15 years of experience in finance**, with recent focus on private aviation. Institutional Investor Magazine has recognized Mr. Winston for professional excellence; he has been quoted in the Wall Street Journal and has appeared on CNBC. (BA Cornell, MBA Columbia)



George Murnane

INTERIM CFO

George has over thirty years of experience in aviation and is a pilot with commercial, instrument and multi-engine ratings. He was formerly the CEO of ImperialJet and COO of VistaJet. (BA U. Penn, MBA Wharton)



Patrick McNulty

COO

Patrick spent **eight years with Honda Aircraft Company as a manager of Sales Operations and Business Development**. He is **regarded as one of the world's leading experts on the HondaJet** with prior experience at Eclipse Jet and Rolls Royce Aerospace. (BS Eng. and MBA Embry-Riddle Aeronautical University)



Jacob Wellinghoff

CTO

Jacob has over **15 years of developer and technical experience**, previously serving as a Technical Program Manager at Meta and as the Chief Technical Officer at GridPolicy.



Kienan Franklin

VP OF SALES

Kienan previously spent six successful years focused on new **aircraft sales of Cessna's CitationJet series**. (BA Univ. Kentucky)

JET.AI



Contact Us

Investor Relations

Gateway Group

Jet.AI@gateway-grp.com

949-574-3860