

---

---

**ANNEX C**

**OPINION OF RS BOARD'S FINANCIAL ADVISOR**

---

---

June 24, 2025

The Board of Directors  
RealSource Properties, Inc.  
2089 East Fort Union Blvd  
Salt Lake City, UT 84121

To the Board of Directors:

The Board of Directors (the “Board of Directors”) of RealSource Properties, Inc., a Maryland corporation (the “Company”), requested that Scalar, LLC (“Scalar,” “we”, “our”, or “us”) provide an opinion (“Opinion”) as to (i) the fairness, from a financial point of view, to the holders of the Company’s common stock, par value \$0.01 per share (the “Company Common Stock”), of the Exchange Ratio provided for in the merger (the “Company Merger”) between the Company and Cottonwood Communities GP Subsidiary, LLC (“Merger Sub”), a wholly owned subsidiary of Cottonwood Communities, Inc. (“CCI”), pursuant to the Merger Agreement (defined below), and (ii) the fairness, from a financial point of view, to the Company of the Pre-Merger Transaction Consideration to be issued in connection with the Pre-Merger Transactions (defined below) pursuant to the Internalization Agreement (defined below).

### **Overview of the Transaction:**

The terms of the Transaction are set forth in:

- (i) the draft Agreement and Plan of Merger dated as of June 23, 2025 (the “Merger Agreement”), among the Company and its affiliates RealSource Properties OP, LP (“RSOP”) and RealSource Advisor Holdings, LLC (“RS Advisor Holdings”) (solely with respect to specified sections of the Merger Agreement, in its capacity as the Company Representative), and Merger Sub and its affiliates CCI and Cottonwood Residential O.P., LP (“CROP”); and
- (ii) the draft Internalization Agreement dated as of June 21, 2025 (the “Internalization Agreement” and, together with the Merger Agreement, the “Agreements”), among the Company, RSOP, RealSource Properties Advisor, LLC (“RS Advisor”), RS Properties Management, LLC (“RS Property Manager”), RealSource Management, LLC (“RSM”), RS Advisor Holdings, RSP Management Holdings, LLC (“RSPM Holdings”), Michelle M. Hanks (as trustee of the Lake Louise Trust, Dated April 14, 2021) (the “Lake Louise Trust”), Mark Hanks (as an individual) (“M. Hanks” and together with RS Advisor Holdings, RSPM Holdings and Lake Louise Trust, the “Contributors” and each a “Contributor”), and Kelly Randall (as an individual) and M. Hanks (each as a Contributor Representative, solely with respect to specified sections of the Internalization Agreement).

Capitalized terms used but not defined in this letter have the meanings ascribed thereto in the Merger Agreement.

The Merger Agreement provides, among other things, that in the Company Merger, CCI will pay the Exchange Ratio (defined below) in shares of CCI's Class I common stock, par value \$0.01 per share (the "CCI Class I Common Stock"), for each share of Company Common Stock issued and outstanding as of the Company Merger Effective Time. The "Exchange Ratio" is defined as the ratio obtained by dividing (i) the quotient obtained by dividing (x) \$211,970,300 by (y) 20,644,956 by (ii) the quotient obtained by dividing (x) \$726,025,416 by (y) 62,882,077, subject to certain adjustments as set forth in the Merger Agreement. Immediately prior to the Company Merger, the Merger Agreement provides that CROP and RSOP will complete the Partnership Merger. CROP will pay the Exchange Ratio, in CROP Common Units, for each unit of RSOP Common Units issued and outstanding as of the Partnership Merger Effective Time.

Prior to, and as a condition to, the Company Merger and the Partnership Merger, the Company, RSOP and certain of their affiliates will complete certain Pre-Merger Transactions pursuant to the Internalization Agreement such that the management of the Company and RSOP will be internalized. The Internalization Agreement provides, among other things, that in the Pre-Merger Transactions, RSOP will issue to the Contributors the Pre-Merger Transaction Consideration (defined as 2,142,135.1721 RSOP Common Units), in exchange for all of the outstanding equity interests in RS Advisor Holdings (the "RS Advisor Equity Interests"), RS Property Manager (the "RS Property Manager Interests") and RSM (the "RSM Equity Interests") held by the Contributors.

The Company Merger, the Partnership Merger, the Pre-Merger Transactions and the other transactions contemplated by the Merger Agreement, the Internalization Agreement and any related agreements are referred to herein as the "Transaction."

### **Scalar's Procedures and Processes:**

In arriving at our Opinion, among other things, we have:

- (i) reviewed a draft, dated June 23, 2025, of the Merger Agreement;
- (ii) reviewed a draft, dated June 21, 2025, of the Internalization Agreement;
- (iii) reviewed certain publicly available business and financial information relating to the Company, RSOP and CCI;
- (iv) reviewed certain historical financial information and other data relating to the Company that were provided to us by the management of the Company, approved for our use by the Company, and not publicly available;
- (v) reviewed certain internal estimates and other data (including brokers opinions of value and appraisals related to certain properties) relating to the business and financial prospects of the Company, RSOP and CCI that were provided to us by the management of the Company and CCI and approved for our use by the Company, and not publicly available;

- (vi) reviewed certain internal financial forecasts, estimates, and other data (including brokers opinions of value and appraisals related to certain properties) relating to the business and financial prospects of the Company that were provided to us by the management of the Company, approved for our use by the Company, and not publicly available, including financial forecasts and estimates for the fiscal years ending December 31, 2025, through December 31, 2029 prepared by the management of the Company (the “Company Forecast”);
- (vii) reviewed certain internal financial forecasts, estimates, and other data (including brokers opinions of value and appraisals related to certain properties) relating to the business and financial prospects of CCI that were provided to us by the management of CCI, approved for our use by the Company, and not publicly available, including financial forecasts and estimates for the fiscal years ending December 31, 2025, through December 31, 2031 prepared by the management of CCI (the “CCI Forecast”);
- (viii) reviewed current and historical estimated share prices of the Company Common Stock and the CCI Class I Common Stock, as well as the current and historical estimated unit prices of the RSOP Common Units, in each case, as reported by the Company and CCI;
- (ix) reviewed certain financial and NAV data of the Company, RSOP and CCI and compared that data with similar publicly available data for certain other companies;
- (x) reviewed certain pro forma effects relating to the Transaction, including the effects of anticipated financings, prepared by management of the Company and approved for our use by the Company; and
- (xi) conducted such other financial studies, analyses and investigations, and considered such other information and factors, as we deemed necessary or appropriate for providing the Opinion.

### **Limiting Conditions and Assumptions:**

In performing our analysis and rendering this Opinion, with your consent, we have relied upon and assumed, without assuming liability or responsibility for independent verification, the accuracy and completeness of information and data that was publicly available or was furnished, or otherwise made available to us or discussed with or reviewed by us. We have further relied upon the assurances of the management of the Company that the financial information provided has been prepared on a reasonable basis in accordance with industry practice, and that they are not aware of any information or facts that would make any information provided to us inaccurate, incomplete or misleading.

Without limiting the generality of the foregoing, for the purpose of this Opinion, we have been advised by the Company, and we have assumed, with respect to financial forecasts (including, without limitation, the Company Forecast and the CCI Forecast), estimates, pro forma effects, and other forward-looking information reviewed by us (collectively, “Forward-Looking Information”), that such information has been reasonably prepared in good faith based on assumptions reflecting the best currently available estimates and judgments of the management of the Company and CCI (as applicable) as to the expected future results of operations and financial condition of the Company, RSOP and CCI and their respective businesses and assets. We assume no responsibility for and express no opinion as to any such Forward-Looking Information

or the assumptions on which they were based. This Opinion does not address, and does not express any opinion or view with respect to, any legal, regulatory, taxation, or accounting matters, as to which we understand that you have obtained such advice as you deemed necessary from qualified professionals, and we have assumed the accuracy and veracity of all assessments made by such advisors to the Company with respect to such matters.

In arriving at our Opinion, with your consent and without independent verification, we have relied upon and assumed that except as would not be in any way meaningful to our analysis: (i) the final executed form of the Agreements will not differ materially from the drafts of the Agreements that we have reviewed, (ii) the representations and warranties of all parties to the Agreements, and any related Transaction documents, are correct and that such parties will comply with and perform all covenants and agreements required to be complied with or performed by such parties under the Agreements and any related Transaction documents, (iii) the Transaction will be consummated in accordance with the terms of the Agreements and related Transaction documents, without any waiver, amendment or modification of any term or condition thereof, and (iv) there has been no change in the assets, liabilities, financial condition, business, results of operations, cash flows or prospects of any party to the Agreements since the date of the most recent financial statements and other information, financial or otherwise, made available to us. Additionally, we have assumed that (x) the Transaction will be consummated in a manner that complies in all respects with all applicable foreign, federal, state and local statutes, rules and regulations and (y) all governmental, regulatory, or other third-party approvals and consents necessary for the consummation of the Transaction or otherwise contemplated by the Agreements will be obtained without any adverse effect on the Company, RSOP or CCI, or on the expected benefits of the Transaction, in any way meaningful to our analysis or this Opinion. At the direction of the Company, we have relied upon the assessments of the management of the Company as to, among other things, (a) the potential impact on the Company of certain market, competitive and other trends and developments in and prospects for the multifamily residential real estate industry and related credit and financial markets, (b) current and future obligations of the Company, (c) existing and future agreements and arrangements with, and the ability to attract, retain and/or replace, key employees (as applicable), tenants and other commercial relationships of the Company and (d) the ability to integrate the operations of the Company. We have assumed, at the Company's direction, that there will be no developments with respect to any such matters that would have an adverse effect on the Company, RSOP, CCI or the Transaction (or the expected benefits of the Transaction) or that otherwise would be meaningful in any respect to our analyses or this Opinion. Further, we have relied upon and assumed, at the Company's direction and without independent verification, that (1) the Mergers will qualify for the tax treatment contemplated by the Merger Agreement, including that the Company Merger will qualify for U.S. federal income tax purposes as a reorganization under the provisions of Section 368(a) of the Internal Revenue Code of 1986, as amended, (2) the Pre-Merger Transactions will qualify for the tax treatment contemplated by the Internalization Agreement, including that (i) the contributions of the RS Advisor Equity Interests and the RS Property Manager Interests will be treated for U.S. federal income tax purposes as a contribution by each Contributor of the assets of RS Advisor and RS Property Manager to RSOP in exchange for RSOP Common Units, and not as a transaction in which such Contributor is acting other than in its capacity as a prospective limited partner in RSOP, and (ii) the contributions of the RSM Equity Interests will qualify for U.S. federal income tax purposes as an "assets-over-form" merger of RSM and RSOP pursuant to Treasury Regulations Section 1.708-1(c)(3)(i), with RSOP treated as the "resulting partnership" and RSM treated as terminated for U.S.

federal income tax purposes, and (3) the Exchange Ratio will not be subject to adjustments for Transaction Expenses or any other adjustments provided for in the Merger Agreement, including Section 3.1(c) thereof.

In arriving at our Opinion, we have not performed any appraisals or valuations of any specific assets or liabilities (fixed, contingent, off-balance sheet, accrued, derivative or otherwise) of the Company, RSOP, CCI or any other party, nor have we evaluated the solvency of the Company, RSOP, CCI or any other party under any state or federal law relating to bankruptcy, insolvency or similar matters. We also have not made any physical inspection of, and we express no opinion or view with respect to, any specific properties or assets of the Company, RSOP, CCI or any other party. The analyses performed by us in connection with this Opinion were going concern analyses, assuming the Transaction was consummated. Without limiting the generality of the foregoing, we have undertaken no independent analysis of any pending or threatened litigation, regulatory action, possible unasserted claims or other contingent liabilities, to which the Company, RSOP, CCI or any other entity or person is a party or may be subject, and at your direction and with your consent, our Opinion makes no assumption concerning, and therefore does not consider, the possible assertion of claims, outcomes or damages arising out of any such matters.

This Opinion is necessarily based upon financial, economic, monetary, market, and other conditions as in effect on, the information available to us as of, and the facts and circumstances as they exist on, the date hereof and our Opinion speaks only as of the date hereof. As you are aware, the credit and financial markets, and the industry and geographic regions in which the Company, CCI and their respective affiliates operate, have experienced and continue to experience volatility and we express no opinion or view as to any potential effects of such volatility on the Company, CCI, their respective affiliates or the Transaction (or any expected benefits of the Transaction). It should be understood that events occurring after the date hereof could affect this Opinion and the assumptions used in preparing this Opinion. We have not undertaken to update, reaffirm, or revise this Opinion or otherwise comment upon any events occurring after the date hereof, material information provided to us after the date hereof, or any change in facts or circumstances that occur after the date hereof, and do not have any obligation to update, revise, or reaffirm this Opinion.

We have been engaged to provide valuation services to the Company and we will receive a fee from the Company for providing our services and rendering this Opinion. No portion of these fees is refundable or contingent upon the consummation of the Transaction or the conclusion reached in this Opinion. The Company has also agreed to indemnify us against certain liabilities and reimburse us for certain expenses in connection with our services. In the past three years, we and our affiliates have provided advisory services to CCI and certain of its respective affiliates unrelated to the proposed Transaction, for which we and our affiliates received compensation, including acting as financial advisor to CCI in its business combination with Cottonwood Multifamily Opportunity Fund, Inc. We and our affiliates may also provide, or seek to provide, such services to the Company, CCI or their respective affiliates in the future and expect to receive fees for the rendering of these services. In the ordinary course of business, certain of our employees and affiliates, or entities in which they have invested, may hold or trade, for their own accounts and the accounts of their investors, securities of the Company, CCI or their respective affiliates and, accordingly, may at any time hold a long or short position in such securities.

The issuance of this Opinion was approved by an authorized committee of Scalar.

This Opinion is provided solely for the benefit of the Board of Directors (in its capacity as such) in connection with, and for the sole purpose of, its evaluation of the Company Merger and the Pre-Merger Transactions, and is not intended to and does not constitute a recommendation to any stockholder as to how such stockholder should vote or act with respect to the Company Merger, the Partnership Merger, the Pre-Merger Transactions, the Transaction or any other matter. This Opinion shall not be disclosed, referred to, published, or otherwise used (in whole or in part), nor shall any public references to us or this Opinion be made, without our prior written approval.

Our Opinion does not address, and does not express any opinion or view with respect to, the Company's underlying business decision to engage in the Transaction, the relative merits of the Transaction as compared to other business strategies or transactions that might be available to the Company or in which the Company might engage. In connection with our engagement, we were not requested to, and did not, solicit interest from other parties with respect to an acquisition of, or other business combination with, the Company or any other alternative transaction. This Opinion addresses only, to the extent expressly specified herein and as of the date hereof, (i) the fairness, from a financial point of view, to the holders of Company Common Stock of the Exchange Ratio provided for in the Company Merger pursuant to the Merger Agreement and (ii) the fairness, from a financial point of view, to the Company of the Pre-Merger Transaction Consideration to be issued in connection with the Pre-Merger Transactions pursuant to the Internalization Agreement, and no opinion or view is expressed with respect to the exchange ratio provided for in the Partnership Merger pursuant to the Merger Agreement or, except as set forth in clause (i) of this sentence, any consideration received in connection with the Transaction by the holders of any class of securities, creditors or other constituencies of any party. We have not been asked to, nor do we, offer any opinion or view, other than with respect to the Exchange Ratio and the Pre-Merger Transaction Consideration to the extent expressly specified herein, as to the terms or other aspects or implications of the Agreements or any related documents or of the Transaction (including its form or structure) or any related transaction (including any agreement or transaction between, or the fairness of the Transaction to, the Company, RSOP, CCI, any of their respective affiliates or any other constituencies). We have not been asked to, nor do we, offer any opinion with respect to any ongoing obligations of the Company or any of its affiliates (including any obligations with respect to governance, appraisal rights, preemptive rights, registration rights, voting rights, or otherwise) contained in any agreement related to the Transaction or under applicable law, any allocation of the Transaction consideration (or any portion thereof), or the fair market value of the Company, RSOP, CCI, the Company Common Stock, the RSOP Common Units, the CCI Class I Common Stock or any other securities. In addition, we express no opinion as to the fairness of the amount or nature of any compensation or other consideration to be received by any officers, directors, or employees of any parties to the Transaction or of their respective affiliates, or any class of such persons, whether relative to the Transaction consideration or otherwise. We express no opinion as to what the value of the CCI Class I Common Stock or the RSOP Common Units will be when issued pursuant to the Transaction or the prices at which the Company Common Stock, the RSOP Common Units, the CCI Class I Common Stock or any other securities may trade or otherwise be transferable at any time, including following the announcement or consummation of the Transaction. This Opinion should not be constructed as creating any fiduciary duty of Scalar (or any of its affiliates) to any other party. To the extent any of the foregoing assumptions or any of the facts on which this

Opinion is based is or becomes untrue, inaccurate or incomplete in any material respect, this Opinion cannot and should not be relied upon.

**Based upon and subject to the foregoing, including the various assumptions and limitations set forth herein, it is our opinion as of the date hereof that (i) the Exchange Ratio provided for in the Company Merger pursuant to the Merger Agreement is fair, from a financial point of view, to the holders of Company Common Stock, and (ii) the Pre-Merger Transaction Consideration to be issued in connection with the Pre-Merger Transactions pursuant to the Internalization Agreement is fair, from a financial point of view, to the Company.**

Sincerely,

*Scalar, LLC*

Scalar, LLC