



**INVESTMENT  
OVERVIEW**





*"Seismic is different -- they really understand the companies they work with, and it only takes one truly disruptive company to **make my investment a runaway success!**"*

OUR MANDATE

## DISRUPTION

Imagine ... if you had been an **early investor** in Berkshire Hathaway, Google, and Apple. *How would your financial life differ from the way it is today?*

The **greatest gains** are achieved by those who **invest early**, with the **vision** to see where ideas and the first versions of products and services can lead and grow, and with the **capacity** to take positions across a **spectrum of opportunities**.

This presentation is about **Seismic Capital Company**, which invests early in multiple companies that exhibit the **vision, leadership and first-to-market position** to **create a disruption in their space**.

**Capital, professional guidance, expansive networks and experience** are what **Seismic provides** to increase the portfolio companies' - and Seismic's own - likelihood of success.



# SEISMIC OVERVIEW

THREE POINTS TO KNOW - ONE PAGER

# ABOUT SEISMIC

Seismic was formed to find DISRUPTIVE early stage digital companies to turn into BILLION DOLLAR INVESTMENTS



Our blue-chip, highly experienced executive team works to grow visionary companies intent on shaking up their markets. These are **Seismic** companies.



By providing extensive support and patient capital, and through diversification in our portfolio, we can look forward to delivering significant returns for investors.



We are creating a funding stream to back our companies today, and also laying the foundation so they can raise their own capital in the future - to exit from the holding company via IPO, M&A transaction, or management buyout.



# SEISMIC COMPANIES?



*We guide our companies through the entire process, including keeping an eye on the ability to exit or attract further capital.*

## WHAT WE'RE LOOKING FOR

- We seek innovative disruptors—entrepreneurs who present to us ideas that make us ask, “Why didn’t I think of that?”
- We seek companies and teams that achieve that “ah-ha” moment with us—those with an idea, which, powered by our team, guidance and network, can lead to a high probability of success.
- We seek investors who know that having **more than one horse in the race** is a **recipe for winning**, risk management, and high probability of out-sized profits.

# THE NEXT BILLION DOLLAR COMPANY?\*



## BETTER ENGAGEMENT

Game Cloud Network (GCN) is building a brand engagement network to connect brands, consumers and influencers through games. The Company's platform allows brands to connect with and monetize a highly targeted audience through consumer video games. GCN has partnered with AT&T and Microsoft to showcase its new brand engagement solutions.



## BETTER UNBANKED BANK

Spare offers "virtual ATM" services to tap the enormous underbanked and unbanked population in the United States and the World. The company connects digital wallets, shops and users so that customers can access cash without ATM. Strategic partners include Evolve Bank, TCetra, Solutions Unlimited, IDT and BBPos. By 2022, Spare expects to have 5.9 mn active users and 900,000 merchants.



## BETTER MOTIVATION

MovieComm uses exclusive movie clips to help today's leaders lead. The company has legal access to thousands of ad free, customizable Hollywood movie clips designed to help today's leaders communicate in a whole new way. MovieComm's intuitive and innovative tools make leadership messages come to life in a short, entertaining, memorable – and motivational - manner.



## BETTER UNBANKED BANK

Blockbonds, a Norwegian FinTech company dedicated to banking the unbanked, has developed a smart financial platform built into a user-friendly mobile banking app called SPENN. SPENN mobile money has been the number one app downloaded from the Apple App Store. SPENN allows unbanked users to send & request money, buy airtime, pay bills, save money!

\*Each of the companies noted has expressed an interest in taking an investment from Seismic. See our offering circular for further details on these and other prospective investments that Seismic is targeting.

# WHY THE OPPORTUNITY IS NOW



# MARKET OPPORTUNITY

***“Seismic is different—they understand the companies they work with, and it only takes one truly disruptive company to make my investment a runaway success!”***

## OPEN TO ALL

- Regulation A+ allows investors of all ages (over 18) and all income and wealth brackets to participate in early stage investments.
- The mass affluent have been shut out of this market until the past few years as regulations have allowed for “general solicitation” of investors without a prior relationship, and without accreditation.
- We have created a consortium of firms experienced in investor acquisition. We have chosen this path to draw thousands of investors, managed by a transfer agent, aimed at specific datasets.
- The country is starved for a moon shot — real innovation and innovators are lionized and promoted.
- A median investment of \$2,000 times 10,000 investors = \$20 million. There are over 12 million accredited, and 3x that with HHI > \$150k, **most of whom have never been offered this type of opportunity.** We can identify over 80% of these people.
- This process is aimed at having an Enormous Proportions or Effect on its shareholders.



S U M M A R Y

# WALL STREET **AND** MAIN STREET

## OVERVIEW

### SEISMIC...

- ✓ ... invests in early-stage digital companies, then nurtures them in a collaborative and supportive environment ...
- ✓ ... has deep experience in corporate leadership, corporate growth and investment banking ...
- ✓ ... maintains a diverse, seasoned advisory group, adding expertise to diligence and investing ...
- ✓ ... the process has been proven, and the initial investments are about to be announced ...

## FOR INVESTORS

### SEISMIC...

- ✓ ... SEC Reg A offering is under way to raise \$49 million ...
- ✓ we welcome both **accredited** and **non-accredited** investors ...
- ✓ minimum investment of \$1,000, unprecedented in this type of offering ...
- ✓ the capital we raise will be invested in 10-15 companies; we expect to double investor equity within 3-4 years ...
- ✓ ... **Seismic's companies are diversified with one underlying feature ... we expect them to shake up their markets ...**

## FOR INNOVATORS

### SEISMIC...

- ✓ ... becoming a Seismic company confers a blue-chip suite of benefits onto portfolio companies ...
- ✓ In addition to patient, enthusiastic capital for growth, Seismic provides entrepreneurs with infrastructure and mentorship that allows them to concentrate on building their businesses ...
- ✓ ... portfolio companies are part of a congenial, collaborative ecosystem that fosters growth ...
- ✓ **Seismic is experienced in guiding growth AND we know when to let birds fly ...**

# KEY BACKGROUND

## OUR STRUCTURE

### SEISMIC...

- ✓ ... Is a **holding company**, not a fund...
- ✓ Because we are a holding company, we are able to raise money from **accredited and non-accredited investors**...
- ✓ Typical VC funds have a minimum investment of \$250,000, \$500,000, \$1 million or more.
- ✓ **Seismic Capital was designed from the ground up to welcome all investors.** Our minimum investment is just \$1,000, although you are welcome to invest more.
- ✓ We are not subject to the 40 Act...

## OUR INVESTMENTS

### SEISMIC...

- ✓ ... To maintain our status as a holding company, **we control the boards and the equity of the companies in our portfolio**...
- ✓ Our portfolio companies understand that our investment is less restrictive than the typical VC covenants they would have to agree to...
- ✓ Because of our unique transaction and ownership structure, **companies that perform are rewarded as if they had taken money from a blue-chip venture capital investor.**
- ✓ **We have signed two letters of intent to make our first investments.**

## DIVERSIFICATION

### SEISMIC...

- ✓ ... When you invest in Seismic, you are investing in a **diversified portfolio of companies** as we assemble it ...
- ✓ Many prospective investors ask us about Start Engine and other stock promoters. When you invest with them, you are investing in one company at a time. If it fails, so do you...
- ✓ Our diligence on prospective investments is extensive. We review the overall industry, the company itself, its principals, its technology and its patents...
- ✓ We also have a handle on **what our exit will look like ... who the prospective buyers are, and what kind of exit multiples we can expect...**



## Seismic Shares are QSBS – Most Investors Will Pay NO Capital Gains Taxes When They Sell\*



Seismic Company | 424.512.2200

Investing in Seismic now means you are purchasing shares of **Qualified Small Business Stock (QSBS)**, which provides important tax benefits.

- Investors who hold their shares for five years or more may **avoid paying capital gains taxes when they sell their shares**. Selling before five years will reduce the tax exemption, but you are always able to sell.
- If we pay dividends or make distributions while you are holding your stock, as we intend to do, these are subject to tax just like other dividends as opposed to ordinary income.
- Unlike a typical venture fund, investors in Seismic Capital have these benefits:
  - **No lock-up or holding period.**
  - **You may sell their shares at any time.**
  - **We expect our shares to begin trading soon on a private exchange.**
  - **You pay no fees.**
  - **You never will be required to invest more than your initial investment (there are no capital calls), unless you want to invest more.**

*\*Subject to IRS restrictions, please consult your tax professional for personalized advice.*

# LEADERSHIP

BLUE-CHIP EXPERIENCE

## OUR TEAM

Each member brings to the table the experience and skills required to select the right companies to back, and to assist with and guide their growth.

Our diverse experience is an asset, just as the diversity of our portfolio of companies is a strength.

*We identify the best opportunities and look beyond initial financial return, seeking disruptive companies and winning teams.*



# FOUNDERS



STEVEN WEINSTEIN CEO	ERIC WHITE PRESIDENT	ALICE NEUHAUSER CFO	YANN GERON, Esq. Chief Legal Officer
<b>Professional Experience</b> <ul style="list-style-type: none"> <li>- Marketmaker Capital (Advisory/Investment Firm) Managing Partner</li> <li>- Salsa Systems (Venture-backed Tech Company), CEO</li> <li>- MagnaCom (LBO rollup with Carl Marks Group and Sterling Capital), CEO and Founder</li> <li>- Reuters, IT Manager, M&amp;A Manager, Journalist</li> <li>- Associated Press, Journalist</li> </ul>	<b>Professional Experience</b> <ul style="list-style-type: none"> <li>- Capitol Pacific Group (Advisory/Investment Firm) CEO</li> <li>- Pearl Media (Entertainment Media Investor) CEO</li> <li>- Duff &amp; Phelps/Chanin Capital Partners, Director</li> <li>- Imperial Capital, Director</li> <li>- National Public Affairs Group, CEO</li> <li>- Broadbay Networks (high-growth tech startup), Chairman and Founder</li> </ul>	<b>Professional Experience</b> <ul style="list-style-type: none"> <li>- Gramarye Entertainment (Cross-Media Entertainment Studio), President</li> <li>- Unapix Entertainment (Film &amp; Television Producer/Distributor), Chief Restructuring Officer</li> <li>- Manhattan Beach Studios (Film &amp; Television Production Facilities), Developer &amp; Construction Manager</li> <li>- New Beginnings Enterprises (Film Producer/Distributor, Post-Production Services), COO &amp; CFO</li> </ul>	<b>Professional Experience</b> <ul style="list-style-type: none"> <li>- Federal Bankruptcy Trustee</li> <li>- Reitler, Kailas &amp; Rosenblatt, Partner</li> <li>- Fox Rothschild, Partner</li> <li>- Geron &amp; Associates, Partner</li> </ul>
<b>Education</b> <ul style="list-style-type: none"> <li>- Hebrew University of Jerusalem/Melton School</li> <li>- Reuters Executive Business Leadership School led by Harvard Business School and Insead</li> <li>- Tufts University</li> </ul>	<b>Education</b> <ul style="list-style-type: none"> <li>- Drew University</li> </ul>	<b>Education</b> <ul style="list-style-type: none"> <li>- Anderson School/University of California, Los Angeles</li> <li>- Harvard College</li> </ul>	<b>Education</b> <ul style="list-style-type: none"> <li>- Hofstra School of Law</li> <li>- Bard College</li> </ul>
<b>Non-Profit Activities</b> <ul style="list-style-type: none"> <li>- Tzedek America, Board Chair</li> <li>- Hebrew Union College – Jewish Institute of Religion, Board of Advisors</li> </ul>	<b>Non-Profit Activities</b> <ul style="list-style-type: none"> <li>- Democratic National Committee, Managing Trustee</li> </ul>	<b>Non-Profit Activities</b> <ul style="list-style-type: none"> <li>- Defenders of Wildlife, National Council</li> <li>- Union of Concerned Scientists, National Advisory Board</li> </ul>	<b>Non-Profit Activities</b> <ul style="list-style-type: none"> <li>- South Bronx United, Director</li> <li>- HEAF Harlem Educational Activities Fund Leadership Council, Chair</li> </ul>
<b>Based in LA</b>	<b>Based in LA</b>	<b>Based in LA</b>	<b>Based in NY</b>

# ADVISORS

Seismic's advisors help Seismic internally, evaluate investments, and help portfolio companies as they enter the portfolio and as they grow.

## **ROXANNE TAYLOR** MARKETING/CORPORATE COMMUNICATIONS ADVISOR

Roxanne Taylor was named one of Forbes's "World's Most Influential CMOs," included in FierceCMO's "B2B CMOs to Watch," and selected for a Changing the Game Award by the Advertising Women of New York (now called She Runs It). She is a member of the Arthur W. Page Society, the Committee of 200, and the Women's Forum. She has led marketing, media and communications strategy for significant organizations such as Memorial Sloan Kettering Cancer Center, Accenture PLC, Reuters/Quotron and Credit Suisse.

## **PORTER BIBB** MULTI-MEDIA ADVISOR

Porter Bibb has more than 40 years experience as a senior investment banker specializing in media, entertainment, and technology ventures. Mr. Bibb is also a former White House correspondent for Newsweek magazine; the first publisher of Rolling Stone Magazine; and former Corporate Development Director for The New York Times Company. Mr. Bibb is a frequent guest commentator on business channels including CNBC and Fox.

## **D'ANA DOW** ENERGY AND FINANCIAL MARKETS ADVISOR

De'Ana H. Dow is a partner and general counsel at Capitol Counsel, LLC. Dow is one of the most respected experts on energy markets and financial services issues in the country. Her specialty is knowledge of financial markets and the policies, rules and regulations of the Commodity Futures Trading Commission. She also is versed in the regulatory actions of the Securities and Exchange Commission, Federal Energy Regulatory Commission, Treasury Department and the Federal Reserve.

## **BRUCE WAXMAN** COMPENSATION & RECRUITMENT ADVISOR

Bruce Waxman has served as the Managing Director of The Waxman Group since starting the firm in 2003. The Waxman Group is a retained search firm founded on the principles of providing clients with the resources and reach of a large firm, but the personal touch and partnership achieved in boutique firms. While Mr. Waxman is recognized in LA for his expertise in the Media & Entertainment, Online/Digital and technology verticals, he serves clients in all industries.

## **THERESA MOORE** DIVERSITY, INCLUSION & MEDIA ADVISOR

Theresa Moore teaches in Providence College's MBA, Masters of Urban Education, Global Studies and School of Continuing Education programs and provides pedagogical and curricula training and support in the areas of diversity, equity and inclusion (DEI) for the College's faculty. Professor Moore provides professional development services, primarily focused on DEI, for educators, educational leaders, schools/school districts, other educational organizations, and companies.

## **BRAD PADEN** INCUBATION ADVISOR

Brad Paden is also a Professor Emeritus of Mechanical Engineering at the University of California, Santa Barbara, and the founder of LaunchPoint Technologies, a high-tech incubator begun in 1992. LaunchPoint has had multiple investment successes in the areas of medical devices, aerospace, transportation, energy and energy storage, and nanotechnology. Dr. Paden has authored over 80 publications and holds 17 patents in the field of engineering systems.





# ADVISORS (CONTINUED)

## MITCHELL BERMAN ENTREPRENEUR IN RESIDENCE

Mitch Berman is a 30-year entertainment and technology media veteran, who has participated in the launch of 6 start-ups and a successful IPO. These initiatives span social enterprise, mobile/PC games, streaming OTT video, e-commerce, education technology, video-on-demand, interactive television, cable and satellite entertainment television channels, digital music, YouTube influencer channels, augmented & virtual reality, and subscription-based entertainment products and services.

## ROBERT ANDRIALIS SECURITIES STRATEGY

Bob Andrialis has more than 30 years of broad-based experience as an executive running large, multimedia information and publishing businesses. Before forming Mergent, Inc., and overseeing its purchase of the Financial Information Services division of Moody's Investors Service, Mr. Andrialis was founding partner of Berwick Capital, a small private investment company established to acquire financial information businesses. Earlier, he served in various executive positions at Thomson Corp and Standard & Poor's.

## DEMETRIO CUZZOCREA TECHNOLOGY AND WEB ANALYSIS

Demetrio Cuzzocrea has nearly two decades of experience in the interactive and entertainment industries. As CEO of EmergentApps, Mr. Cuzzocrea was co-founder of a multitude of start-ups, from social networks, to human resources and pharma solutions to movie trivia games like Fireback Movies. He led development effort for animation and game development of Stan Lee's Superhero Ball Wars. Celebrity clients include Super Nanny Jo Frost and Dance Moms reality star Abby Lee Miller.

## ROBERT FINNEY BANKING / CORP FINANCE

Rob Finney's corporate finance and banking career spans over 30 years, beginning with Canadian Imperial Bank of Commerce, Credit Suisse and Deutsche Bank. He has specialized in middle-market private equity activities and acquisition finance. Mr. Finney has worked with firms ranging from 'green-field' start-up companies to Fortune 50 clients across the US and includes significant 'C' level exposure at all clients, where his experience is highly valued.

## JOEY K. TUTTLE INFORMATION DESIGN AND INFRASTRUCTURE

Joey Tuttle has over 30 years of experience in conceiving, implementing and managing technology solutions in fields ranging from quality assurance for hardware and software to communications and networking systems. Mr. Tuttle has held senior positions at IBM, I.P. Sharp Associates, Reuters, and Magnacom. Mr. Tuttle and Mr. Weinstein have worked together for more than 30 years.

# LEGAL & ACCOUNTING TEAM

Seismic's legal and accounting team is unparalleled.

- |                       |                       |                    |
|-----------------------|-----------------------|--------------------|
| • Securities Counsel  | Potomac Law Group     | Richard Ellenbogen |
| • Corporate Counsel   | Shulman Rogers        | Anita Finkelstein  |
| • Transaction Counsel | Schwartz Law          | John Schwartz      |
| • Auditors            | Marcum LLP            | John Hughes        |
| • Tax Accountants     | Rose, Snyder & Jacobs | Alan Kazden.       |

# OFFERING TEAM

Seismic has chosen the best of class to bring its offering to market.

- |                      |                          |                          |
|----------------------|--------------------------|--------------------------|
| • Offering Counsel   | CrowdCheck Law           | Sara Hanks, Jamie Ostrow |
| • Offering Marketing | E5A Integrated Marketing | Andrew Corn              |
| • Offering Platform  | KoreConX                 | Oscar Jofre.             |
| • BD/Placement Agent | Dalmore Securities       | Eitan Butler             |



# DILIGENCE TEAM

Seismic relies on third-party experts to review and vet its transactions.

- |                           |                       |                 |
|---------------------------|-----------------------|-----------------|
| • Corporate Underwriting  | CorpFin Associates    | Chaitanya Kumar |
| • Industry Underwriting   | Maple Growth Partners | Naraj Shinvi    |
| • Technology Underwriting | Hybrid Valley         | Albion Calaj    |
| • Personnel Diligence     | Kroll                 |                 |

# BENEFITS OF BEING A SEISMIC COMPANY

THE OPPORTUNITY TO FOCUS

## WHAT SEISMIC OFFERS ITS PORTFOLIO COMPANIES



The point is to be able to focus on growth and development, not all the other noise that often impedes progress.



### CAPITAL TO GROW

Flexible, comfortable backing that enables entrepreneurs to excel



### FULL SUPPORT

... from operations, sales and marketing support to HR, IT and mentorship ...



### GROWTH ECOSYSTEM

Trusted partners for idea exchange, venturing, collaboration...



### WORLD-CLASS BENEFITS

From health, dental, vision, 401K, FSA, to disability, educational assistance

# VALUES STATEMENT

At Seismic Capital Company, we believe that businesses should meet the highest standards of integrity and accountability – not only to advance the bottom line, but also to promote and protect the environment and our communities. We believe in building a more responsible and sustainable economy; we want to contribute to a world that has less inequality and poverty, better health, greater human connections and more jobs with purpose and dignity. We value and advance diversity and inclusion across all lines.

These principles guide Seismic as a company, and we look for portfolio companies that also are focused on these goals. Our investment policy includes principles of social responsibility. When we evaluate companies for investment, we look for businesses that:

- ✓ Are in full compliance with relevant environmental, social, and governance (ESG) laws and regulations.
- ✓ Respect the human rights of workers and protections for health and safety.
- ✓ Uphold high standards of business integrity, avoiding corruption in all its forms, and complying with anti-bribery and AML-CFT (anti-money laundering and combating the financial of terrorism) requirements.

As we grow, we will seek formal recognition as a Certified B Corporation (<https://bcorporation.net/>); for now, we are putting Certified B Corporation practices into place today.

- ✓ Certified B Corporations balance purpose and profit.
- ✓ They consider the impact of their decisions on their workers, customers, suppliers, community, and the environment.
- ✓ B Corporations form a community of leaders, driving a global movement of people using business as a force for good.

Seismic Capital Company values entrepreneurship, innovation, creativity and financial growth – in harmony with a mandate to operate a responsible and ethical business.



**We are offering 8.9 million shares at \$5.50 each. Our offering is qualified by the SEC under Regulation A.**

**We have special incentives for investments above \$50,000 and \$250,000. These shares are offered by private placement.**

## THE TIME TO INVEST IS NOW

	Minimum Purchase	Who Can Invest	Features
Reg A+ offering of Shares @ \$5.50	\$1,000	<ul style="list-style-type: none"> <li>Accredited Investors</li> <li>Non-Accredited Investors</li> </ul>	<ul style="list-style-type: none"> <li>No required hold period before selling</li> <li>No fees</li> <li>Seismic SEC qualification is to sell \$49 million worth of shares</li> <li>Shares purchased from the company are Qualified Small Business Stock (QSBS) and are eligible for capital gains tax exemptions*</li> </ul>
Private Placement of Shares @ \$5.00	\$50,000	<ul style="list-style-type: none"> <li>Accredited Investors</li> </ul>	<ul style="list-style-type: none"> <li>Discount for larger investments (\$5.00 vs \$5.50)</li> <li>The private placement is for up to \$50 million</li> <li>No required hold period before selling</li> <li>No fees</li> <li>Shares purchased from the company are Qualified Small Business Stock (QSBS) and are eligible for capital gains tax exemptions*</li> </ul>
Private Placement of Shares @ \$5.00 plus warrants	\$250,000	<ul style="list-style-type: none"> <li>Accredited Investors</li> </ul>	<ul style="list-style-type: none"> <li>Three-year warrants to purchase 10% additional shares at \$5.50 (current price)</li> <li>Discounted for larger investments (\$5.00 vs \$5.50)</li> <li>The private placement is for up to \$50 million</li> <li>No required hold period before selling</li> <li>No fees</li> <li>Shares purchased from the company are Qualified Small Business Stock (QSBS) and are eligible for capital gains tax exemptions*</li> </ul>

\*Consult your tax advisor; the duration of your hold will affect the scope of the capital gains tax exception; the company will cease issuing QSBS shares when total share sales from the Reg A offering and the Private Placement reach \$50 million.

## What Makes Us Different From Other VCs

1. Equity based, no fees for investment (unlike the rest).
2. Our shares are tradeable.
3. Our holding company structure allows us to control the equity and the board.
4. Unlike single-entity investments, you are investing in a slate of companies, providing diversification to reduce risk.
5. Our team of executives and advisors has experienced – hands-on – the challenges of building companies from scratch.
6. Our Qualified Small Business Stock is a tax advantage.
7. We handle back-office functions so our companies can do what they do best.



Seismic Capital Company  
11271 Ventura Boulevard, Suite 479  
Los Angeles, CA 91604

Our general number is +1 (424) 512-2200

Our website is <https://seismic.company>

To invest, please go to <https://seismic.company/investoroffering/>

Our offering circular is available on the SEC's website at:

[https://www.sec.gov/Archives/edgar/data/1822111/000110465921110708/tm2126409-1\\_253g2.htm](https://www.sec.gov/Archives/edgar/data/1822111/000110465921110708/tm2126409-1_253g2.htm)

### For More Information about Investing, Please Contact

Eric White, President	<a href="mailto:ebw@seismic.company">ebw@seismic.company</a>	+1 (415) 847-2715
Steven Weinstein, CEO	<a href="mailto:spw@seismic.company">spw@seismic.company</a>	+1 (818) 221-7011
Alice Neuhauser, CFO	<a href="mailto:apn@seismic.company">apn@seismic.company</a>	+1 (310) 266-6539
Yann Geron, CLO	<a href="mailto:yg@seismic.company">yg@seismic.company</a>	+1 (914) 582-6965

# THANKS



## SAFE HARBOR

This presentation and other written or oral statements made from time to time by representatives of Seismic Holding Company and its affiliates, may or do contain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements reflect the current view about future events. Statements that are not historical in nature, and which may be identified by the use of words like “expects,” “assumes,” “projects,” “anticipates,” “estimates,” “we believe,” “could be,” “future” or the negative of these terms and other words of similar meaning, are forward-looking statements. Such statements include, but are not limited to, statements contained in this presentation relating to our expected sales, cash flows and financial performance, business, business strategy, expansion, growth, products and services we may offer in the future and the timing of their development, sales and marketing strategy and capital outlook. Forward-looking statements are based on management’s current expectations and assumptions regarding our business, the economy and other future conditions and are subject to inherent risks, uncertainties and changes of circumstances that are difficult to predict and may cause actual results to differ materially from those contemplated or expressed.

We caution you therefore against relying on any of these forward-looking statements. These risks and uncertainties include, but are not limited to, those risk factors discussed separately in our executive summary, which we will make available upon your request. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned. Important factors that could cause actual results to differ materially from those in the forward looking statements include: a continued decline in general economic conditions nationally and internationally; decreased demand for our products and services; the ability to protect our intellectual property rights; impact of any litigation or infringement actions brought against us; competition from other providers and services; risks in product development; inability to raise capital to fund continuing operations; changes in government regulation, the ability to complete customer transactions and capital raising transactions. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results. All forecasts are provided by management in this presentation and are based on information available to us at this time and management expects that internal projections and expectations may change over time. In addition, the forecasts are entirely on management’s best estimate of our future financial performance given our current contracts, current backlog of opportunities and conversations with new and existing customers about our products. IN ADDITION, THE FORECASTS ARE BASED ENTIRELY ON MANAGEMENT’S BEST ESTIMATE OF OUR FUTURE FINANCIAL PERFORMANCE GIVEN OUR CURRENT CONTRACTS, CURRENT BACKLOG OF OPPORUTNITIES AND CONVERSATIONS WITH NEW AND EXISITING CUSTOMERS ABOUT OUR PRODUCTS.

## CONFIDENTIAL INFORMATION

All information contained in or disclosed in this document, hereinafter called ‘Confidential Information’, is proprietary to us. By accepting the material, the recipient agrees that this Confidential Information will be held in confidence, and will not be reproduced or transferred, either in whole or in part, without our prior written permission. The recipient agrees that it will not disclose to any third party or use any Confidential Information disclosed to it by us except when expressly permitted in writing by us. Recipient also agrees that it will take all reasonable measures to maintain the confidentiality of all Confidential Information in its possession or control. This overview is delivered solely as reference material with respect to our company. This document shall not constitute an offer to sell or the solicitation of an offer to buy securities in our company in any jurisdiction. The information herein is based on data obtained from sources believed to be reliable.