

NAPKIN™

Investor Presentation

Series A – Q2 2023



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The document contains certain statements regarding the anticipated future results, performance and achievements of Napkin Inc. (together with its affiliates, the “Company”). These “forward-looking” statements are based on the beliefs of, assumptions made by, and information available to the management of the Company (“Management”). Where possible the Company has used words such as “may,” “will,” “believe,” “anticipate,” “intend,” “estimate,” “expect,” “plan”, “opportunity” and similar expressions to identify these forward-looking statements. Forward-looking statements in this document include, among other things, statements relating to: (i) the Company’s future revenue, growth strategy and growth rate, including in respect of organic growth for the Company’s portfolio companies and growth through execution of the Company’s acquisition strategy; (ii) the completion of acquisitions by the Company described in this Presentation on the terms disclosed here in effect of various acquisitions, transactions and marketing initiatives on the success of the Company and its portfolio companies; (iii) the sales of various new products of the Company and its portfolio companies; (iv) future partnerships with various customers; (v) expansion of various distribution channels and product lines of the Company and its portfolio companies; (vi) the Company achieving same valuations as comparable companies; (vii) completion of financings and the use of proceeds therefrom; and (viii) future deployment of capital by the Company.

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Financial Projections

The Company’s financial projections are inherently speculative and may prove to be inaccurate. Any financial projections provided in this document have been prepared in good faith based upon the estimates and assumptions considered reasonable by Management. However, projections are no more than estimates of possible events and should not be relied upon to predict the results that the Company may attain. The projections are based upon a number of estimates and assumptions, and no independent accountants or other third-party experts have expressed an opinion or any other form of assurance on these projections. These assumptions may vary from the actual results. Accordingly, there is no assurance that future events will correspond to Management’s assumptions or that actual results during the periods covered will approximate the financial projections. Any variations of actual results from projections may be material and adverse.

WHO

An M&A company, capitalizing on the convergence of ecommerce and fintech

WHAT

In the first 18 months, we've exceeded our initial targets by over \$5m, reaching \$20m+ run rate through inorganic growth

GOAL

\$200m+ run rate and Napkin IPO within 3 years, at a minimum share price of \$10



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Capital raise

We're raising \$6.75m at a valuation of \$50.5m CAD (2x revenue, \$0.77 per share) **to grow on the global stage.**

We're also considering debt to avoid dilution: Up to \$4m in place of equity (if offered a rate of <14% APR)

Napkin exists to solve major problems for ecommerce brands

Access to Growth **Services** **Capital** **Talent** **Tech** **Data**

NAPKIN™

When brands are ready to level up,

we give them talented teams who have worked with big names and have managed millions of dollars on various advertising and marketing channels.

NAPKIN™



intuit.



verizon✓

TONY ROBBINS

Our Clients

We produce television, online and offline advertising campaigns for many of the world's leading brands and conglomerants.



Watch some of our work [here](#)

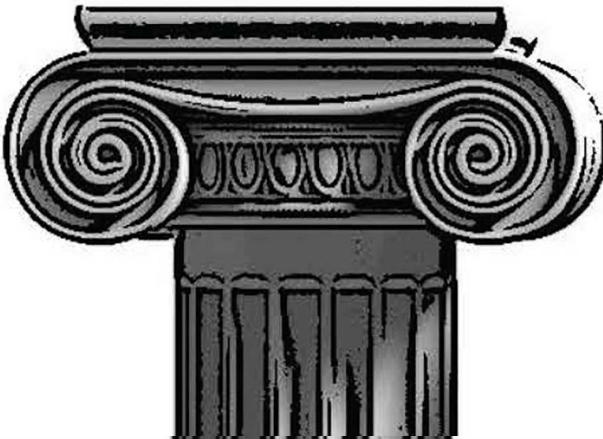
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Business Model – 3 Pillars

1. Acquire

Accretive, growth stage businesses with founders excited about the long-haul.

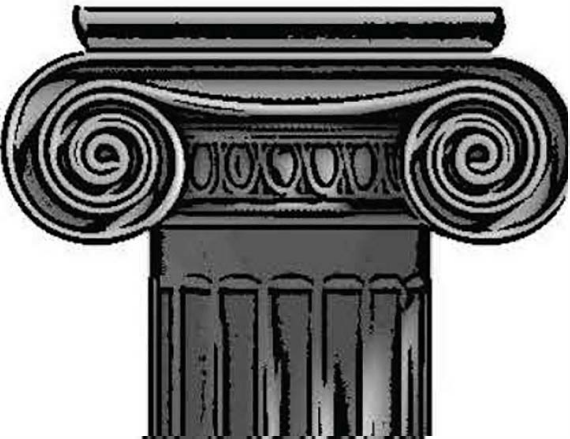
Annual revenue current or capable of \$2mm-\$20mm



2. Optimize

Internalize costs and share services within the Napkin wheel, increase EBITDA.

Build leadership, profits and prepare for the global stage



3. Grow

Founders focus on clients, while Napkin focuses on global, strategic growth

Target: 10x portfolio growth, EBITDA >20%, NASDAQ IPO



Acquisition Due Diligence & Closing

3-Step Acquisitions Package

Submission and Q&A with Operators

Product Knowledge Training (PKT)

In-depth, strategic alignment with our portfolio

Board & Advisors Review and Approvals

Value, offer, growth potential, set targets

Management & Operational Teams Trial

Three months work, or past history together

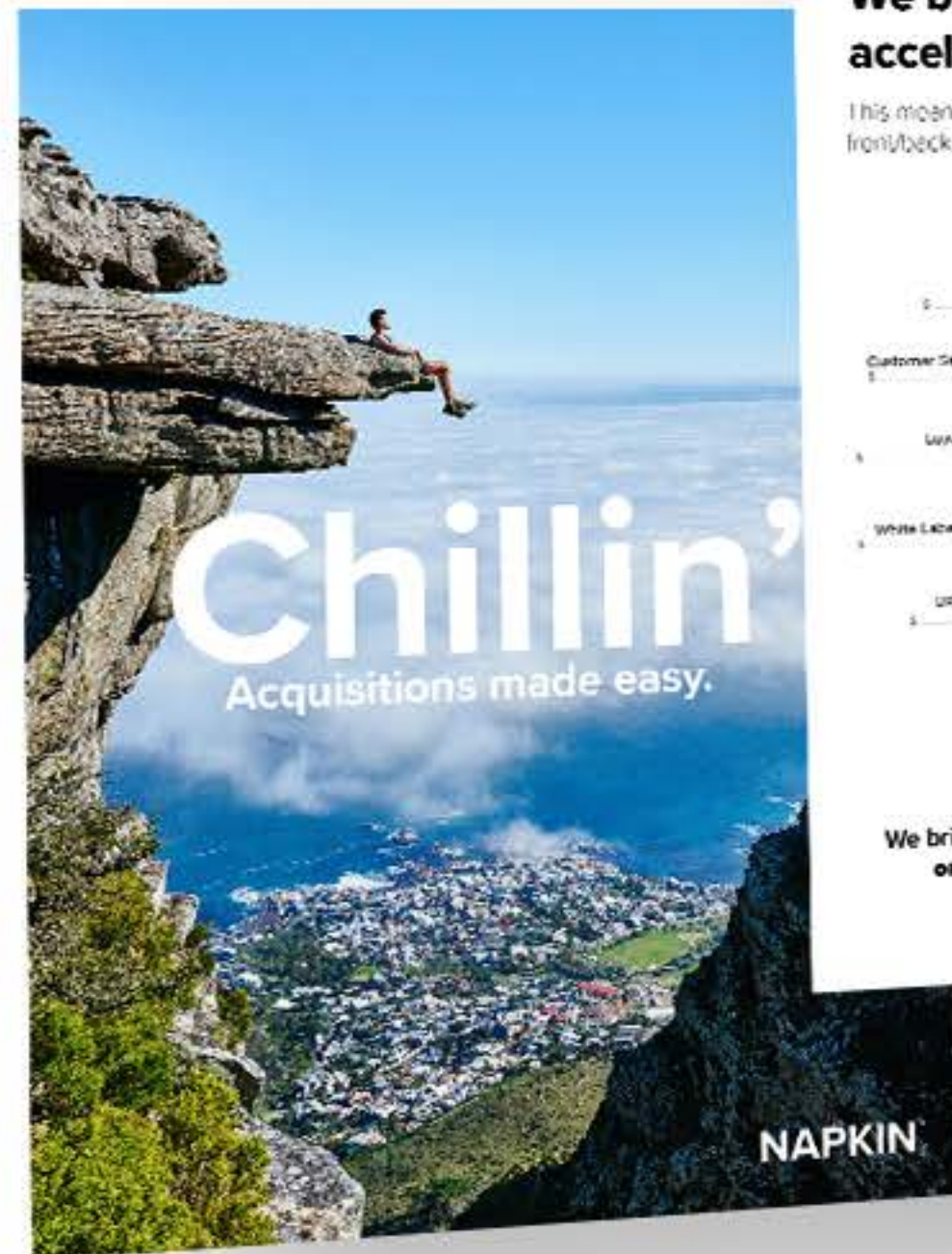
Background, Character & Financial Checks

Private Investigator for online/offline reports

Legal DD by Miller Thomson LLP, HK Law, PAG Law

Share vs asset purchase, structuring, LOI, Int'l

Site Visits & Strategy Sessions during Lock-Up



We buy strategic businesses that accelerate the ecommerce lifecycle.

This means PPC, SEO, SEM, SMM, CRO, UI/UX agencies, marketplaces, front/back end developers, copywriters, lead generators & more...



We bring all services together to provide one roadmap for our clients.

Step one.

Answer these questions.

1. What is your URL?
2. What is your business legal name and/or any trade names?
3. What state do you operate in?
4. What currency are you using to report financial data?
5. What is your business's EIN (FEIN) and the key person's EIN?
6. What is the legal registered address for the business?
7. Can you please provide your tax returns?
8. A brief overview of what your business does?
9. How much did you spend on your business?
10. What is your annual recurring revenue?
11. When was your last 12 months?
12. Can you describe the tasks that you and your team perform to run the company?
13. How many customers support the business and your business each day/week/month?
14. How many products or services does your business offer?
15. What is your business model and pricing?
16. Who currently provides and controls your software?
17. What was your total revenue last month?
18. What was your total revenue last year?
19. What was your last 12 months revenue? (Trailing 12 Months)
20. What was your last 12 months profit? (Trailing 12 Months)
21. What was total revenue for 2020?
22. What was total profit for 2020?
23. How many customers do you have?
24. How many customer emails do you have?
25. How many employees do you have?
26. What technology stack is your business product built on?
27. Do you have a key employee?
28. Do you have a key employee? (Name, Title, Salary, and other relevant information)
29. Who is your target customer?
30. What are the most important marketing strategies for your business?
31. What kind of support can buyers expect from you post-sale?
32. Any other key assets included in the sale?
33. Why are you looking to sell?
34. Would you be willing to plan a non-compete?
35. Please confirm the sale of your business.
36. How long are you willing to stay with the company after selling?
37. What are your plans for the company?
38. Why are you seeking to sell the company?
39. What is your asking price to sell the company?
40. What is the best way to contact you?

We're building something special.

RSX

**Revenue Share
Exchange**

The global exchange for capital and services.

1. We currently buy, build and optimize digital agencies that offer elite growth services to thousands of e-commerce clients with billions of GMV (Gross Merchandise Volume).

We do this to access and create “Revenue Sharing” opportunities.

2. We plan to convert global ecommerce transactions into liquid, investable royalty streams, and list them on a private exchange called “RSX” (Revenue Share Exchange) that we’re building.

Using AI and web2.0/3.0, we will onboard, assess, rate, tranche, and provide peer-to-peer smart contracts with auto-pay (trustless), on a per-transaction basis, to any combination of wallets or accounts.

Revenue Share Exchange ("RSX")

A smarter **global financial system** that can process, automate, and split infinite transactions in an autonomous, trust-less, and instantaneous way.

Share revenues by giving and receiving **ownership of transactions** for a period of time, to create instant liquidity for stakeholders, as each transaction occurs.

Endless disruption potential for investing, lending, payment processing, currency exchange, ecommerce, insurance, remote work, employment, treasury management, custody, *and more*.

Digital payments will exceed \$10tn in global transaction value next year. How much will get caught in delays, fraud, crisis, or simply be late for much-needed payouts?

Our mission is to revolutionize trade and commerce, allowing anyone, anywhere with digital connectivity to have guaranteed ownership and instant access to the value they create.

Deal Flow Vectors¹

A powerful combination of friends, partners, and warm calls.

1. Agencies

Managing \$3B client ad spend on major platforms



2. Marketplaces

Trending products on emerging marketplaces



3. Affiliates

Over \$14B marketplace commissions paid annually



4. Investment Funds

Portfolios desiring data-driven investments and growth services



5. Data Providers

Following leading industry data providers for timely outreach



6. Tech Partners

With large client portfolios, industry data and/or services



7. Strategic Partners

Approach for funding brands and accessing elite portfolios



8. Global Platforms

Engaging top sellers from top global ecommerce platforms



Model:



- + **The wheel** represents the customer growth journey. and talent acquiring
- + Key Discovery: Acquiring customers was way easier by buying companies.
- + We've acquired our way around this wheel and can't stop, won't stop.

We're worldwide



Offices:

United States
Canada
India
Ecuador

Partners:

Portugal
Australia
UK
Spain

+ agreements with latam agencies.

NAPKIN™

LATAM

Bolivia

Colombia

Chile

Costa Rica

Ecuador

El Salvador

Panama

Peru



“We ran out of Whoppers”

Burger King - Media buying campaign results with Uber Eats.

“We tripled the downloads for a lifesaving app”

Media buying campaign for “Ánima” - Junta de Beneficencia de Guayaquil

“We got to #1 Trip Advisor Ranking”

Digital campaign for Mercado del Río - Malecón 2000 Gye, Ecu.

Audiovisual Producer of the year

2017, 2018, 2021 - Levector

New Vogue Eyewear collection launch

Millie Bobby Brown Vogue collection to Ecuador market



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Levector Acquisition - Video 40 sec

2023 Focus

1) **Profit** – Self-sustainable, profitable portfolio

Milestone 1: \$100k+ Monthly FCF through COGS and OPEX optimization

2) **M&A Growth** – Access to talent and capital

Milestone 2: Acquire \$40m+ revenue with 10%+ EBITDA using 50-75% stock

3) **Capital Raise** – De-risks current opportunities

Milestone 3: Raise \$25m Series B with \$25m Debt for non-dilutive M&A

4) **Ad Fund** – Accelerates portfolio growth

Milestone 4: \$10m+ offered to top clients to acquire royalties

5) **Fintech** – M&A increases our valuation multiples

Milestone 5: Fintech comps achieve far greater EV/Rev Multiples at IPO

† Disclaimer: All focuses and milestones, figures, targets, projections, and market information are the opinion and estimation of management and are subject to change

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Portfolio Management: Optimization and Growth

1) Optimization

\$3m+ Low-Hanging Opportunities:

- **EBITDA:** >\$1m of NTM savings potential from sharing services (5%*)
- **COGS:** >\$2m of future cost reductions by internalizing client labor (10%*)
- **Inefficiencies:** Portfolio companies consolidate accounting, legal, other
- **Share buy-backs:** Founders of acquired companies desire liquidity, and have agreed to future discounted buy-backs

* % of accretion compared to FY2022 cumulative revenue of subsidiaries

† ProForma forecast, simplified, not exact

2) Growth

\$100m+ Pipeline of Strategic M&A:

- **Infintel:** Third-party remote auditing business with eight CPA analysts
- **OfSpace:** UX Design firm with ex-Fortune 500 product managers
- **Trade.ec:** AWS Developer Partner with 90+ staff in S.America and US
- **PayPhone:** Payments ecosystem with \$300m in remittances
- **Request Inc:** Global Payroll tech

& more...



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Strategic Direction and Key Figures

- 1) Drive Sales** – Cross-sell to 3.4k+ clients, \$0 CAC, reduce churn by 50%
- 2) Lower Cost of Labor** – ~60% SG&A savings, 500+ international staff
- 3) Use Strong Advisory** – 15 Advisors, 76 Investors, 100+ Partner Rolodex
- 4) Use of Funds** – Acquired ~\$20m using ~\$3.6m cash invested (stay >5:1)
- 5) Pricing Deals** – Acquired average 0.81x EV/Revenue Multiple (stay <1x)
- 6) Acquisition Blend** – 0-25% Cash, 25-50% VTB, 25-75% Equity, w/Bonus*
- 7) Capitalize on Macro Down-Trend** – Acquire at valuation all-time lows
- 8) Managing Risk** – Performance-based deal structures, strong exit clauses
- 9) Operation Risk** – Monthly FCF-focused, unwind M&A's if not profitable

† Acquisition blend varies on a per deal basis. All key figures, numbers, estimates, and all information shown is subject to change

Why we'll achieve an exit

Network

- Leadership
- Advisory
- Investors
- History of Exits

Our network manages billions of assets, with numerous past exits and know-how to win

+

Talent

- World Class
- Case Studies
- Portfolio
- Brand Exits

All acquisitions are incentivized with common stock and are dedicated to growth

=

Exit

- IPO Plan for 2026
- Strategy Comparable to TSX:CSU
- Liquidity-focused

We've had a share price roadmap since inception and understand what it takes to achieve an exit

Portfolio 100% Napkin-owned companies

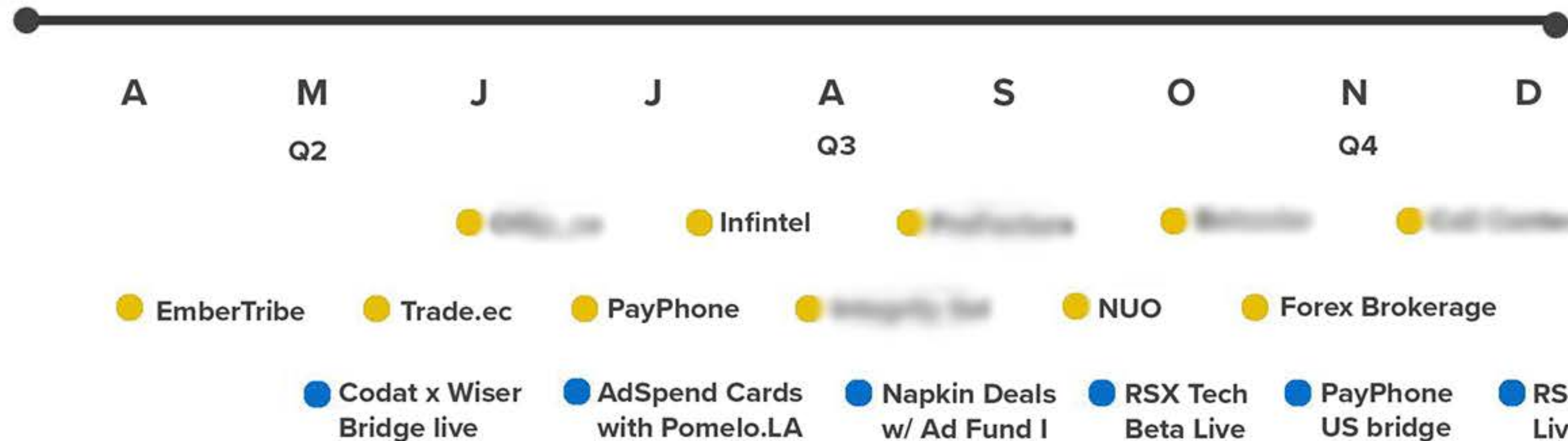
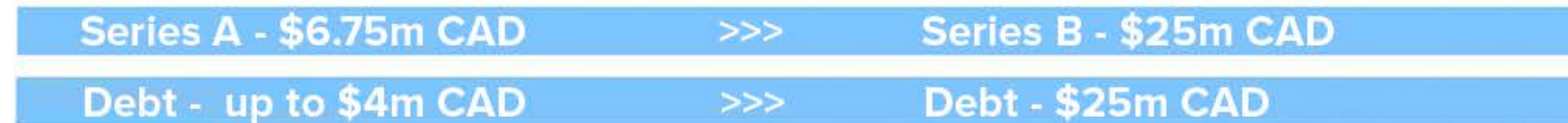
| | Status | Acquisitions (2022-2023) | Revenue from Year | | EBITDA from | | Location | Description | Valuation | Valuation |
|---|----------|--------------------------|--------------------|-------------|-------------|---------------------|---|--------------|-----------|-----------|
| | | | Prior to Acquiring | Prior Year | EBITDA % | multiple of revenue | | | | |
| 1 | Acquired | Lab270 | \$604,090 | \$86,554 | 14.3% | US | SaaS custom developers for NLC, CRO management | \$630,000 | 1.04 | |
| 2 | Acquired | Tim | \$198,927 | \$13,409 | 6.7% | Ecuador | Highly talented creatives, low-cost labor in Latin America | \$394,055 | 1.98 | |
| 3 | Acquired | Levector | \$2,572,025 | \$25,226 | 1.0% | Ecuador | Hollywood-level quality Video production company, pre-to-post | \$2,500,000 | 0.97 | |
| 4 | Acquired | NLC | \$4,980,659 | \$1,058,383 | 21.2% | US | SaaS wholesale marketplace for B2B agencies | \$4,000,000 | 0.80 | |
| 5 | Acquired | Skynet | \$414,893 | \$4,893 | 1.2% | India | Design and development services | \$430,000 | 1.04 | |
| 6 | Acquired | Freelance Crew | \$423,700 | \$157,864 | 37.3% | US | Project management, advertising spend management | \$692,868 | 1.64 | |
| 7 | Acquired | Awa | \$1,023,762 | \$33,245 | 3.2% | Ecuador | Advertising spend management, digital media marketing | \$1,345,000 | 1.31 | |
| 8 | Acquired | Santuario | \$1,693,912 | \$22,681 | 1.3% | Ecuador | Multi-Award-winning creative agency | \$2,310,000 | 1.36 | |
| 9 | Acquired | Embertribe | 3,207,390 | 298,956 | 9.3% | Florida | Advertising spend management, digital media marketing | \$4,000,000 | 1.25 | |
| | | Total USD | \$15,119,358 | \$1,701,211 | 11.3% | | <i>Desire: 2x revenue, >10% EBITDA, build the machine</i> | \$12,301,924 | 0.81 | |
| | | Total CAD | \$20,411,133 | \$2,296,635 | 11.3% | | | \$16,607,597 | | |

| | Status | Acquisitions (2022-2023) | Purchase Price Paid | | | | | Date of Transaction | |
|---|----------|--------------------------|---------------------|------------------|-----------------------|-----------------------|-----------|---------------------|--------------------------------|
| | | | Cash (USD) | Vendor Take Back | Napkin Class A Shares | Napkin Class B Shares | Options | | Price Per Share at Transaction |
| 1 | Acquired | Lab270 | \$250,000 | | | 2,000,000 | | \$0.19 | 01-Dec-21 |
| 2 | Acquired | Tim | \$84,056 | | | | 999,999 | \$0.31 | 01-May-22 |
| 3 | Acquired | Levector | \$250,135 | \$2,000,000 | 806,016 | | | \$0.31 | 01-Jun-22 |
| 4 | Acquired | NLC | \$3,000,000 | \$1,000,000 | | | | \$0.31 | 01-Jun-22 |
| 5 | Acquired | Skynet | \$50,000 | | | | 2,000,000 | \$0.19 | 01-Aug-22 |
| 6 | Acquired | Freelance Crew | \$0 | | | 975,870 | | \$0.71 | 01-Nov-22 |
| 7 | Acquired | Awa | \$145,000 | | | 1,052,632 | | \$1.14 | 01-Nov-22 |
| 8 | Acquired | Santuario | \$990,000 | | | 1,157,895 | | \$1.14 | 01-Nov-22 |
| 9 | Acquired | Embertribe | 0 | 2,000,000 | | 1,754,386 | | \$1.54 | Apr-23 |
| | | Total USD | \$4,769,191 | \$3,000,000 | 806,016 | 5,186,397 | 2,999,999 | | |
| | | Total CAD | \$6,438,407 | | | | | | |

Pipeline - Short Term Roadmap

Current Focus on Acquisitions, Projects, and Fund Raising for M&A

Fund Raising:
Debt and Equity



● Pipeline Projects
● Pipeline Acquisitions

† All Projects, Acquisitions, figures, and timelines are subject to change based on market conditions, capital raising and health of all companies

†† Integrity Solutions, NUO and Forex brokerage are supplementary to PayPhone acquisition.

Capitalization Overview, Unaudited*

OWNERSHIP:

| | |
|---|--------------|
| Share Structure | Class A, B |
| Price per share | \$0.77 |
| Current Pre-Money Valuation (Fully Diluted) | \$50,550,131 |
| Fully Diluted Shares | 65,504,655 |
| Issued and Outstanding | 61,594,979 |
| Class A Common | 47,323,814 |
| Class B Common | 14,271,165 |
| Options | 3,909,676 |
| Warrants | - |

INVESTED CAPITAL OVERVIEW:

| | |
|---|-------------|
| Invested Cash to date from investors, to buy stock | \$3,449,754 |
| Invested Capital in Shares Value, used for Acquisitions | \$8,335,733 |
| Total Shares used for Acquisitions to date | 11,056,928 |
| Advisory Contribution Value, Paid in Stock | \$696,123 |

NOTES:

- GAAP only takes into account revenues booked from the date of acquisition (ie. over \$20m in acquired revenue was brought in 2022, but only \$7.69m shown)
- Vendor Take-Backs consolidated average of 4.8% APR, paying monthly interest-only. \$4.05m with possible conversion into Napkin stock at \$1.00 per share
- * Ownership, invested capital, financials, projections, numbers, and valuations shown are unaudited and are not to be used or intended for investment purposes

FINANCIAL OVERVIEW:

| | |
|---|---------------|
| PF2023 Gross Revenue | \$25,275,066 |
| PF2023 EBITDA | \$1,996,364 |
| FY2022 Gross Revenue, GAAP | \$7,699,416 |
| FY2022 EBITDA, GAAP | (\$2,278,140) |
| Current Debt | \$3,307,500 |
| Current Vendor Take Backs (1-2yr terms) | \$6,750,000 |
| AP Aging | \$184,548 |
| AR Aging | \$125,000 |
| Monthly Burn Rate | \$134,974 |

VALUATION OVERVIEW:

| | |
|--|-----|
| Multiple of Projected 2023 Gross Revenue | 2.0 |
| Multiple of FY2022 GAAP Gross Revenue | 6.6 |

ProForma including M&A

3-Year Plan and Valuation Considering Further M&A and Capital Raises

(mln, \$, CAD)

| Napkin Global Consolidated | Current | Projections considering Series A, B, C rounds | | | Pre-IPO |
|--|---------------|---|-----------------|-----------------|----------------|
| | | PF2023 | PF2024 | PF2025 | PF2026 |
| 1) Revenue from Fully Owned Subsidiaries | \$22.8 | \$22.8 | \$25.3 | \$45.3 | \$103.1 |
| 2) M&A Inorganic Growth: Acquired Revenue (TTM of FY Prior) | - | \$2.0 | \$16.0 | \$50.0 | \$100.0 |
| 3) Revenue Share Targets (Royalties) booked from Napkin Umbrella | - | \$0.5 | \$2.0 | \$3.0 | \$4.0 |
| 4) Accretion: Due to Portfolio Collaboration and Management (5% Annual) | - | - | \$2.1 | \$4.8 | \$10.2 |
| Total Revenue | \$22.8 | \$25.3 | \$45.3 | \$103.1 | \$217.3 |
| EBITDA | \$0.9 | \$2.00 | \$3.6 | \$10.3 | \$26.1 |
| <i>EBITDA Margin (10% target w/2% increase annually thereafter)</i> | <i>3.9%</i> | <i>7.9%</i> | <i>8%</i> | <i>10%</i> | <i>12%</i> |
| Valuation | Q12023 | PF2023 | PF2024 | PF2025 | PF2026 |
| EV/Rev Multiple | 2 | 3 | 3.5 | 4 | 4.5 |
| Company Valuation | \$45.6 | \$75.8 | \$158.7 | \$412.4 | \$977.7 |
| Enterprise Value (Average) | \$45.6 | \$75.8 | \$158.7 | \$412.4 | \$977.7 |
| Less: Debt | \$10 | \$2.7 | \$10.7 | \$35.70 | \$75.0 |
| Equity Value | \$35 | \$73.1 | \$148.0 | \$376.7 | \$902.7 |
| Shares Forecast | | Series A | Series B | Series C | Pre-IPO |
| Potential Equity Raises (Cash and Stock to Founders for Acquisitions) (\$, mm) | \$6.8 | - | \$8.0 | \$25.0 | \$60.7 |
| Share Price Offered at Equity Raises (Considering discounts), (\$) | \$0.77 | - | \$1.66 | \$3.67 | \$7.73 |
| Shares Outstanding (f.d.) | 74.3 | 76.9 | 81.7 | 88.5 | 96.4 |
| Post-Dilution Share Price (f.d.) (\$, CAD) | \$0.99 | \$0.99 | \$1.94 | \$4.66 | \$10.14 |

NOTES:

EV/Rev Multiple under "Current" is discounted to 2x for early-stage capital raising incentive; and 3x-4.5x (PF2023-2026) increments to reflect market rebounding over time

EV/Rev Multiple increases as Napkin a) de-risks due to entering later stages b) moves from service revenue to fintech revenue, with much higher EV/Rev Multiple comps

EBITDA from "Current" to "PF2023" increases by \$1.1m, due to having sufficient capital to continue inorganic growth and remove debts with interest payments

† All numbers, targets, projections assumptions are forward-looking, unaudited, and based on variability of markets. Everything shown is subject to change.

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Balance Sheet: ProForma 2022-2023, Meaningful Changes

Meaningful Changes Forecasted to Balance Sheet

| | December 31,2022 | Changes | December 31,2023 |
|-------------------------------------|-------------------------|------------------------|-------------------------|
| Assets | | | |
| Cash and Cash Equivalent | \$ 466,329.67 | \$ 4,412,657.29 | \$ 4,878,986.97 |
| Property, plant and equipment | 1,334,886.41 | (600,000.00) | o 734,886.41 |
| Accumulated Depreciation | (727,694.78) | 223,480.16 | k,o (504,214.62) |
| Goodwill | 12,771,235.67 | 5,400,000.00 | g 18,171,235.67 |
| Accumulated Amortization of GW | - | (1,277,123.57) | h (1,277,123.57) |
| Total Assets | \$ 16,578,299.13 | \$ 8,440,133.46 | \$ 25,018,432.59 |
| Liabilities | | | |
| Accounts Payable (A/P) | 931,433.50 | 303,539.34 | i \$ 1,234,972.83 |
| Credit Card | 118,635.08 | (118,635.08) | p - |
| VTB Loans - Prior Owners | 3,897,630.04 | (3,897,630.04) | d - |
| Short Term Loans - Outsiders | 3,347,036.62 | (3,347,036.62) | l - |
| Equity Repurchase Obligations | 589,333.64 | (589,333.64) | e - |
| Other Current Liabilities | 243,266.15 | (243,266.15) | i - |
| Total Current Liabilities | 9,751,669.51 | (8,001,302.65) | 1,750,366.86 |
| Long Term Debt | 332,821.84 | (332,821.84) | o - |
| Other Non Current Liabilities | 85,582.16 | (85,582.16) | p - |
| Total Liabilities | 10,170,073.51 | (8,419,706.65) | 1,750,366.86 |
| Equity | | | |
| Share Capital - Common | 9,485,991.21 | 12,150,000.00 | c,m 21,635,991.21 |
| Share Capital - Other | - | 3,897,630.04 | d 3,897,630.04 |
| Equity Repurchase Agreement | (589,333.64) | 589,333.64 | e - |
| Total Equity | 6,408,225.62 | 16,859,840.11 | 23,268,065.73 |
| Total Liabilities and Equity | \$ 16,578,299.13 | \$ 8,440,133.46 | \$ 25,018,432.59 |

Explanation of Notes:



- a Roll Over prior year Retained Earnings
- b Net Income for FY23
- c Issuance of Common Stock
- d Stock issuance for VTB Loans
- e Stock Issuance for Equity Repurchase Agreement
- f Taxes Payable for Napkin Global
- g Book Goodwill for Embertribe Purchase
- h Added amortization of Goodwill
- i Changes to BS accounts based on Revenue growth
- j Reduction in tax credits for SA affiliates
- k Depreciation Expense
- l Pay off Outside loans
- m Stock for Embertribe purchase
- n Pay off Short term debt to prior owners (excludes property settleup)
- o Sale of Ecuador property, recover accumulated Dep.

† **Key changes to Assets in 2023** – Raising \$6.75m to increase portfolio size and impact net earnings

†† **Key changes to Liabilities in 2023** – Using capital raised to pay current debts, converting two vendor takebacks from low-interest debt into Napkin equity, and conducting share buy-backs to acquired founders

See Full Balance Sheet with notes (p8-9) in Napkin Management Report: [here](#)  Dropbox

Use of Funds: Equity Raise Scenarios

| Use of Funds: | Capital Raised: | | \$200,000 | \$500,000 | \$1,000,000 | \$2,000,000 | \$3,300,000 | \$3,600,000 | \$5,000,000  |
|--------------------|------------------|------------------|-----------|-----------|-------------|-------------|-------------|-------------|---|
| | 1,000,000 | 1,350,000 | \$270,000 | \$675,000 | \$1,350,000 | \$2,700,000 | \$4,455,000 | \$4,860,000 | \$6,750,000  |
| Growth 1yr | 1,000,000 | 1,350,000 | | | | | | | |
| Ad Capital - NLC | 500,000 | 675,000 | no | no | yes | yes | yes | yes | yes |
| Ad Capital - LATAM | 500,000 | 675,000 | no | no | no | no | yes | yes | yes |
| Runway 1yr* | 1,200,000 | 1,620,000 | | | | | | | |
| Q2 2023 | 300,000 | 405,000 | no | yes | yes | yes | yes | yes | yes |
| Q3 2023 | 300,000 | 405,000 | no | no | no | yes | yes | yes | yes |
| Q4 2023 | 300,000 | 405,000 | no | no | no | no | yes | yes | yes |
| Q1 2024 | 300,000 | 405,000 | no | no | no | no | no | yes | yes |
| Debt | 2,450,000 | 3,307,500 | | | | | | | |
| Stripe | 250,000 | 337,500 | no | no | no | yes | yes | yes | yes |
| Pipe | 450,000 | 607,500 | no | no | no | yes | yes | yes | yes |
| Jeeves | 500,000 | 675,000 | no | no | no | no | yes | yes | yes |
| Corl | 1,250,000 | 1,687,500 | no | no | no | no | no | no | yes |
| AP | 200,000 | 270,000 | yes | yes | yes | yes | yes | yes | yes |
| Contingency | 150,000 | 202,500 | no | no | no | no | no | no | yes |
| Total | 5,000,000 | 6,750,000 | | | | | | | |
| | USD | CAD | | | | | | | |

*Runway is split between all subsidiaries, see "Monthly Burn Rate" slide

Exchange Rate: 1.35

Burn Rate - Forward-Looking

| EXPENSE | CAD | USD | EXCH RATE | TOTAL (CAD) | TOTAL (USD) | REGION | % |
|--|----------|----------|-----------|-------------|-------------|--------|-----|
| Grant | \$18,900 | \$14,000 | 1.35 | | | | |
| Matthew | \$18,900 | \$14,000 | 1.35 | | | | |
| Suzana | \$5,000 | \$3,623 | 1.35 | \$65,750 | \$48,704 | GLOBAL | 49% |
| India | \$22,950 | \$17,000 | 1.35 | | | | |
| VTB's NLC | \$4,500 | \$3,333 | 1.35 | \$26,999 | \$19,564 | | |
| VTBs Levector | \$11,250 | \$8,333 | 1.35 | | | SPLIT | 20% |
| VTB's Embertribe | \$11,250 | \$8,333 | 1.35 | | | | |
| Martha | \$10,800 | \$8,000 | 1.35 | \$16,740 | \$12,130 | LATAM | 12% |
| Rolando | \$5,940 | \$4,400 | 1.35 | | | | |
| Legal (misc.) | \$13,500 | \$10,000 | 1.35 | | | | |
| Admin, Office, Tech, Softwares (misc.) | \$5,400 | \$4,000 | 1.35 | \$25,485 | \$18,468 | SPLIT | 19% |
| Travel, Other (misc.) | \$6,585 | \$4,878 | 1.35 | | | | |

| | | | | |
|--|------------------|------------------|-----------------------|-------------|
| Total Monthly Burn Rate | \$134,974 | \$ 99,981 | GLOBAL / SPLIT | 100% |
| Cover with: a) debt or equity raised for added runway b) organic growth c) Acquired EBITDA (Trade.ec) d) current profitable subs (NLC, Embertribe, Freelance, Tim) | | | | |

Quarterly Burn Rate:

| | CAD | USD |
|------------------------|--------------------|--------------------|
| Q2 - Burn Rate | \$404,922 | \$299,942 |
| Q3 - Burn Rate | \$404,922 | \$299,942 |
| Q4 - Burn Rate | \$404,922 | \$299,942 |
| Q1 - Burn Rate | \$404,922 | \$299,942 |
| 12-Month Runway | \$1,619,687 | \$1,199,768 |

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Disclaimer

Purchasers' Rights of Action

The following rights of action for damages or rescission will only apply to a purchase of securities of the Company in the event that the foregoing presentation is deemed to be an offering memorandum pursuant to applicable securities legislation. These remedies, or notice with respect thereto, must be exercised, or delivered, as the case may be, by the purchaser within the time limits prescribed by the applicable provisions of such provincial securities legislation. Recipients should refer to such applicable securities legislation for the complete text of these rights or consult with a legal adviser. A "misrepresentation" is an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make any statement not misleading or false in the light of the circumstances in which it was made.

These remedies must be commenced by the purchaser within the time limits prescribed and are subject to the defences contained in the applicable securities legislation. Each purchaser should refer to the provisions of the applicable securities laws for the particulars of these rights or consult with a legal advisor.

The following rights are in addition to and without derogation from any other right or remedy which purchasers may have at law and are intended to correspond to the provisions of the relevant securities laws and are subject to the defences contained therein. The following summaries are subject to the express provisions of the applicable securities statutes and Instruments in the below-referenced provinces and the regulations, rules and policy statements thereunder and reference is made thereto for the complete text of such provisions.

Ontario Investors

Under Ontario securities legislation, certain purchasers who purchase securities offered by an offering memorandum during the period of distribution will have a statutory right of action for damages, or while still the owner of the securities, for rescission against the Issuer or any selling security holder if the offering memorandum contains a misrepresentation without regard to whether the purchasers relied on the misrepresentation. The right of action for damages is exercisable not later than the earlier of 180 days from the date the purchaser first had knowledge of the facts giving rise to the cause of action and three years from the date on which payment is made for the securities. The right of action for rescission is exercisable not later than 180 days from the date on which payment is made for the securities. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the Issuer or any selling security holder. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, the Issuer and any selling security holder will have no liability.

In the case of an action for damages, the Issuer and any selling security holder will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon. These rights are not available for a purchaser that is (a) a Canadian financial institution or a Schedule III Bank (each as defined in National Instrument 45-106 – Prospectus Exemptions), (b) the Business Development Bank of Canada incorporated under the Business Development Bank of Canada Act (Canada), or (c) a subsidiary of any person referred to in paragraphs (a) and (b), if the person owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of that subsidiary.

These rights are in addition to, and without derogation from, any other rights or remedies available at law to an Ontario purchaser. The foregoing is a summary of the rights available to an Ontario purchaser. Not all defences upon which an Issuer, selling security holder or others may rely are described herein. Ontario purchasers should refer to the complete text of the relevant statutory provisions.

Alberta, British Columbia and Quebec Investors

By purchasing securities of the company, purchasers in Alberta, British Columbia and Quebec are not entitled to the statutory rights described above. In consideration of their purchase of the securities and upon accepting a purchase confirmation in respect thereof, these purchasers are hereby granted a contractual right of action for damages or rescission that is substantially the same as the statutory right of action provided to residents of Ontario who purchase securities.

Saskatchewan Investors

Under Saskatchewan securities legislation, certain purchasers who purchase securities offered by an offering memorandum during the period of distribution will have a statutory right of action for damages against the issuer, every director and promoter of the issuer or any selling security holder as of the date of the offering memorandum, every person or company whose consent has been filed under the offering memorandum, every person or company that signed the offering memorandum or the amendment to the offering memorandum and every person or company who sells the securities on behalf of the issuer or selling security holder under the offering memorandum, or while still the owner of the securities, for rescission against the issuer or selling security holder if the offering memorandum contains a misrepresentation without regard to whether the purchasers relied on the misrepresentation. The right of action for damages is exercisable not later than the earlier of one year from the date the purchaser first had knowledge of the facts giving rise to the cause of action and six years from the date on which payment is made for the securities. The right of action for rescission is exercisable not later than 180 days from the date on which payment is made for the securities. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the issuer or the others listed above. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, the issuer and the others listed above will have no liability. In the case of an action for damages, the issuer and the others listed above will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon.

Other defences in Saskatchewan legislation include that no person or company, other than the issuer, will be liable if the person or company proves that (a) the offering memorandum or any amendment to it was sent or delivered without the person's or company's knowledge or consent and that, on becoming aware of it being sent or delivered, that person or company immediately gave reasonable general notice that it was so sent or delivered, or (b) with respect to any part of the offering memorandum or any amendment to it purporting to be made on the authority of an expert, or purporting to be a copy of, or an extract from, a report, an opinion or a statement of an expert, that person or company had no reasonable grounds to believe and did not believe that there had been a misrepresentation, the part of the offering memorandum or any amendment to it did not fairly represent the report, opinion or statement of the expert.

No person or company, other than the issuer, is liable for any part of the offering memorandum or the amendment to the offering memorandum not purporting to be made on the authority of an expert and not purporting to be a copy of or an extract from a report, opinion or statement of an expert, unless the person or company (a) failed to conduct a reasonable investigation sufficient to provide reasonable grounds for a belief that there had been no misrepresentation, or (b) believed there had been a misrepresentation.

Similar rights of action for damages and rescission are provided in Saskatchewan legislation in respect of a misrepresentation in

advertising and sales literature disseminated in connection with an offering of securities. Saskatchewan legislation also provides that where an individual makes a verbal statement to a prospective purchaser that contains a misrepresentation relating to the security purchased and the verbal statement is made either before or contemporaneously with the purchase of the security, the purchaser has, without regard to whether the purchaser relied on the misrepresentation, a right of action for damages against the individual who made the verbal statement.

In addition, Saskatchewan legislation provides a purchaser with the right to void the purchase agreement and to recover all money and other consideration paid by the purchaser for the securities if the securities are sold by a vendor who is trading in Saskatchewan in contravention of Saskatchewan securities legislation, regulations or a decision of the Financial and Consumer Affairs Authority of Saskatchewan. The Saskatchewan legislation also provides a right of action for rescission or damages to a purchaser of securities to whom an offering memorandum or any amendment to it was not sent or delivered prior to or at the same time as the purchaser enters into an agreement to purchase the securities, as required by the Saskatchewan legislation.

A purchaser who receives an amended offering memorandum has the right to withdraw from the agreement to purchase the securities by delivering a notice to the issuer or selling security holder within two business days of receiving the amended offering memorandum.

These rights are in addition to, and without derogation from, any other rights or remedies available at law to a Saskatchewan purchaser. The foregoing is a summary of the rights available to a Saskatchewan purchaser. Not all defences upon which an issuer or others may rely are described herein. Saskatchewan purchasers should refer to the complete text of the relevant statutory provisions.

Manitoba Investors

If an offering memorandum or any amendment thereto, sent or delivered to a purchaser contains a misrepresentation, the purchaser who purchases the security is deemed to have relied on the misrepresentation if it was a misrepresentation at the time of the purchase and has a statutory right of action for damages against the issuer, every director of the issuer at the date of the offering memorandum, and every person or company who signed the offering memorandum. Alternatively, the purchaser may elect to exercise a statutory right of rescission against the issuer, in which case the purchaser will have no right of action for damages against any of the aforementioned persons. Unless otherwise provided under applicable securities legislation, no action shall be commenced to enforce any of the foregoing rights more than: (a) in the case of an action for rescission, 180 days from the date of the transaction that gave rise to the cause of action, or (b) in the case of an action for damages, the earlier of (i) 180 days after the purchaser first had knowledge of the facts giving rise to the cause of action, or (ii) two years after the date of the transaction that gave rise to the cause of action. A purchaser to whom the offering memorandum is required to be sent may rescind the contract to purchase the securities by sending a written notice of rescission to the issuer not later than midnight on the second day, excluding Saturdays, Sundays and holidays, after the purchaser signs the agreement to purchase the securities. Securities legislation in Manitoba provides a number of limitations and defences to such actions, including:

- a) in an action for rescission or damages, no person or company will be liable if it proves that the purchaser purchased the securities with knowledge of the misrepresentation;
- b) in an action for damages, no person or company will be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the securities as a result of the misrepresentation relied upon; and
- c) in no case will the amount recoverable under the right of action described above exceed the price at which the securities were offered under the offering memorandum.

New Brunswick Investors

Under New Brunswick securities legislation, certain purchasers who purchase securities offered by an offering memorandum during the period of distribution will have a statutory right of action for damages, or while still the owner of the securities, for rescission against the issuer and any selling security holder in the event that the offering memorandum, or a document incorporated by reference in or deemed incorporated into the offering memorandum, contains a misrepresentation without regard to whether the purchasers relied on the misrepresentation. The right of action for damages is exercisable not later than the earlier of one year from the date the purchaser first had knowledge of the facts giving rise to the cause of action and six years from the date on which payment is made for the securities.

The right of action for rescission is exercisable not later than 180 days from the date on which payment is made for the securities. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the issuer or any selling security holder. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, the issuer and any selling security holder will have no liability. In the case of an action for damages, the issuer and any selling security holder will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon. These rights are in addition to, and without derogation from, any other rights or remedies available at law to a New Brunswick purchaser. The foregoing is a summary of the rights available to a New Brunswick purchaser. Not all defences upon which an issuer, selling security holder or others may rely are described herein. New Brunswick purchasers should refer to the complete text of the relevant statutory provisions.

Prince Edward Island Investors (Cont'd)

Securities legislation in Prince Edward Island provides a number of limitations and defences to such actions, including:

- a) no person or company will be liable if it proves that the purchaser purchased the securities with knowledge of the misrepresentation;
- b) in an action for damages, the defendant is not liable for all or any portion of the damages that it proves does not represent the depreciation in value of the securities as a result of the misrepresentation relied upon; and
- c) in no case shall the amount recoverable under the right of action described herein exceed the price at which the securities were offered under the offering memorandum, or any amendment thereto.

In addition, a person is not liable with respect to a misrepresentation in forward-looking information ("FLI") if: (a) the offering memorandum containing the FLI also contains, proximate to the FLI: (i) reasonable cautionary language identifying the FLI as such and identifying material factors that could cause actual results to differ materially from a conclusion, forecast or projection in the FLI; and (ii) a statement of the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection set out in the FLI; and (b) the person had a reasonable basis for drawing the conclusions or making the forecast or projections set out in the FLI.

The above paragraph does not relieve a person of liability respecting FLI in a financial statement required to be filed under Prince Edward Island securities laws.

Newfoundland and Labrador Investors

If an offering memorandum, together with any amendment thereto, contains a misrepresentation, a purchaser has, without regard to whether the purchaser relied on the misrepresentation, a statutory right of action for damages against (a) the issuer, (b) subject to certain additional defences, against every director of the issuer at the date of the offering memorandum and (c) every person who signed the offering memorandum, but may elect to exercise the right of rescission against the issuer (in which case the purchaser shall have no right of action for damages against the aforementioned persons).

No action shall be commenced to enforce the right of action discussed above more than:

- (a) in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or (b) in the case of any action for damages, the earlier of:
 - (i) 180 days after the purchaser first had knowledge of the facts giving rise to the cause of action; or
 - (ii) three years after the date of the transaction that gave rise to the cause of action.

Securities legislation in Newfoundland and Labrador provides a number of limitations and defences to such actions, including:

- a) no person will be liable if it proves that the purchaser purchased the securities with knowledge of the misrepresentation;
- b) in an action for damages, the defendant is not liable for all or any portion of the damages that it proves does not represent the depreciation in value of the securities as a result of the misrepresentation relied upon; and
- c) in no case shall the amount recoverable under the right of action described herein exceed the price at which the securities were offered under the offering memorandum, or any amendment thereto.