

Quisitive Technology Solutions, Inc.

BankCard USA Transaction Announcement

March 27, 2024

TSXV: **QUIS**
OTCQX: **QUISF**

 **QUISITIVE**

Disclaimer – Forward Looking Statements

DISCLAIMERS This presentation has been prepared solely for its use at informational meetings relating to Qusitive Technology Solutions, Inc. (“Qusitive” or the “Company”) and is being provided for information purposes only to a limited number of persons. By attending the meeting where this presentation is made, or by reading the presentation slides, you agree to be bound by the following limitations. This presentation and the material contained herein are confidential. This presentation is for information purposes only and may not be reproduced or distributed to any other person or published, in whole or in part. The information contained in this presentation is (a) is provided as at the date hereof and is subject to change without notice, (b) does not purport to contain all the information that may be necessary or desirable to fully and accurately evaluate an investment in the Company, and (c) is not to be considered as a recommendation by the Company that any person make an investment in the Company. An investment in the securities described herein is speculative and involves a number of risks that should be considered by a prospective investor. No securities commission or similar authority in Canada or any other jurisdiction has in any way passed upon the adequacy or accuracy of the information contained in this presentation. No sales of the securities of the Company shall be made until the Company and the potential investor enters into a subscription agreement for such securities. Prospective investors should carefully consider the risk factors described under the heading in this presentation titled “Risk Factors” before investing in the Company and purchasing the securities described herein. By accepting and reviewing this presentation, you acknowledge and agree (i) to maintain the confidentiality of this presentation and the information contained herein, (ii) to protect such information in the same manner you protect your own confidential information, which shall be at least a reasonable standard of care, and (iii) to not utilize any of the information contained herein except to assist with your evaluation of a potential investment in the Company.

THIRD PARTY INFORMATION This presentation includes market and industry data which was obtained from various publicly available sources and other sources believed by the Company to be true. Although the Company believes it to be reliable, the Company has not independently verified any of the data from third-party sources referred to in this presentation or analyzed or verified the underlying reports relied upon or referred to by such sources, or ascertained the underlying assumptions relied upon by such sources. The Company does not make any representation as to the accuracy of such information.

This presentation contains certain “forward-looking information” and “forward-looking statements” (collectively, “forward-looking statements”) within the meaning of applicable Canadian securities legislation regarding Qusitive and its business. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as “expects”, or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “budget”, “scheduled”, “forecasts”, “estimates”, “believes” or “intends” or variations of such words and phrases or stating that certain actions, events or results “may” or “could”, “would”, “might” or “will” be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. These forward-looking statements include, but are not limited to, statements relating to: the completion of sale of BankCard (as defined herein) (the “Transaction”); the final approval of the Transaction by the TSX Venture Exchange; the use of proceeds from the Transaction; the anticipated benefits of the Transaction to Qusitive and its shareholders; the future growth potential of the Company on a post-Transaction basis; the financial outlook of the Company on a post-Transaction basis; the possible impact of any potential transactions referenced herein on the Company’s shareholders and any potential future arrangements and engagements in regards to any such potential transactions; and future financial performance. These forward-looking statements are based on reasonable assumptions and estimates of management of the Company at the time such statements were made. Actual future results may differ materially as forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to materially differ from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors, among other things, include: the expected results from the completion of the Transaction; fluctuations in general macroeconomic conditions; fluctuations in securities markets; the Company’s limited operating history; future capital needs and uncertainty of additional financing; the competitive nature of the technology industry; unproven markets for the Company’s product offerings; lack of regulation and customer protection; the need for the Company to manage its future strategic plans; the effects of product development and need for continued technology change; protection of proprietary rights; network security risks; the ability of the Company to maintain properly working systems; foreign currency trading risks; use and storage of personal information and compliance with privacy laws; use of the Company’s services for improper or illegal purposes; global economic and financial market conditions; uninsurable risks; changes in project parameters as plans continue to be evaluated; and those factors described under the heading “Risks Factors” in the Company’s annual information form dated May 23, 2023 available on SEDAR+ at www.sedarplus.ca. Although the forward-looking statements contained in this news release are based upon what management of the Company believes, or believed at the time, to be reasonable assumptions, the Company cannot assure shareholders that actual results will be consistent with such forward-looking statements, as there may be other factors that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements and information. There can be no assurance that forward-looking information, or the material factors or assumptions used to develop such forward-looking information, will prove to be accurate. The Company does not undertake any obligations to release publicly any revisions for updating any voluntary forward-looking statements, except as required by applicable securities law.

This news release also contains future-oriented financial information and financial outlook information (together, “FOFI”) about the Company’s prospective results of operations, including statements regarding expected pro-forma Adjusted EBITDA following the completion of the Transaction. FOFI is subject to the same assumptions, risk factors, limitations and qualifications as set forth in the above paragraph. The Company has included the FOFI to provide an outlook of management’s expectations regarding the Company on a post-Transaction basis and other anticipated activities and results, and such information may not be appropriate for other purposes. The Company and management believe that the FOFI has been prepared on a reasonable basis, reflecting management’s reasonable estimates and judgements; however, actual results of operations and the resulting financial results may vary from the amounts set forth herein. Any financial outlook information speaks only as of the date on which it is made and the Company undertakes no obligation to publicly update or revise any financial outlook information except as required by applicable securities laws.

BankCard USA, Inc. Transaction Announcement

- On March 27, 2024, Quisitive reached an agreement to sell BankCard USA, Inc. (“BankCard”) to a buying group that includes BankCard management and Quisitive shareholders
- The buying group includes Shawn Skelton, Jason Hardy, Scott Hardy, Gary Prioste, William Hui-Chung Chang, Vijay Jog and Elmcore Group Inc. (collectively, the “Buyer Group”)
- Transaction expected to close on or before April 30, subject to TSXV approval and required consents
- Purchase consideration includes:
 - \$40.0 million (\$USD) in cash
 - Forfeiture of \$10.0 million (\$USD) earnout and accrued interest due to the Buyer Group
 - Cancellation of 133,095,158 shares of Quisitive stock representing approximately 33% of common shares outstanding

Transaction Strategic Rationale

- Simplifies Quisitive and creates a pure-play cloud computing consulting company focused on the Microsoft / OpenAI ecosystem
- The BankCard sale, along with the PayiQ sale in January 2024, signifies Quisitive's pivot from Payment Solutions and singular focus on Cloud Solutions
- Divestiture enables management to focus efforts and resources on growing single Cloud Solutions segment that is positioned to benefit from various growth factors (e.g, Microsoft Partnership, AI Implementation, Cloud Deployment, and Software Development)
- Cash proceeds and earnout elimination allows Quisitive to reduce leverage
- Share cancelation executed at significant discount to intrinsic value

Use of Proceeds and Capital Allocation Priorities

- Quisitive to receive \$40.0 million (\$USD) in cash
- Use of transaction proceeds includes:
 - \$34.6 million (\$USD) Term Loan payment
 - \$1.0 million (\$USD) Mazik cash earnout payment
 - Other transaction expenses and cash on balance sheet
- Capital allocation priorities:
 - Expanding the sales team to leverage growth opportunity driven by AI
 - Enhancing workforce capabilities through upskilling and reskilling to ensure preparedness for the AI era
 - Investment in recurring revenue sources (e.g., industry software and Copilot solutions)
 - Ongoing reduction of debt levels

Pro Forma Capitalization and 2024 Guidance

- 272,532,461 Common Shares¹
- \$34.0 million (\$USD) Term Loan balance; total leverage of 2.1x 2023 Pro Forma Adj. EBITDA²
- \$4.8 million (\$USD) cash³
- \$27.0 million (\$USD) preferred investment in PayiQ⁴

2024 PF Revenue
\$123 – \$137 million (\$USD)

2024 PF Adj. EBITDA
\$15.0 – \$18.0 million (\$USD)
~13% Adj. EBITDA margin

Source: Share and balance sheet data as of March 26, 2024.

- 1) Share count shown after cancelation of 133,095,158 shares. The Company will have ~288.4 million fully diluted shares outstanding including 2.4 million shares issued in connection to the Mazik earn-out, RSUs and stock options.
- 2) Leverage is calculated using Pro Forma Adjusted EBITDA of \$16.4M, representing the Company's results as if the Transaction and the divestiture of PayiQ (which was completed in January 2024) closed on January 1, 2023. The pro forma Adjusted EBITDA run rate includes full year adjustments for headcount capacity savings made during fiscal 2023 as well as corporate cost savings that will be realized after the completion of both the Transaction and divestiture of PayiQ. Less than all of the savings were realized in fiscal 2023 (with the balance expected to be realized in fiscal 2024) which will result in the Company reporting fiscal 2023 results that will be lower than the pro forma Adjusted EBITDA of US\$16.4 million.
- 3) Cash is shown after various transaction and financing expenses related to the Transaction.
- 4) Face value of the PayiQ investment is \$27.0 million and is subject to future adjustments of fair value.

Pro Forma Capitalization and 2024 Guidance

- Quisitive historically traded at a discount to public Cloud peers
- IT Services and AI market opportunity remain a growth driver for Quisitive
- Divestitures of BankCard and PayiQ reduces complexity of combined business

	QUISITIVE	Peer Median
EV / '24E Revenue	0.47x	2.30x +
'24E Revenue Growth	7.1%	4.0% +
EV / '24E Adj. EBITDA	3.7x	13.0x +

Representative Publicly Traded Peers



The background is a high-angle, aerial photograph of a city skyline, likely New York City, with numerous skyscrapers. The image is overlaid with a semi-transparent blue filter. Two large, white, semi-transparent shapes are present: a circle in the upper right and a larger, irregular shape in the lower right. The main title is centered in the middle of the image.

Cloud Solutions Overview

Quisitive is at the forefront of leveraging Microsoft cloud technologies to drive industry-focused business transformation and enable the secure adoption of AI, delivering unparalleled business value

\$121.2M

Global Cloud Solutions
FY23 Revenue¹

38%

Recurring Revenue

13.5%

FY23 Pro Forma
Adjusted EBITDA
Margin²

17

Advanced
Specializations

40%

Gross Margin

1200

Global Cloud Solutions
Customers

≈800

Team Members

Strategic Partners



Key Clients



Competitors



avanade

cognizant



Hitachi Solutions

QUISITIVE

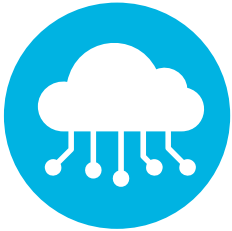
1) Midpoint of published FY23 guidance.

2) Pro Forma Adjusted EBITDA is calculated as if the divestitures of both Bankcard USA and PayiQ closed on January 1, 2023. The pro forma Adjusted EBITDA run rate includes full year adjustments for headcount capacity savings made during fiscal 2023 as well as corporate cost savings that will be realized after the completion of both divestitures.

Investment Highlights



Brand Position and Strategic Relationship with Microsoft



Tenured AI Expertise Backed by Complete Cloud Solutions



Industry Expertise to Drive Customer Transformation

Quisitive Accolades

2023 Microsoft US Health and Life Sciences Partner of the Year

2023 Microsoft US Solution Assessments Partner of the Year

2022 Microsoft US Health & Life Sciences Partner of the Year

2022 Microsoft Inner Circle for Business Applications

2021 Microsoft Healthcare Partner of the Year

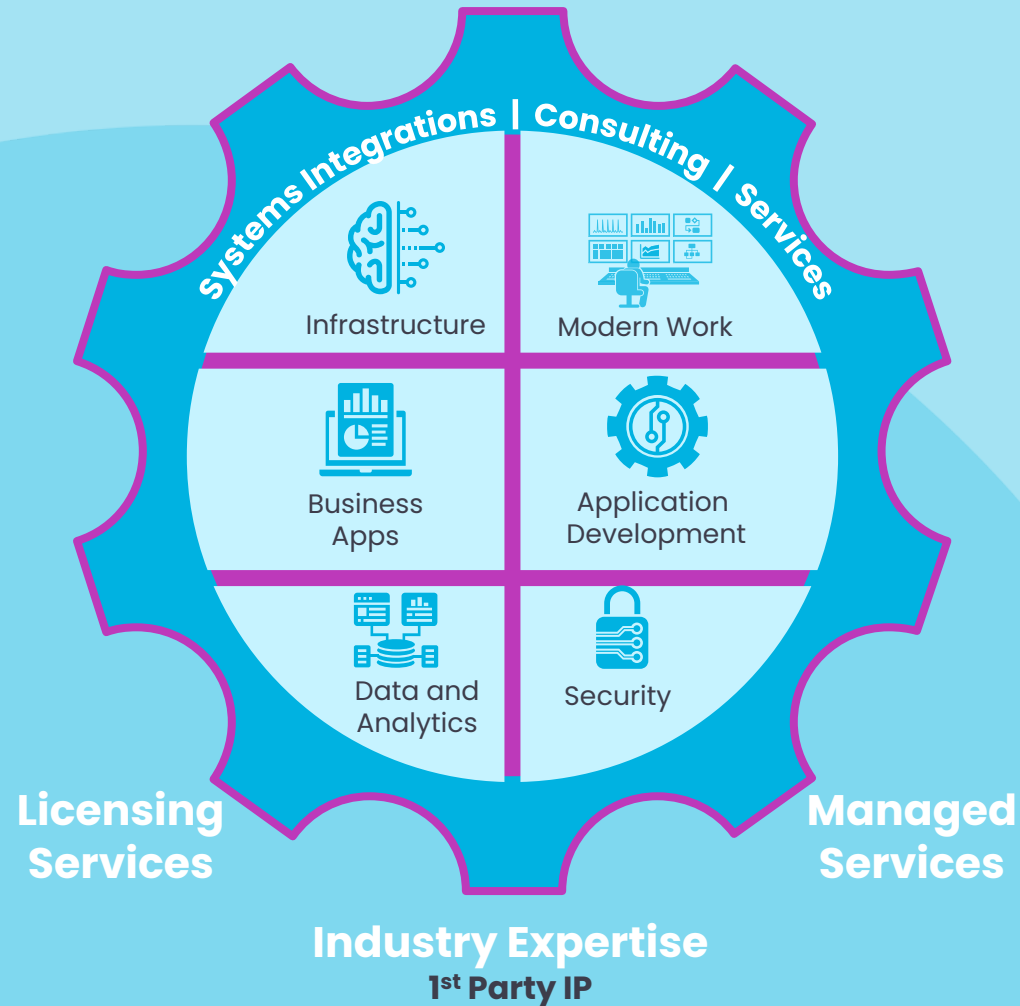
2021 Microsoft Inner Circle for Business Applications

2020 Microsoft Azure-DevOps Partner of the Year Winner

2019 Microsoft United States Partner of the Year Winner

AI Approach Infused Across Portfolio

To harness the power of AI, enterprises must apply technologies securely, holistically, and with an eye to innovation.



~60% Project Services

35% Gross Margin

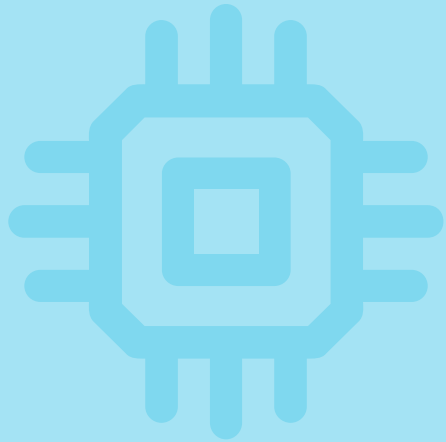
- Data & Analytics
- Business Applications
- Application Development
- Infrastructure & Security
- Modern Work Services

~40% Recurring Revenue

48% Gross Margin

- Cloud Managed Services
- Cloud License Resale
- Quisitive SaaS Subscriptions

Our complete cloud offerings accelerate the adoption and application of AI to deliver business value in the rapidly evolving marketplace.



Generative AI is setting the stage for a new era of innovation

- Quisitive unleashes the power of AI and the Microsoft platform to transform customers' businesses
- The time to begin is now