



## **Investor Presentation**



**March 2023**



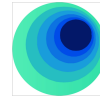
# Our Vision

To Build a Full-Service Portfolio of B2B Enterprise SaaS / Solutions in the Interactive Digital Media & Communications Sector



## Digital Media SaaS

Acquire Growth  
Stage B2B Enterprise  
Software & Services



## Growth Services

Technology,  
Administration,  
Business &  
Corporate  
Development



# — Asset Acceleration

## Value Creation & Development

### Business Strategy

Leveraging expertise, industry networks and market relationships, DGTL companies access leadership in engineering, strategy, recruiting, marketing, business development, capital markets, operations, back office services, and much more.

### Capital Markets

Value added venture capital through a strategic blend of debt, equity and public offerings, including financial modeling, due diligence preparation, investor's materials, capital roadshows, etc.



### Mergers & Acquisitions

Identify, evaluate and qualify opportunities for M&A via our deal desk committee and a system of bottom up valuation, prepare capex, opex and revenue growth plans, capital market roadshows and financing.

### Growth Partnerships

Collaborate with CMO level buy-side relationships at Fortune 100 brands, build new channel and reseller partnerships with top advertising agencies and explore cross selling with DGTL companies.

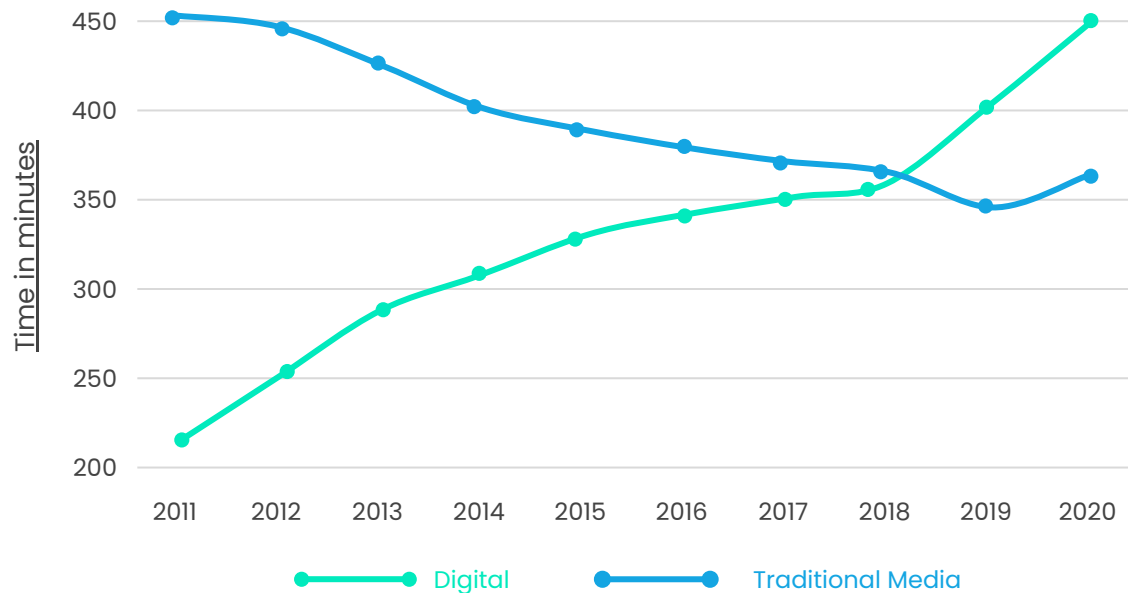


# Digital Dominates

TSXV.DGTL

## Major Inflection Point

Traditional to digital media is accelerating, as consumers spend more time online. Combined with global gig economy of a remote workforce, 50% adoption of the global population on social media apps and mobile surpassing PC



Time per day spent on digital vs traditional media (USA)

**\$ 291,7B spent in digital ad in 2020**

**-11% YOY Traditional Media\***

Source: <https://www.statista.com/statistics/565628/time-spent-digital-traditional-media-usa/>





## — Social Tech: Rapid Growth Market

Traditional marketing & advertising budgets are being replaced by social advertising spend

**+20% YOY  
Social Media Spent\*\***

**\$572  
BILLION**

2020 Global  
Ad Spend\*

**\$291.7  
BILLION**

Digital Ad  
Spend\*

**+\$90.7  
BILLION**

Social Ad Revenue  
Market (2023)\*\*\*

**+50% YOY  
Influencer Growth \*\*\***

\*\*Zenith Media Forecast, July 2020

\*\*eMarketer, 2020

\*\*\*Influencer Marketing Hub, March 2020

\*\*\*\*Hootsuite, January 2020

<https://www.ameriresearch.com/product/social-media-market-size/>





Data Analytics





# totalsocial®

## — Social Content + Data Analytics PaaS

Cutting-edge data analytics, diagnostics and predictive modelling, TotalSocial® serves Fortune 500 brands with deep insights & recommendations and a roadmap to track / maximize marketing ROI by growing sales revenue and brand equity and providing insights into the planning, execution and management of targeted social content marketing campaigns.

### Product Suite

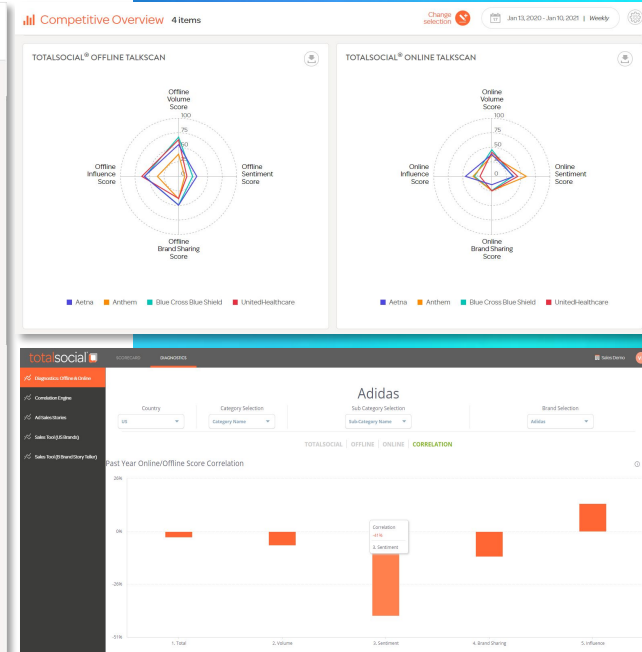
-  **Scorecard**
-  **Deep Diagnostics**
-  **Predictive Analytics**
-  **Total Influence (content)**
-  **Total Access – NEW!**



# TS - Competitive Analysis

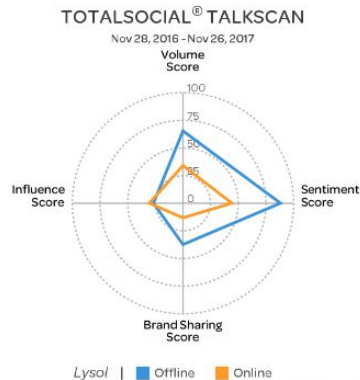
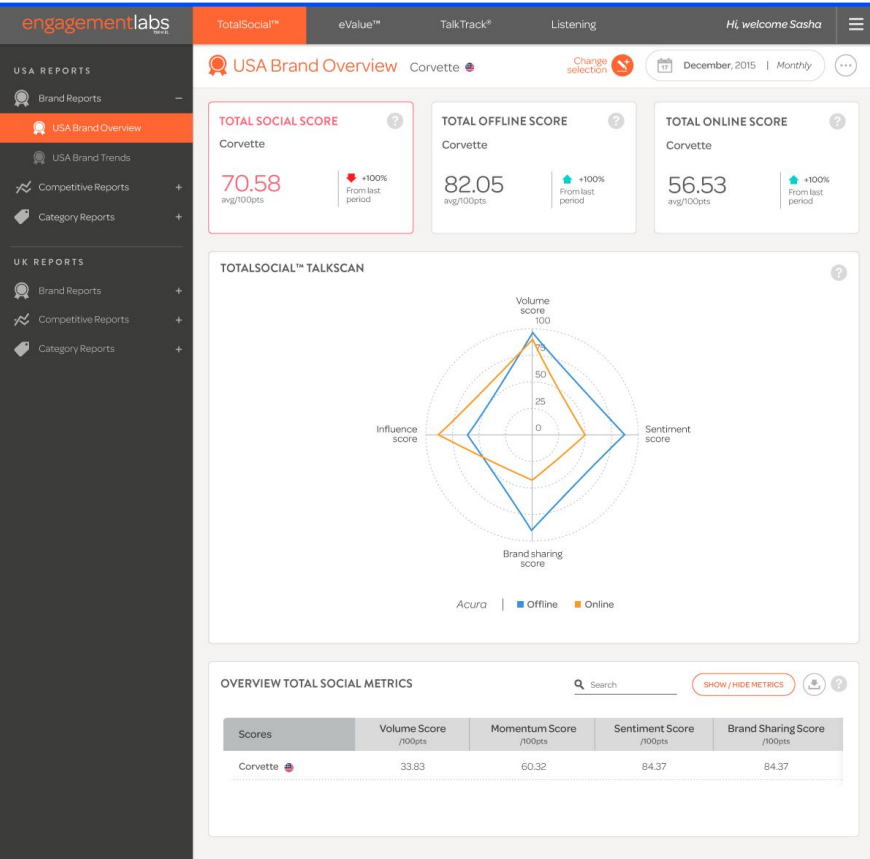
TSXV.DGTL

totalsocial®



# TS - Brand Scoring

TSXV.DGTL



## Top 10 TotalSocial® Financial Services Brands

Rank Change

1. Fidelity Investments No Change
2. American Express +1
3. Charles Schwab +3
4. Edward Jones +7
5. Bank of America No Change
6. PayPal -4
7. Citibank +1
8. Capital One -1
9. Chase Bank No Change
10. TD Ameritrade +2

SOURCE: Engagement Labs TotalSocial® Top 10 Financial Services Brands 6 months ending May 2018 compared to 6 months ending July 2017.



**VOLUME**  
How much conversation about brand

+



**SENTIMENT**  
How positive is the conversation

+



**BRAND SHARING**  
How much sharing of brand content

+



**INFLUENCE**  
Are consumer influencers more engaged

= **totalsocial** MAKE EVERY CONVERSATION COUNT



Patented metric weighting to score on/offline engagement, rank vs. sector with deep diagnostics to measure marketing ROI / brand equity & predictive modelling to maximize sales



## Project Overview

- Evaluate ROI on marketing campaigns, (i.e ability to drive KPI, WOM / sentiment, and higher performance an engagement among target consumer segments)
- Benchmark campaigns / brands vs. competitive norms and across industries to deliver unique insights and recommendations to optimize future sales revenue

### Volume

**+93%**

Among those who saw the marketing campaign

### Sentiment

**+18 pts**

With a high level (75%) of positive sentiment

### Purchase Consideration

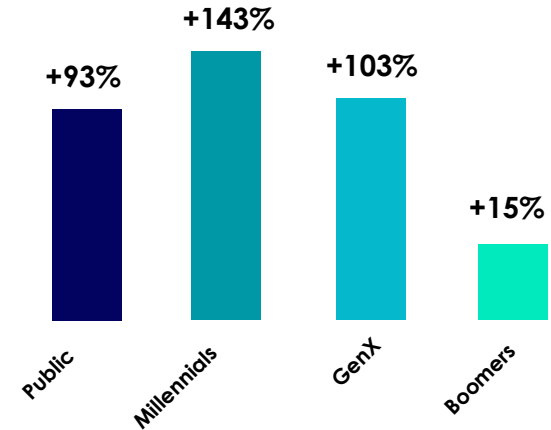
**+75%**

And even higher (+154%) among target Gen X

# PROGRESSIVE<sup>®</sup>

## Increase in WOM

Key Consumer Segments





**PROGRESSIVE®**



*I have worked with Engagement Labs for several years now and they've been an invaluable trusted partner helping the multiple companies I have worked with achieve our business goals. What sets them apart is their unique data, methodology and approach to marketing and brand measurement which has allowed us to find new insights and more fully evaluate the success of our campaigns. By measuring full-funnel KPIs that matter most to our business, they deliver data, insights and strategic recommendations that we're not getting anywhere else. We have achieved better marketing performance and ROI through our long-term partnership.*



~ **Bruce Perlman**, Former Integrated Marketing Business Leader at Progressive Insurance, Consultant at Union Home Mortgage (New Client)

**The New York Times**

*Brands Heed Social Media. They're Advised Not to Forget Word of Mouth.*

**THE WALL STREET JOURNAL**

*The Perils of Over-Tracking Social Sentiment*



Winner of the **2017**  
**Best Practitioner Paper**  
**Award**

Cited in  
**Harvard**  
**Business**  
**Review**

Brands Shouldn't Believe Everything  
They Read About Themselves Online



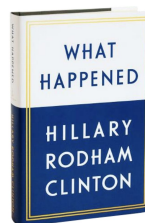
**MITSloan**  
Management Review

**Deriving Value From Conversations About Your Brand**

Research shows that both on-line and off-line customer conversations drive purchase decisions — and that negative organic marketing strategies are more effective than paid, direct-response, and advertising.

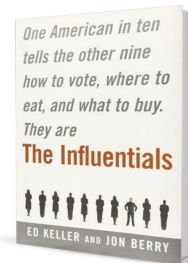
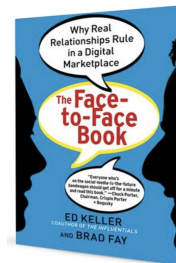


**HILLARY CLINTON CITES ENGAGEMENT LABS ANALYSIS AS EVIDENCE OF "WHAT HAPPENED"**



"According to Brad Fay of Engagement Labs, which applies well-established consumer research techniques to study elections, 'The change in word-of-mouth favorability metric was stunning.'"

Hillary Clinton



# Our Customers

New Brands



NETFLIX



XBOX

P&amp;G

citi



Core Brands

T-Mobile

ESPN

KANTAR

WARNER  
MEDIA

hulu



NORDSTROM

BEST  
BUY

PROGRESSIVE



nielsen

AB InBev

VISA

intuit



COMCAST



citi

CNN

NETFLIX

AVON



SEGA



iHeart MEDIA



Celebrity X Cruises®

TARGET







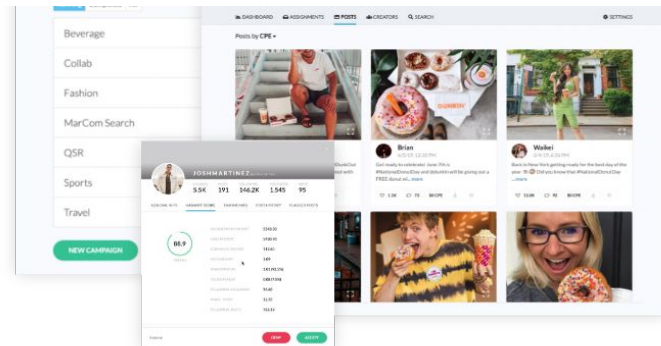
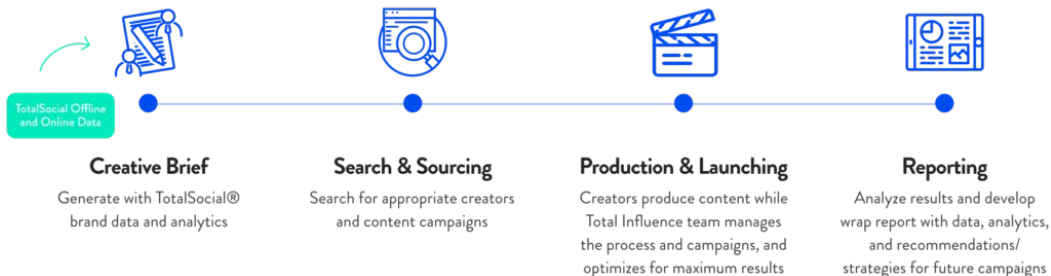
Content Marketing

TSXV.DGTL

# totalinfluence

## Social Content Marketing

**Data Driven Strategy & Execution**  
(Paas + Managed Services)







**Markets:** F2000 brands / large → medium agencies

**Concept:** Entry Level TotalSocial – Data on Segments / Sector Profile & Scoring (demo/psychographic, media habits, key issues, key categories, brand scoring, etc)

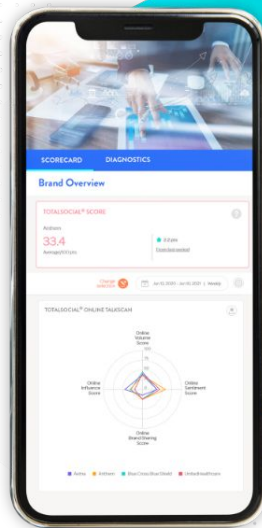
**Vision:** Client selects consumer market of interest > report generated and emailed to the user with segment demographic overview, media consumption, key issues, categories and brands WOM

**Benefits:** Expand Addressable Market (3–5x), New IP, Low Capex, Minimal / Low Opex, Low Cost Entry → Increase Clients + Upsell, Re-Monetize Database, Fully-Automated (i.e. Improve GPM),

**Competitor:** [YouGov.com](https://www.yougov.com) ([LON: YOU](https://www.google.com/finance/quote/YOU:LON)) – \$1.5B Market Capital\*

## Differentiators:

- (a) Active engagement vs. passive observations
- (b) Realtime vs. 2+ week old data sets / surveys
- (c) USA brand focus vs. global gov/PR focus
- (d) Marketing ROI vs. brand equity/opinion
- (e) Diagnostics & Predictive Analytics
- (f) Programmatic recommendations
- (g) Content strategy and execution



**Forbes 2022**  
**GLOBAL**  
**2000**



## (2) PQ Tech

Target medium / large technology companies in data / adtech in Quebec

## (1) Rollup – Public Co's

Continue to acquire / merge and restructure / optimize public digital media companies and create growth, innovation and profitability opportunities for investors.

## (3) PE Fund

Target specialized adtech / data or software private equity funds and investment banking groups / family office to facilitate accretive exit

## (4) SmallCap / SPACs (Nasdaq-NYSE)

Target major publicly traded technology companies in the interactive media technologies sector (North American small capital market) / SPAC for exit strategy.

# — M&A – Key Markets

Accelerating organic growth via strategic and accretive M&A targeting (1) North American public markets, (2) PQ Technology Sector, (3) US Small Caps / SPACs or (4) PE Fund.



# — M&A: Pipelines

## Key Markets for M&A

- [TSXV - Technology Companies](#)
  - [CSE - Technology Companies](#)
  - [OTCQX - Listed Companies](#)
- [Quebec - Tech Co.'s](#)
  - Optimal tax strategies
    - \$30M capital losses
    - R&D / SRED credits
- [Private Equity Funds](#)
- Markets for Acquisition
  - Nasdaq Listed Interactive Media
    - [Active Listed SPACs](#)
    - [SPAC Directory](#)



**(1) Public Co's**



**(2) PQ Tech**



**(3) Private Equity**



**(4) SmallCap/SPACs**



## — M&A – Rollup

### Accelerating Growth via Accretive M&A – Targeting Growth Stage Digital Media SaaS

Continuing to build a portfolio of competitive and disruptive software and services business units that offer investors unique opportunity to be a part of rapid growth sub-sectors within the USA digital media industry.



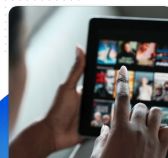
**Social / Mobile**



**Analytics/Privacy**



**Gaming / OTT**



**A/V Streaming**

Digital Content



Data-Analytics



Media Distribution



# M&A – Rollup (cont'd)



Source: FactSet (market data as of 09/30/22). Note: Revenue refers to GAAP revenue for the MarTech cohort and Net Revenue for the Ad Tech Cohort. See Appendix A for further detail on net revenue classification. Ad Tech cohort analysis excludes Affle, Media & Games Invest and Mobvista. MarTech cohort analysis excludes Nogin. Indices overlap firms LiveRamp and Zeta are included in the MarTech cohort, Integral Ad Science and Double Verify are included in the AdTech cohort.

## — M&A – Rollup (cont'd)

- B2B Enterprise level SaaS (or self-service)
- AI-ML Technology (High Barriers to Entry)
- \$3.5 - 5M Rev, +25% Growth, +70% GPM, +20% EBITDA
- Disruptive, Transformative, Accretive/Strategic
- Rapid Growth Phase / Category

## — Key Criteria for M&A



## Accelerating Organic Growth via Potential M&A

Year	2023	2024	2025
<b>M&amp;A Transactions</b>	1 x \$3.5M	2 x \$5M	1 x \$10M
<b>Gross Revenues</b>	7,213,897.00	19,017,371.25	33,771,714.06
<b>Gross Margins</b>	4,905,449.96	12,931,812.45	22,964,765.56
<b>Operating Expenses</b>	5,771,117.60	14,263,028.44	22,627,048.42
<b>Adjusted EBITDA</b>	1,442,779.40	4,754,342.81	11,144,665.64
<b>EBITDA % of Rev</b>	20%	25%	33%

### Assumptions

Revenues = new acquisitions  
+ 25% portfolio growth YoY

Acquire +3 Digital Media SaaS  
Assets for +\$15 – 20M in New  
ARR – Build a 20–30% EBITDA

Targeting new categories, with  
a blend of managed service  
agencies and SaaS

Position to Activate Exit  
Strategy in 2025/6

All currencies in CAD\$

*Illustrative purposes only, not a projection or prediction of future performance.*



# Market Comparisons

TSXV.DGTL

## Interactive Media & Communications : Nasdaq/NYSE

Company	Symbol	Price	24mos H/L	Market Capital (\$millions)	Revenue (LQA - \$millions)	Price – to –Sales
<a href="#">IZEA Worldwide (USD)</a>	Nasdaq.IZEA	\$0.65	\$5.11 – \$0.58	\$85	US \$41	2.25 x
<a href="#">AcuityAds Holding Inc</a>	NASDAQ.ATY	\$1.90	\$25.60 – \$1.48	\$109	\$117	1 x
<a href="#">Quotient</a>	NYSE.QUOT	\$3.11	\$16.87 – 1.84	\$ 300	\$364	1 x
<a href="#">Innovid</a>	NYSE.CTV	\$2.80	\$9.97 – 1.62	\$ 374	119,386	0.3 x
<a href="#">DGTL Holdings Inc.</a>	TSXV.DGTL	\$0.06	\$0.035 – 0.17	\$ 3.3	\$2.5M	1.25 x

As of December 18th, 2022

US companies in USD





# M&A – SPACs

TSXV.DGTL

## SPAC Boom: Technology-SaaS (Special Purpose Acquisition Funds)

### SPAC-Dex: Return Compared to S&P 500



[What's behind this year's boom in climate tech SPACs? | TechCrunch](#)  
[SPAC IPO Transactions Statistics - by SPACInsider](#)

2020-2022  
**+800 SPACS**  
**\$260bn raised**  
enterprise SaaS #1

Nasdaq/NYSE listed SPACs listed  
on the Nasdaq seeking operating  
SaaS / software businesses for  
M&A / listing requirements



# — Management Team



**John Belfontaine**

Chief Executive Officer

+15 year serial entrepreneur and capital markets executive for private and publicly traded companies. Former Retail Wealth Manager, Empire Life Financial, and national and regional CPG brand program manager with several Fortune 500 brands. Original CEO/founder of; Phivida Holdings Inc. (CSE.VIDA) and co-founder of CoachellaGro (aol to CSE.Jane), founder of DGTL Holdings Inc. (TSXV.DGTL).



**Steven Brown**

Chief Commercial Officer

+30 year industry veteran and first mover in the digital industry. Former Chief Revenue Officer of ViewLift, a leading technology company with a best-in-breed video platform and SVP of Platform Sales and Advertising Solutions for Neulion, sports technology company and Chief Sales and Marketing Officer of SilverCarrot, Inc., a Digital Marketer and Publisher for Fortune 500 Brands. Led national sales teams for United Online, IGN/News Corp, and Viacom/CBS



**Chris Foster, CPA**

Chief Financial Officer

+20 years management, accounting and cost control for small -medium sized business providing accounting and financial management services for both public and private companies across a range of industries. Former Chief Financial Officer for Perpetua Resources Corp, former Controller for the Ivanhoe Group's Global Mining Management Corporation and Peregrine Diamonds Ltd, former Controller for Roca Mines Inc and former accountant at Canadian Forest Products Ltd.



**George Kovalyov, CA/CPA**

Director, Chair of Audit Committee

+15 years professional accountant and experienced financial controller having serving numerous private and publicly traded company. My. Kovalyov is the Chief Financial Officer of Marizyme, Inc, and a Director at Health Logic Interactive Inc. Mr. Kovalyov previously occupied the position of President at Schindler & Co., President for GVK Group, and VP Finance for Phivida Holdings (C.VIDA) and director of Health Logic Interactive Inc.



# — Management Team



**David Beck**

Independent Director

+20 years of experience in the public capital markets, leading TMT investment banking at three boutique investment dealers, and a renowned technology financial analyst in both New York and Toronto. Finally, he worked as a director for several public companies. Director on several public company board of directors, including Quadron Cannatech Corporation (QCC-CSE) Pivot Technology Solutions Inc. (PTG-TSX), Basis100 Inc. (BAS-TSX), and CRS Robotics Corporation (ROB-TSX). MBA from Ivey Business School (UWO) and a B.Sc. Honours (Engineering Physics) from Queen's University.



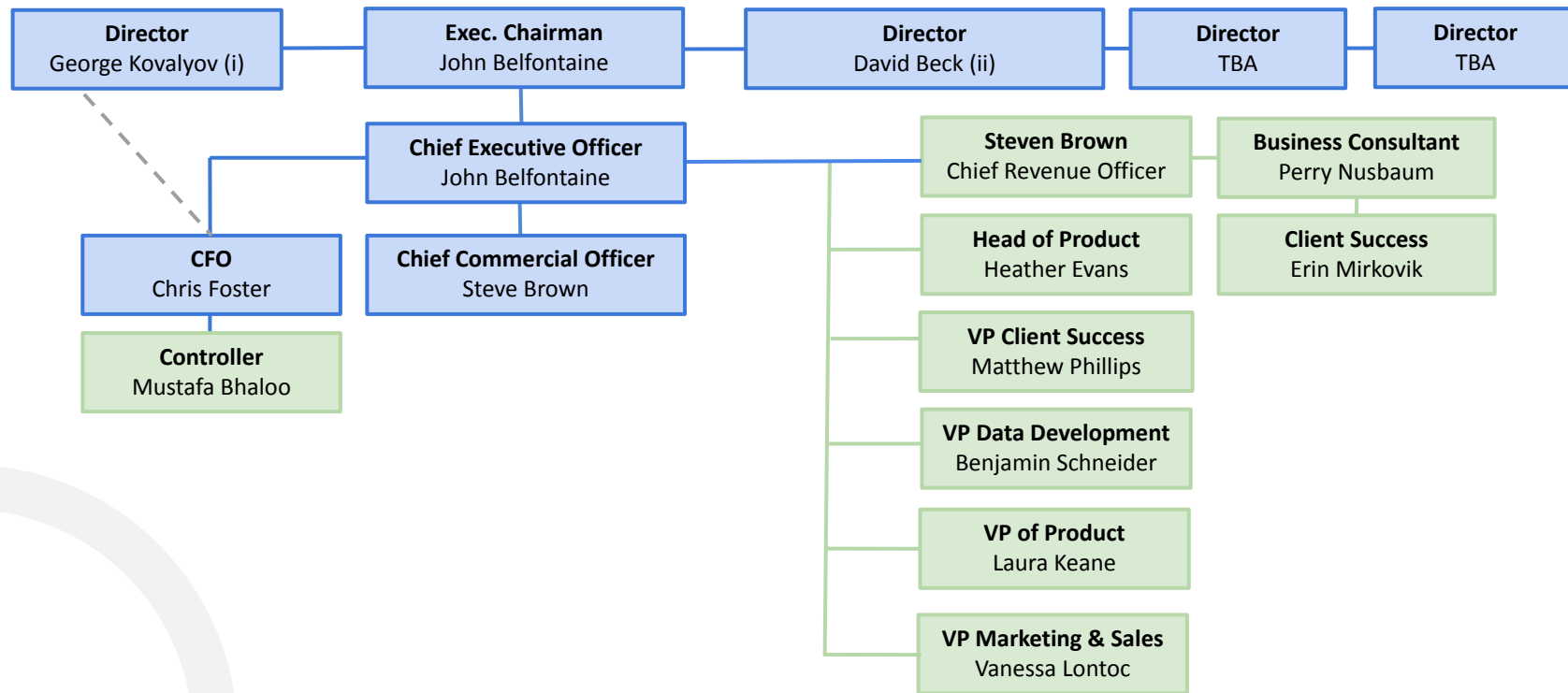
**Bruce Lev, J.D**

Board Observer, Advisor

Managing Director of Loeb Holding Corporation with +30 years of experience in the global capital markets. Mr. Lev is the former Vice Chairman and Director of USCO Logistics (which was sold to global freight forwarder Kuehne & Nagel in 2001) and former Executive Vice President of Corporate and Legal Affairs of Micro Warehouse Inc. (NASDAQ: MWHS). Mr. Lev also served as a former director of the Roper Organization. Mr. Lev is also a former Vice Chairman of AirDat, LLC, and a former board member of Integral Systems Inc. (NASDAQ: ISYS). Mr. Lev also served as a former board member and Audit Committee Chairman of VirtualScopics, Inc. (NASDAQ: VSCP). Mr. Lev is on the board and member of multiple committees of Intersections Inc. (NASDAQ: INTX). Mr. Lev is a Graduate of Wesleyan University in Middletown, CT, and U of V Law.



# Organizational Chart



(i) Chairman of Audit Committee, (ii) Chairman of Compensation Committee

# — Capital Structure

TSXV.DGTL

## Capital Structure

Common Shares	60,961,771
*Deferred Share Units	4,250,000
*Incentive Stock Options	4,250,000
Convertible Pref Shares	1,963,707
Convertible Debenture	2,687,828
Fully Diluted	74,113,306

\*DSU and Options to management, employees.

As of April 15, 2023

Convertible Pref @\$0.47 subject to 3 year escrow release

schedule (est. Aug 2020), Convertible Debenture @\$0.30, with a

7% annual coupon, 2 year maturity date (est. Jan 2022)



# Investor Highlights

TSXV.DGTL

- **Strong Fundamentals**
  - Leadership - Governance
    - Expert Mgt, Proven Exits
  - New Growth, GPM & EBITDA
- **Multi-Growth Strategies**
  - Organic Growth
  - Product Innovation
    - New Markets
  - M&A / Roll-Up
  - Buyout Potential
    - Smallcaps
    - SPACs
- **Market Timing**
  - Current Discount Market
    - Consolidation/Rally
- **Solid Capital Structure**
  - 45m common I/O



## Forward Looking Statements

This presentation is confidential not for public use and for internal management discussion only. All information which contains [forward looking statements](#) are for developmental planning only and not a prediction of future financial performance. Certain statements in this document are “forward-looking statements” within the meaning of applicable Canadian securities laws. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always using words or phrases such as “expect”, “seek”, “endeavour”, “anticipate”, “plan”, “estimate”, “believe”, “intend”, or stating that certain actions, events or results may, could, would, might or will occur or be taken, or achieved) are not statements of historical fact and may be “forward-looking statements”. Forward-looking statements are based on expectations, estimates and projections at the time the statements are made and involve significant known and unknown risks, uncertainties and assumptions. A number of factors could cause actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to, (i) the loss of a significant customer, (ii) the Company's inability to obtain new, or maintain existing, customers, (iii) unanticipated changes in consumer preference and user adoption of the product offerings of the Company, (iv) unanticipated developments in software and other advertising technologies, (v) a failure to realize expectations regarding the Company's ability to timely expand the breadth of services and products, or introduce new services and products, (vi) changes in the competitive dynamics in the markets within which the Company operates, (vii) the risk of privacy and security breaches subjecting the Company to lawsuits, and (viii) potential third party infringement of the Company's intellectual property, or claims of infringement brought against the Company, (ix) the costs of compliance with and the risk of liability being imposed under the laws of the jurisdictions in which the Company operates, (x) negative shifts in public opinion and perception of the industry within which the Company operates, and (xi) ordinary risks associated with the Company's business and products. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements could vary materially from those expressed or implied by the forward-looking statements contained in this document. Investors should not place undue reliance on these forward-looking statements. Although the forward-looking statements contained in this document are based upon what management of the Company currently believes to be reasonable assumptions, the Company cannot assure prospective investors that actual results, performance or achievements will be consistent with these forward-looking statements. Except as required by applicable Canadian securities laws, the Company does not have any obligation to advise any person if it becomes aware of any inaccuracy in or omission from any forward-looking statement, nor does it intend, or assume any obligation, to update or revise these forward-looking statements to reflect new events or circumstances. Proforma financial projections, SaaS Valuation models and Portfolio Roadmap plan diagrams are for illustrative purposes only and are not in any way a prediction or projection of future prospective performance. Investors should seek professional advice from a licensed financial advisor and or legal representatives to evaluate the potential risks of venture stage equity and debt investments prior to investing.

