



Creating Vertically Intelligent Organizations

Investor Presentation

August 2022

TSXV:NOW



NowVertical

Disclaimer

Cautionary Note Regarding Forward-Looking Information

This document includes information, statements, beliefs and opinions which are forward-looking, and which reflect current estimates, expectations and projections about future events. Statements containing the words "believe", "expect", "intend", "should", "seek", "anticipate", "will", "positioned", "project", "risk", "plan", "may", "estimate" or, in each case, their negative and words of similar meaning are intended to identify forward-looking statements. By their nature, forward-looking statements involve a number of known and unknown risks, uncertainties and assumptions concerning, among other things, NowVertical Group Inc.'s ("NOW" or the "Company") anticipated business strategies including future acquisitions, anticipated trends in the Company's business and anticipated market share, that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. These risks, uncertainties and assumptions could adversely affect the outcome and financial effects of the plans and events described herein. In addition, even if the outcome and financial effects of the plans and events described herein are consistent with the forward-looking statements contained in this document, those results or developments may not be indicative of results or developments in subsequent periods. Although NOW has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors and risks that cause actions, events or results not to be as anticipated, estimated or intended. Forward-looking information contained in this presentation is based on the Company's current estimates, expectations and projections, which the Company believes are reasonable as of the current date. The Company can give no assurance that these estimates, expectations and projections will prove to have been correct. Forward-looking statements contained in this document are made as of the date of this presentation and, except as required by applicable law, the Company assumes no obligation to update or revise them to reflect new events or circumstances. Historical statements contained in this document regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. In this regard, certain financial information contained herein has been extracted from, or based upon, information available in the public domain and/or provided by the Company. No statement in this document is intended to be nor may be construed as a profit forecast.

To the extent any forward-looking information in this presentation constitutes "future-oriented financial information" or "financial outlooks" within the meaning of applicable Canadian securities laws, such information is being provided to demonstrate the anticipated market penetration and the reader is cautioned that this information may not be appropriate for any other purpose and the reader should not place undue reliance on such future-oriented financial information and financial outlooks. Future-oriented financial information and financial outlooks, as with forward-looking information generally, are, without limitation, based on the assumptions and subject to the risks set out above under the heading "Cautionary Note Regarding Forward-Looking Information". The Company's actual financial position and results of operations may differ materially from management's current expectations and, as a result, the Company's revenue and expenses may differ materially from the revenue and expenses profiles provided in this presentation. Such information is presented for illustrative purposes only and may not be an indication of NOW's actual financial position or results of operations.

This document refers to Adjusted Revenues, Adjusted EBITDA and EBITDA because certain investors may use this additional information to assess the Company's performance and also determine the Company's ability to generate cash flow. These non-IFRS measures do not have any standardized meaning prescribed by IFRS, should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS, and are not necessarily indicative of operating results presented under IFRS. The Company presents Adjusted Revenues to eliminate the impact of acquisition accounting adjustments to its reported Revenues and presents Adjusted EBITDA to adjust EBITDA for items such as stock-based compensation expenses, acquisition accounting adjustments, transaction expenses related to acquisitions, transactional gains or losses on assets, asset impairment charges, operational restructuring costs, non-recurring expense items, and restructuring costs, and may include impact to the full year of cost synergies related to the reduction of employees in relation to acquisitions.

All figures in this document are in US\$ unless otherwise stated.



Provides

A Network of Big Data/A.I.
and Enterprise Technologies
Led by Industry Experts



Delivers

Data Governance, Security,
Automation and Predictive
and Prescriptive Analytics

Resulting in

The confidence to make **bold data-**
backed decisions

TSXV:NOW

NOW's Opportunity

IPO

July 5, 2021

9

Acquisitions

\$31.2M

Pro Forma TTM
Adjusted Revenues¹

150

Customers

7

Verticals Served

~355

Employees

TSXV: NOW As at August 25, 2022

Share Price (C\$)	\$0.77
Market Cap. (C\$)	\$48.2M
Issued Common Shares	43,287,748
Options	4,323,227
Total Fully Diluted	62,895,685

State of Corporate Data Initiatives 2022²

Organizations across a range of industry segments, including retail, consumer packaged goods, manufacturing, publishing, high-tech, government, and professional sports

92%

of companies report increasing investment in Data and AI in 2022

56.5%

of enterprises are driving business innovation with Data

39%

of companies are managing data as a business asset

19%

of companies have become data-driven

How enterprises are using data

64%

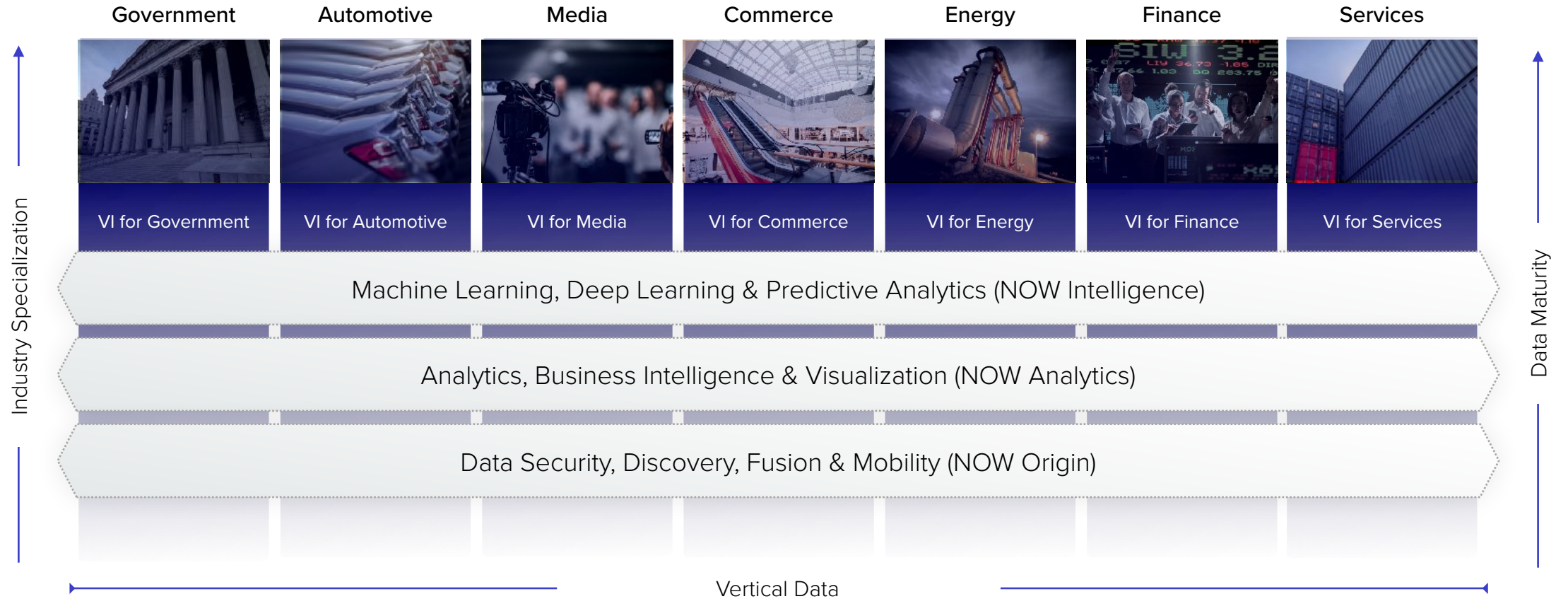
of companies report using data for Growth and Innovation

36%

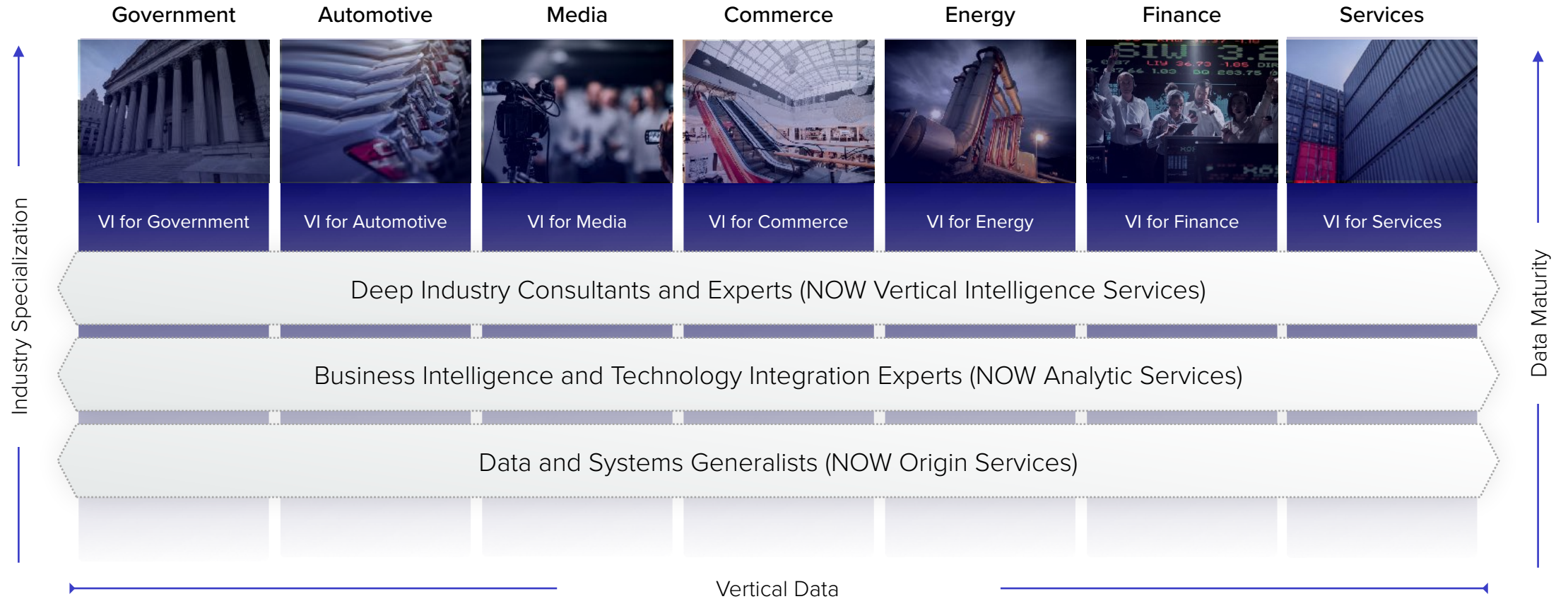
of companies report using data for Regulatory and Efficiency



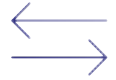
Building Vertical Intelligence Through Software



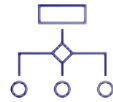
Driving Customer Transformation Through Services



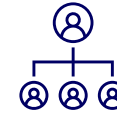
NOW Highlights



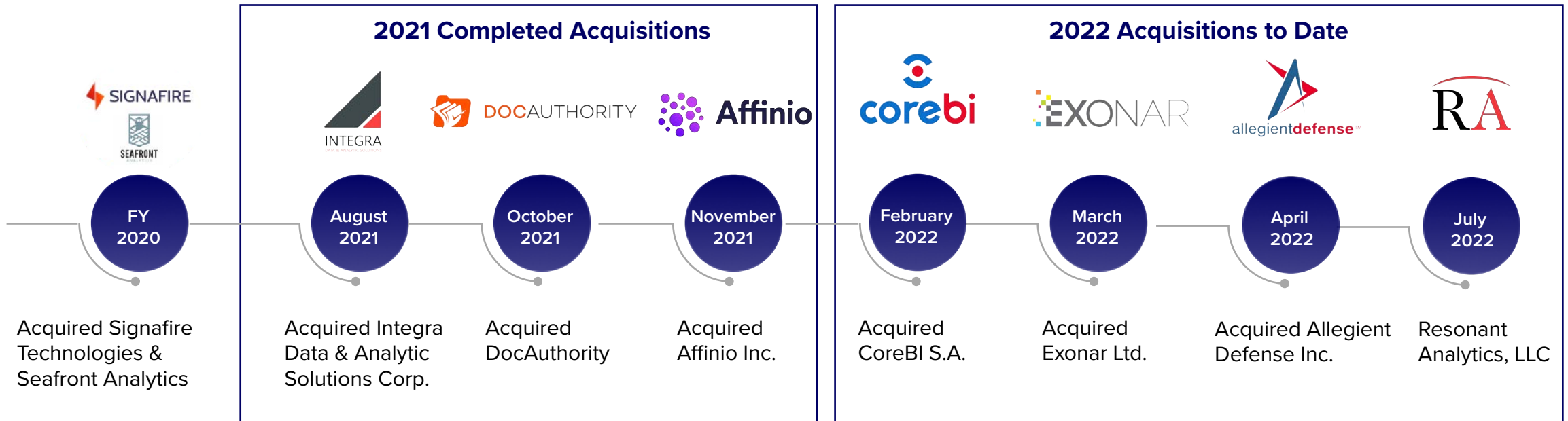
Flexible acquisition & integration capabilities



9 acquisitions in 18 months



Targeting 3 to 5 additional acquisitions in 2022



Select Software and Solutions Use Cases

NOW Fusion



Use Case

- Implemented NOW fusion to fuse up to 50 structured and unstructured databases, removing silos and increasing cross-organization data access
- Conducted Machine + Human analysis of billions of data records in real-time.

Outcomes

- Improved R&D
- Preemptive Recalls
- Manufacturing efficiencies
- Early threat detection

NOW Privacy



Use Case

- Arrow needed to scale access and control for highly sensitive, multi-structured financial data
- Approached Exonar, a part of NOW Origin, to gain total visibility over a data estate exceeding 160TB

Outcomes

- Achieved top-down, bottom-up, left-to-right visibility over its data
- Increased revenues, cost savings on data storage, regulatory compliance with easy-to-use workflows and dashboards

NOW Affinio



Use Case

- Needed real-time information on viewing / listening audiences
- Looking for ways to better target content to customers

Outcomes

- Better insight for content creation decisions
- More fine-tuned recommendation engines
- stronger insights into marketing and ad placements

Leveraging Deep Expertise and Proven Experience on a Global Scale¹

Select Clients

Government

Department of Defense	Special Operations Command
Department of State	Army Research Office
United States Coast Guard	Office of Naval Research

Media

Universal Music Group	Disney
HBO	Amazon Prime
DirectTV	FOX
Lions Gate	Netflix
Twitter	Starz

Energy

Suncor Energy	Chevron
Pembina Pipeline	Pan American Energy
Violia	Raizen Energy

Security

Guide Post
Chubb
National Cyber Deception Lab

Enterprise

General Motors	Ford
Porsche	Nike
Danone	Dell
Nestle	Latam Airlines
Prosegur	AstraZeneca
Technofarma	Novartis
ABInbev	Fiat
Monsanto	Tenaris
General Electric	Ralph Lauren

Service Providers

Metlife	Publics Group
IPG	Arrow Global
Stroke Association	Campden BRI
Saga	

Financial Services

Lloyds Banking Group	Bancor
Paragon Bank	EFG Bank
Anon	IPG
Prisma	ICBC



■ NOW Offices
■ NOW Operations

¹ Including current, and former clients.



Attractive and Expanding Client Base

	2021			2022		
	% of Total Revenue	Count of Clients	% of Cumulative Revenue	% of Total Revenue	Count of Clients	% of Cumulative Revenue
Above \$1M	46.90%	3	46.90%	58.12%	7	58.12%
\$500k - \$999k	11.39%	4	58.29%	11.99%	7	70.12%
\$250k - \$499k	29.47%	12	87.76%	11.96%	11	82.07%
\$100k - \$249k	4.06%	6	91.82%	7.89%	16	89.96%
Up to \$99k	8.18%	63	100.00%	10.04%	105	100.00%

\$30.1M

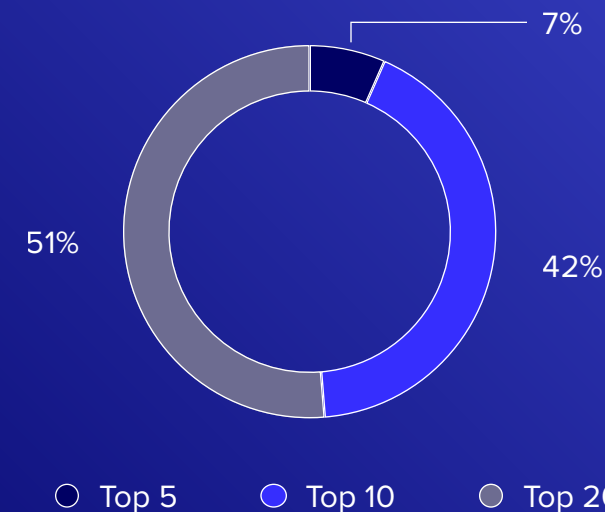
Pro Forma TTM
Adjusted Revenues¹



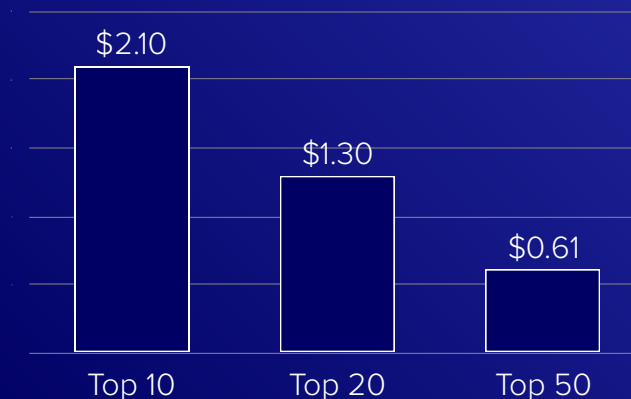
~\$40M

Estimated 2022
Run Rate

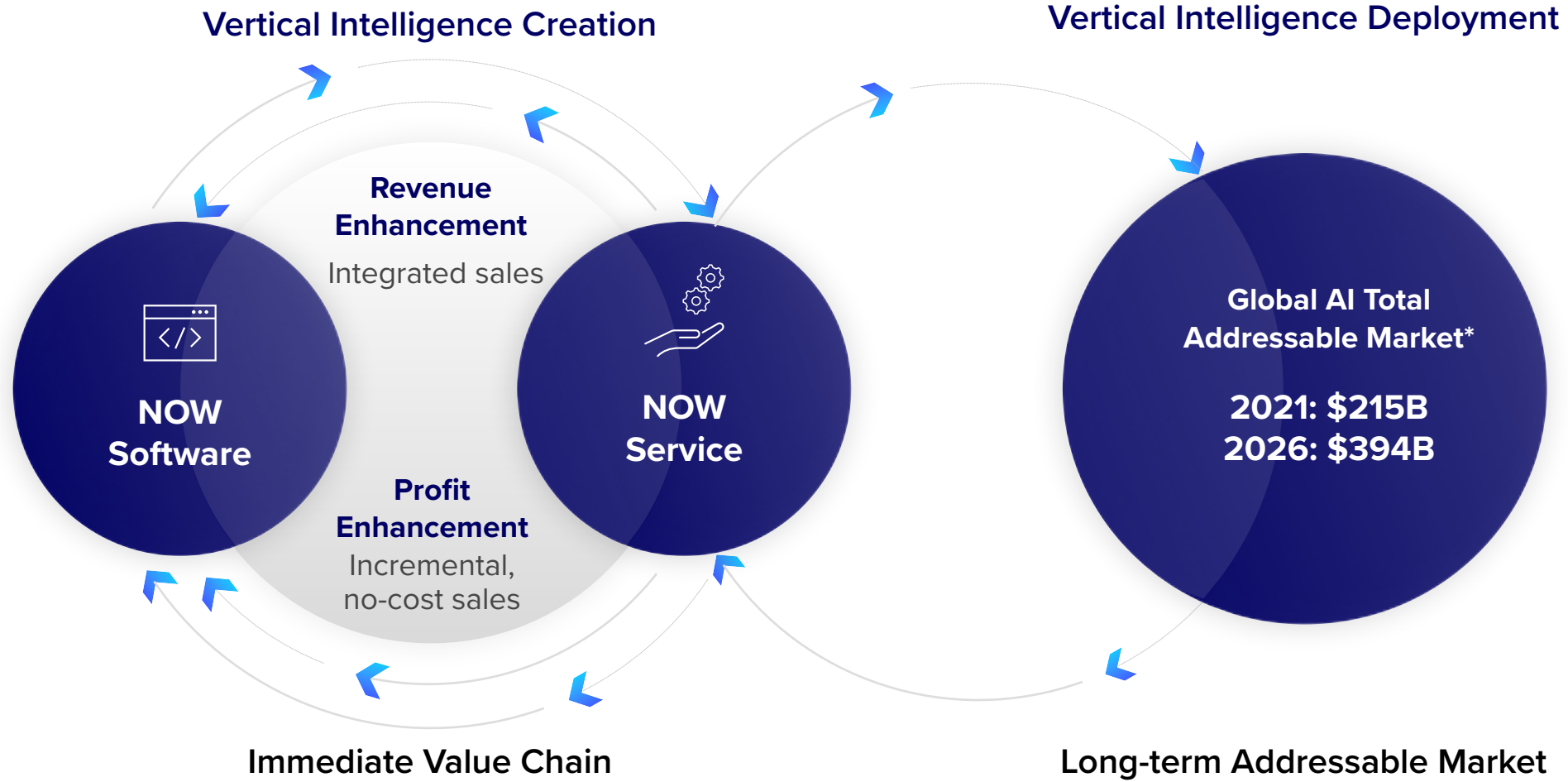
Revenue Concentration by Client



Average Revenue by Client (M\$)



A Virtuous Value Business Model



Naturally Positioned to Consolidate a Fragmented Market

- Clear synergies with potential for cross customer selling
- Platform expansion
- Footprint expansion
- A large portion of recurring revenue business
- Experienced staff

What makes a target compelling?

M&A strategy

- Cash and Equity approach
- Targeting Adjusted EBITDA Margin >15%
- 70%+ Gross Margins



Why companies choose NOW

- Full or partial payout
- Fast process
- Performance upside
- Expanded offering for existing clients
- Centralized marketing operations
- Long-term outlook

Targeting 10x revenue growth through accretive, in-motion acquisition targets

Experienced Management Team



Daren Trousdell

Chairman & Chief Executive Officer

Technology and Digital Media entrepreneur with 20+ years of experience founding and growing companies across Fintech, Advertising and Media

- Founded NowVertical in 2020, following the foundational acquisitions of Signafire Technologies & Seafront Analytics
- Previously founded Mindblossom Inc., a leading Digital Media and Technology Agency, later sold to Dentsu Aegis Media
 - Responsible for North American Digital Strategy, M&A and for clients including Citibank, GM, Adidas, P&G, Unilever, Home Depot and TD Bank
- Co-founder and director of Clip Money which services businesses by extending retail banking into non-traditional locations and providing an easy-to-use mobile experience



Sasha Grujic

Chief Operating Officer



Andre Garber

EVP Corp. Development & Legal



Dave Whitmire

President, NOW Solutions



Teri Anderson

Chief Financial Officer



Cody Shankman

Chief Marketing Officer



Farid Kassam

President, NOW Origin



Directors With Experience Across All Verticals

Elaine Kunda

Director

- Managing Partner at Disruption Ventures
- Founder and Managing Director of Disruption Ventures Ltd.
- Previously CEO for B5media, Inc., RedCity Search Co., Inc.

Scott Nirenberski

Director

- CFO & Secretary for MCI OneHealth Technologies Inc., a TSX-listed Healthcare company
- Previously, COO at Globalive Technology Inc.
- Sr. Analyst roles at Credit Suisse and Deutsche Bank

John Adamovich

Director

- Public company CFO with over 30 years exp. in senior public accounting Former CFO of Aeroflex Holding Corporation (NYSE), Pall Corporation (NYSE), Cablevision
- Previous CFO NowVertical Group
- Former Sr. Partner at KPMG

Darrell MacMullin

Director

- SVP, Product & Platform at Mastercard
- Chief Commercial Officer, SecureKey Technologies
- Former Managing Director of PayPal and eBay Canada
- Former CEO Goldmoney, a TSX-listed Fintech where he played an instrumental role in the first blockchain tech IPO in Canada

Daren Trousdell

Chairman & Chief Executive Officer

- Founder of Clip Money Inc., Mindblossom Inc., and multiple early-stage start-ups
- Sold Mindblossom Inc. to Dentsu Aegis Media (DAN) and went on to run North America digital and M&A for the group



PayPal



CREDIT SUISSE

Deutsche Bank



SECURE KEY

WAVE FRONT

Goldmoney







DISRUPTION VENTURES



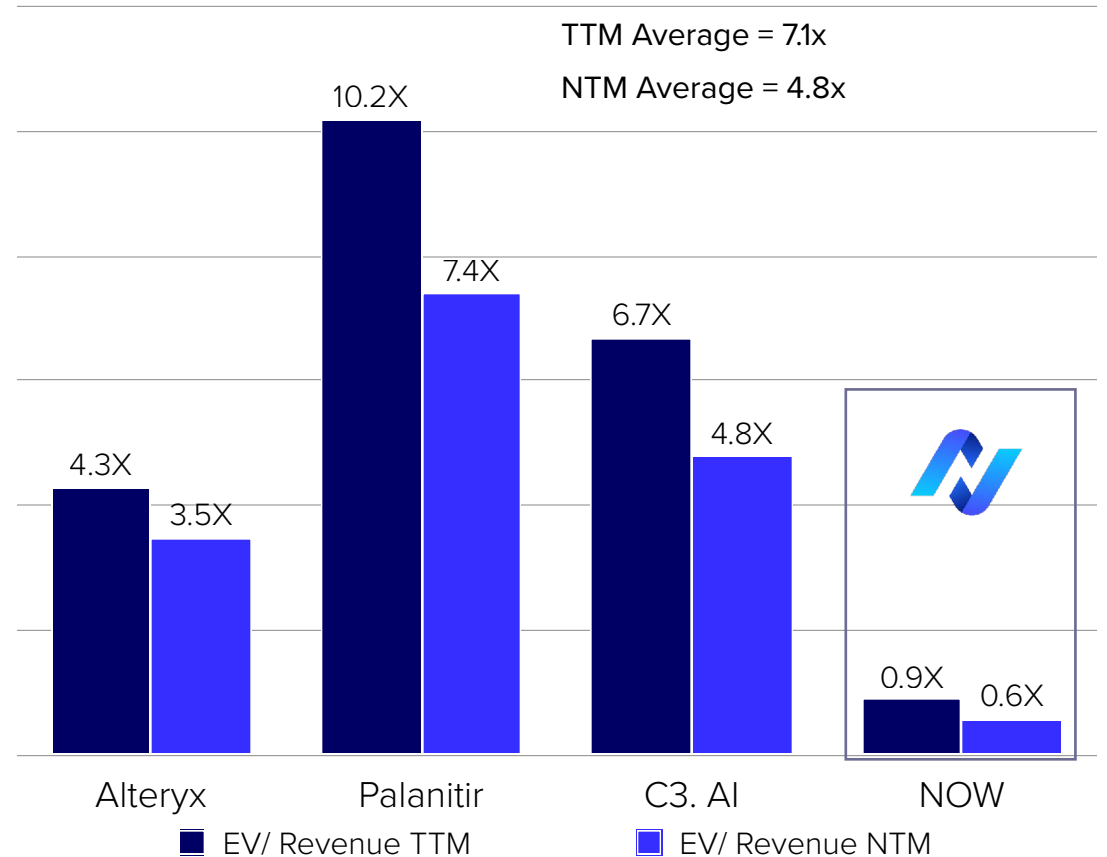
Why Investors Choose Us

- Large, rapidly growing market
- Deep industry experience, and track record of success
- Rapid revenue and adjusted EBITDA growth model
- Deep acquisition pipeline
- Attractive valuation

		 Palantir	 alteryx	 C3.ai
Data Transformation	✓	✓	✓	✗
Search Flexibility	✓	✓	✓	✓
Multi-structured Data Ingestion	✓	✓	✓	✗
Built for Compatibility	✓	✗	✗	✓
Affordable	✓	✗	✓	✓
Market Cap.	\$43M TSXV:NOW	\$19.3B NYS:PLTR	\$3.7B NYS:AYX	\$2.0B NYS:AI

Peer Comparables

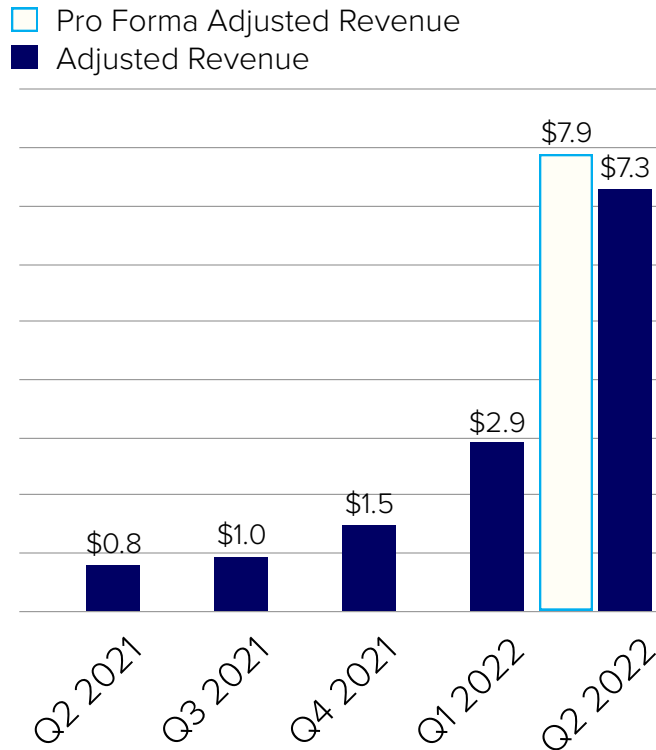
EV/Revenue



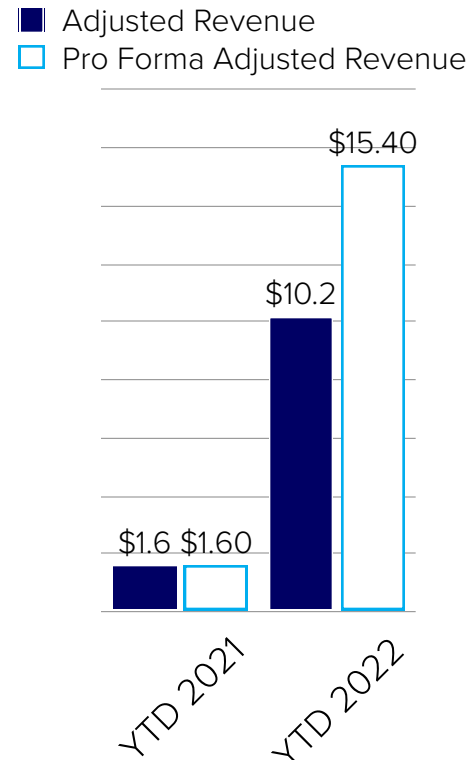
Building Momentum

\$31.9 million²
 Current Pro Forma TTM Adj. Revenue at August 23, 2022

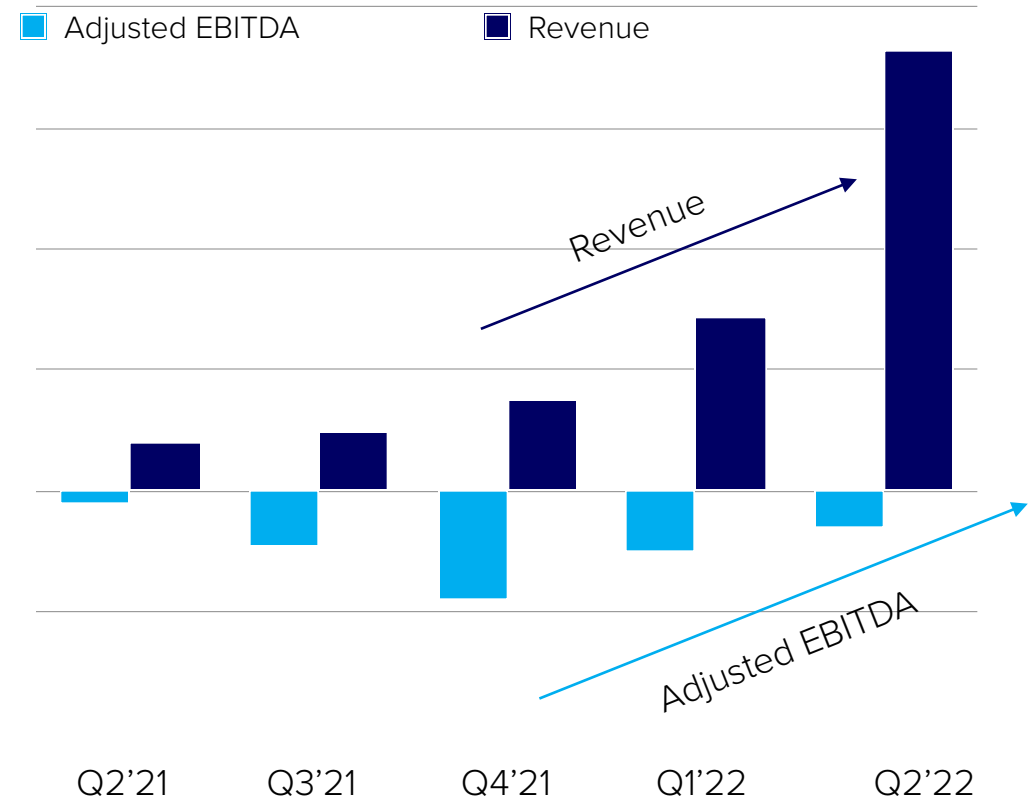
Q2 Adjusted Revenues¹ (\$millions)



YTD Adjusted Revenues¹ (\$millions)



On-Track to Delivering Positive Adjusted EBITDA



1. **Adjusted Revenues**¹ adjusts revenue to eliminate the effects of acquisition accounting on the Company's revenues.

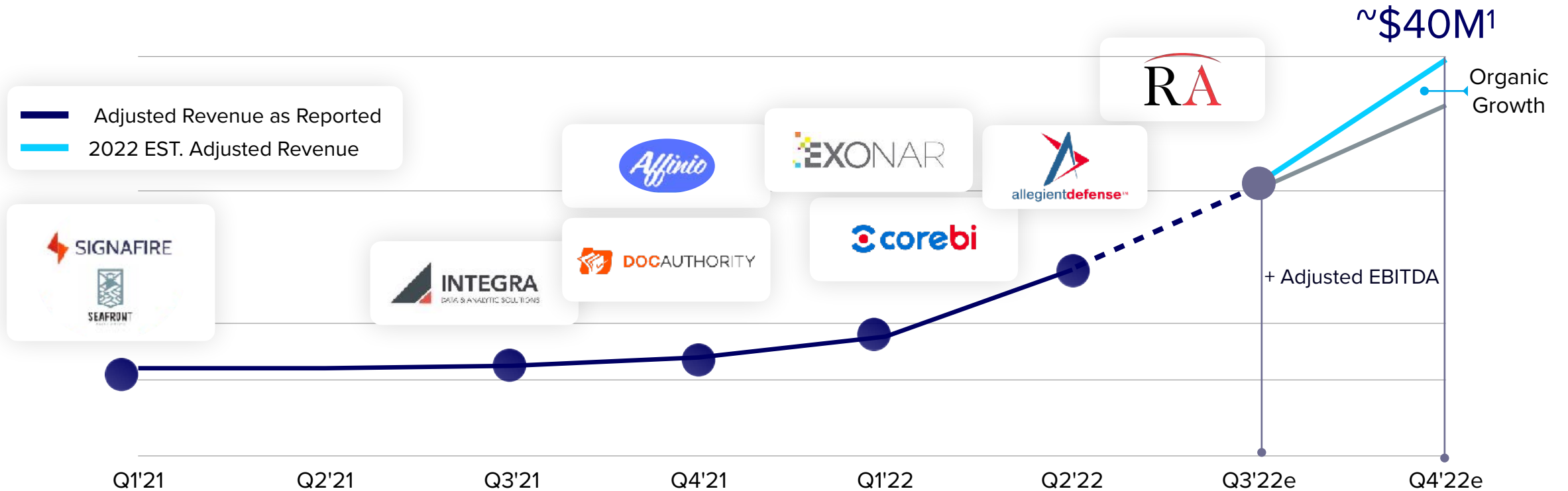
2. **Current Pro Forma TTM Adjusted Revenues** adjusts Pro Forma TTM Adjusted Revenue to include the Pro Forma TTM Adjusted Revenue of all acquisitions completed through the date of the Q2 2022 MD&A. The prior year's comparable amount reflects acquisitions completed through the date of the prior period's MD&A



Adjusted Revenue

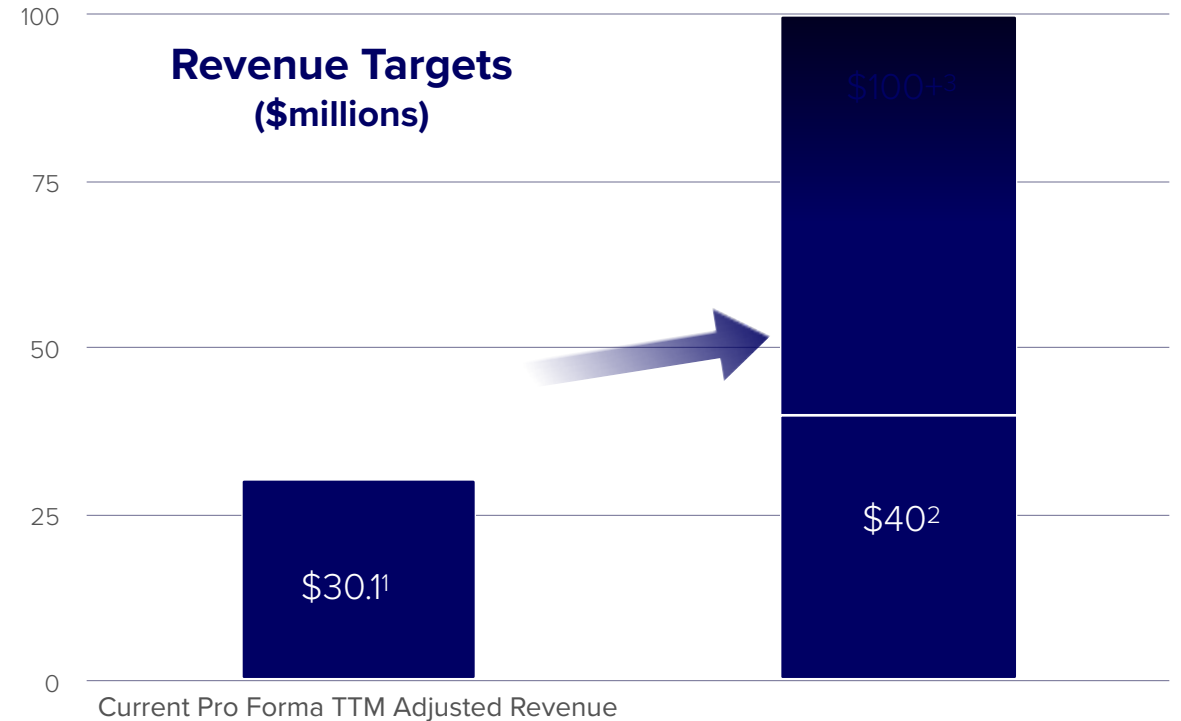
Inplay new acquisitions could add an additional ~\$35M

10X Plus Annual Growth



Why Invest, Why NOW

- Opportunity in every sector and industry
- Deep experience and relationships in core verticals
- Experienced management team and solid independent oversight
- Positioned to consolidate a fragmented market
- A deep pipeline of organic growth opportunities



\$40M
Estimated Pro forma
2022 run rate²

\$100M³
With potential
M&A opportunities

1. **Current Pro Forma TTM Adjusted Revenues** adjusts Adjusted Revenues to include the Q1 TTM Adjusted Revenues of all acquisitions completed through the date of the prior period's MD&A (available on SEDAR)

2. Internal estimate of Current Pro Forma TTM Adjusted Revenues in combination with organic growth

3. Assumes ability to complete additional transactions



INVESTING IN VERTICAL INTELLIGENCE (VI)

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NON IFRS Measures

The non-IFRS financial measures referred to in this news release are defined below. The management discussion and analysis for the quarter ended March 31, 2022 (the “**Q1 2022 MD&A**”), available at www.nowvertical.com and on the Company’s SEDAR profile, also contains supporting calculations for Adjusted Revenue, EBITDA, Adjusted EBITDA and Pro Forma TTM Adjusted Revenue.

“**Adjusted Revenue**” adjusts revenue to eliminate the effects of acquisition accounting on the Company’s revenues.

“**EBITDA**” represents net income (loss) before depreciation and amortization expenses, net interest costs, and provision for income taxes.

“**Adjusted EBITDA**” adjusts EBITDA for revenue adjustments in “Adjusted Revenue” and items such as acquisition accounting adjustments, transaction expenses related to acquisitions, transactional gains or losses on assets, asset impairment charges, non-recurring expense items, non-cash stock compensation costs, and the full-year impact of cost synergies related to the reduction of employees in relation to acquisitions.

“**Pro Forma TTM Adjusted Revenue**” represents the trailing twelve months of Adjusted Revenue of all acquisitions completed as of the end of the respective period presented.

“**Current Pro Forma TTM Adjusted Revenue**” adjusts Pro Forma TTM Adjusted Revenue to include the Pro Forma TTM Adjusted Revenue of all acquisitions completed through the date of the Q1 2022MD&A. The prior year's comparable amount reflects acquisitions completed through the date of the prior period’s MD&A.

“**Q1 Pro Forma 2022 Adjusted Revenue**” adjusts Adjusted Revenue to include the Adjusted Revenue of all acquisitions completed through the date of the Q1 2022 MD&A. The prior year's comparable amount reflects acquisitions completed through the date of the prior period’s MD&A.

