



# Capabilities Presentation

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“It takes 20 years to build a reputation and five minutes to ruin it. If you think about that, you'll *do things differently*”

- Warren Buffet

UpListing.com was established *to do things differently*.

UpListing provides strategic consultative advisory to public companies in the implementation of their capital markets objectives and listing on an internationally recognized stock exchange.

**Relationships Matter.** Our value add to clients is utilizing our industry and stock exchange relationships to simplify an ever-increasing demanding and rigorous exchange review process ensuring listing requirements are successfully met.

The principals, contributors and advisory board of UpListing.com are industry professionals with extensive backgrounds in the global capital markets.

We are shareholder centric. We work closely with company management and the Board of Directors leveraging our broad array of relationships in the strategic planning process, delivering investment banking, legal, audit, and other professional introductions to complete the funding and uplisting process.

## Todd Heinzl

Managing Partner and Founder of UpListing.com and of The Governance Box, Inc. ([www.thegovernancebox.com](http://www.thegovernancebox.com)), Todd has over 30 years of experience in the investment, merchant banking, and financial services industry. Todd launched UpListing.com in 2016 in continuance of his consulting and advising practice, working with companies to facilitate listings on international recognized senior exchanges.

**Corporate Governance is a focus.** Todd is a member of the Royal Canadian Military Institute (RCMI); the National Association of Corporate Directors (NACD – NY USA); European Corporate Governance Institute (ECGI – Brussels, Belgium); Singapore Institute of Directors (SID - Singapore); and Institute for Mergers & Acquisitions (IMA – Vienna, Austria), and more recently the Association for Certified Fraud Examiners.

Todd earned his designation as a Certified Investment Manager (CIM) from the Canadian Securities Institute and achieved his Fellow of Canadian Securities Institute (FCSI) fellowship designation.

## Jonathan Blum

Jonathan has **30 years of client advisory and fund-raising experience** on Wall Street. During that time, Jonathan has been responsible for advising and financing a broad array of emerging growth public and private companies to help achieve their capital market objectives.

Jonathan has a distinguished career with **notable investment banks**. Recently, Jonathan was Head of Investment Banking at Dawson James Securities, a boutique investment bank raising capital for emerging growth companies with a life sciences focus. Prior to Dawson James, Jonathan was Managing Director, Investment Banking at WestPark Capital.

Earlier, Jonathan was a Partner and Head of the Investment Banking practice at Jesup & Lamont Securities, a New York based boutique banking firm. Jonathan was a Managing Director at Prudential Securities Incorporated responsible for the firm's Real Estate, Energy and Consumer M&A practices. Before joining Prudential Securities, Jonathan was a Director of M&A at Salomon Smith Barney.

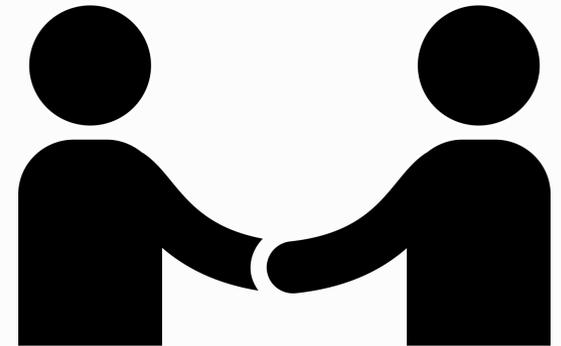
Jonathan's career was further augmented as a **consultant at Bain & Co.**

Jonathan graduated summa cum laude with a B.S. in finance from Boston University and received an **M.B.A. with distinction from the Harvard Business School.**





- ✚ **Provide** capital markets consultancy and guidance.
- ✚ **Assist** with stock exchange analysis and liquidity metrics.
- ✚ **List / UpListing** on an International Recognized Stock Exchange such as NASDAQ, NYSE, or NEO.
- ✚ **Compile and File** exchange applications.
- ✚ **Develop and Affect** a company's financing roadmap.
- ✚ **Serve as an Intermediary** with banks, auditors, legal counsel and investor relations firms.
- ✚ **Advise and Shepherd** throughout the capital raising process.
- ✚ **Be Available, Responsive and Efficient.**



## Situational Analysis

- ✓ Company Overview
- ✓ Valuation, Comp Analysis
- ✓ Capital Structure
- ✓ Financial Analysis

## Working Group

- ✓ C-Suite (CEO/ CFO)
- ✓ Board of Directors (Lead)

## Financing Planning

- ✓ Amount(s)
- ✓ Use of Proceeds
- ✓ Value Inflection Points
- ✓ Timing / Staging
- ✓ Procedural Planning
- ✓ Service Provider Introductions

## UpListing Planning

- ✓ Setting Timeline
- ✓ Strategic Development

## UpListing Process

- ✓ Application Completeness
- ✓ Review
- ✓ Working Towards a Goal / Shareholder Focus

## Due Diligence/ Data Room

- ✓ Banker / Investor Preparedness

## Professional Selection

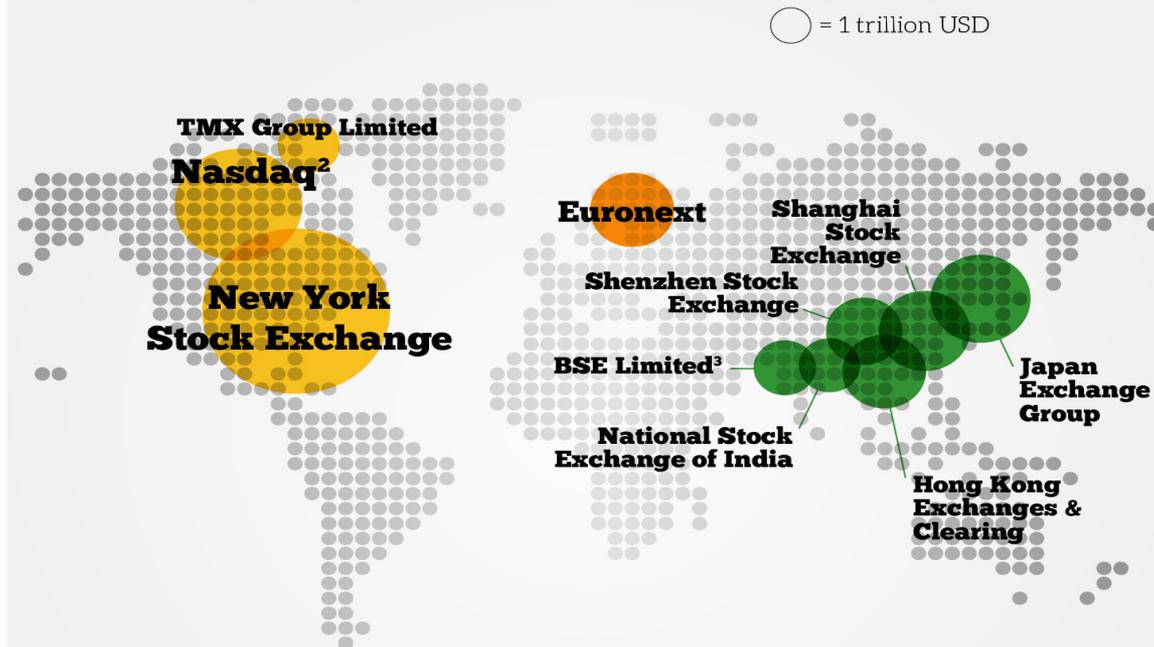
- ✓ Investment Bank
- ✓ Auditor
- ✓ Legal
- ✓ Investor Relations



**London**  
Stock Exchange Group



## Largest stock exchanges by region<sup>1</sup>



<sup>1</sup>World Federation of Exchanges members by domestic market capitalization, 2017

<sup>2</sup>Formerly National Association of Securities Dealers Automated Quotations

<sup>3</sup>Formerly Bombay Stock Exchange

Source: World Federation of Exchanges

## Initial

- Engage Uplisting.com
- Introductions to Investment Bankers for Firm Commitment Registered Offering/Road Show
- Engage Investment Banker
- Introduction to other key professionals
- Engage other professionals
- NYSE/NASDAQ Materials preparations (Draft)
- Corporate Governance – Review
- **COMMENCE PROCESS**



## Preparation

- **Prepare SEC Form F-1** Registration Statement with SEC. Following requirements:
  - Financial Statements-need two years audited financial statements
  - Cap Table
  - Business Plan
  - Management Discussion and Analysis
- **FILE SEC FORM F-1**



## Application

- **Listing Application Materials:**
  - Listing Resolution(s)
  - Certified Shareholder List
  - Broad Range Analysis
  - Transfer Agent Confirmation
  - Certification 5605 NASDAQ
  - Director Resumes
  - Capitalization Table
  - Proforma
  - Company Logo.
- **FILE APPLICATION**



## Listing APPROVED

- Road Show – Institutional
- Road Show - Retail
- NASDAQ/ NYSE
  - Conditional Approval
  - News Release
  - Board & Committee Meetings
- Inaugural Board Meeting
- Continuous Listing Standards

PROCESS



UpListing has established relationships with all major stock exchanges

We assist with all listing application materials, including:

- Listing Resolution(s)
- Certified Shareholder List
- Broad Range Analysis
- Transfer Agent
- C-Suite Certifications
- Director Resumes
- Background Checks
- Capitalization Table Analysis
- Proforma or Use of Proceeds
- Company Logo



<b>NASDAQ CM LISTING REQUIREMENTS</b>			
<b>Requirements</b>	<b>Equity Standard</b>	<b>Market Value of Listed Securities Standard</b>	<b>Net Income Standard</b>
Net Income from Continuing Operations (In latest fiscal year or in 2 of last 3 fiscal years)	N/A	N/A	\$750,000
Net Tangible Assets	N/A	N/A	N/A
Market Value Publicly Held Stock	\$15,000,000	\$15,000,000	\$5,000,000
Market Value of Listed Securities	N/A	\$50,000,000	N/A
# of Shares Publicly Held	1,000,000	1,000,000	1,000,000
# Public Board Lot Holders	300	300	300
Bid price or Closing price	\$4.00/ \$3.00	\$4.00/ \$3.00	\$4.00/ \$3.00
Shareholders' Equity	\$5,000,000	\$4,000,000	\$4,000,000
Market Makers	3	3	3
Operating History	2 years	N/A	N/A
Corporate Governance	Mandatory	Mandatory	Mandatory

Requirements	Standard 1	Standard 2	Standard 3	Standard 4
Shareholders' equity	\$4 million	\$4 million	\$4 million	N/A
Pre-tax income required in last fiscal year or two of three most recent fiscal years.	\$750,000	N/A	N/A	N/A
Market capitalization	N/A	N/A	\$50 million	\$75 million OR At least \$75 million in total assets and \$75 million in revenues
Distribution	800 public shareholders and 500,000 shares publicly held OR 400 public shareholders and 1 million shares publicly held OR 400 public shareholders, 500,000 shares publicly held and average daily trading volume of 2,000 shares for prior 6 months	800 public shareholders and 500,000 shares publicly held OR 400 public shareholders and 1 million shares publicly held OR 400 public shareholders, 500,000 shares publicly held and average daily trading volume of 2,000 shares for prior 6 months	800 public shareholders and 500,000 shares publicly held OR 400 public shareholders and 1 million shares publicly held OR 400 public shareholders, 500,000 shares publicly held and average daily trading volume of 2,000 shares for prior 6 months	800 public shareholders and 500,000 shares publicly held OR 400 public shareholders and 1 million shares publicly held OR 400 public shareholders, 500,000 shares publicly held and average daily trading volume of 2,000 shares for prior 6 months
Price	\$3	\$3	\$2	\$3
Market value of public float	\$3 million	\$15 million	\$15 million	\$20 million

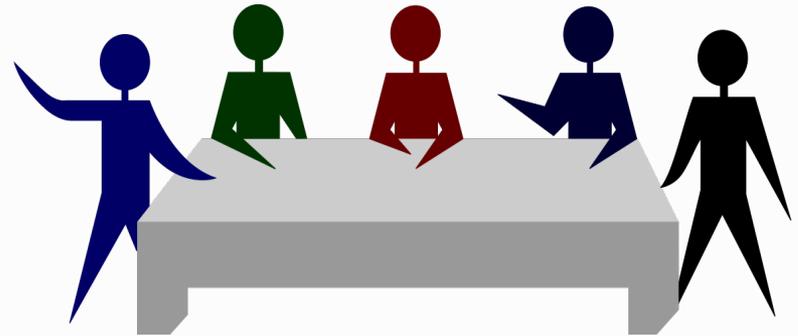
Corporate Governance is MANDATORY for any Global Stock Exchange

## Board of Directors:

- Board Composition/ Responsibilities
- Working Board – Pros / Cons

## Stock Exchange:

- Certification and Compliancy
- Resolutions Review
- Assembly of applicable bylaws & charters pursuant to exchange rules
- Update & Completion of Current Governance Materials



## Short-term Capital Raise - Determinants

- Amount
- Valuation
- Use of proceeds
- Timing
- Alternative structures

## Short-term Capital Raise – Process

- Diligence prep
- Marketing materials prep
- US listed comparable company analysis
- Develop list of prospective banks - retail vs. institutional, sector experience, research coverage, conferences, ROFR
- US counsel introductions
- IR firm introductions
- Investment bank interviews and meetings
- Bank proposal submissions, review and syndicate selection

## Longer-term, Larger Capital Raise

- Timing
- Valuation inflection points
- Amount
- Use of proceeds

## Post-Financing/Listing Sponsorship “To Dos”

- Investor relations
- Investor roadshows
- Periodic earnings updates
- Research coverage
- Conferences
- Media

*(Days from commencement)*

**Exchange Application:**

Complete / File Application	30 Days
Governance Certification	30 - 90 Days <i>(material availability dependent)</i>
Response Letters (Acknowledgment)	Ongoing from day of application submission
Approval Letter	Up to 180 days

**Corporate Governance:**

Governance Required Materials	30 - 60 Days
Board of Directors Composition & Committees	30 - 60 Days <i>(UpListing to provide resolutions)</i>
Board Addition(s)	30 - 60 Days

**Shareholder Communications:**

Reg FD – News Releases	Ongoing
Share Awareness (Share Price / Strategy)	Ongoing
Market Communication, Company Awareness	Ongoing
Investor Relations Program	Ongoing

