

PIVOTREE INC.
Initial Public Offering of Common Shares
Approximately \$~~35~~60 MILLION
October ~~6~~23, 2020

~~An amended and restated preliminary~~ A final prospectus dated October ~~6~~23, 2020 has been filed with the securities regulatory authority in each of the provinces of Canada ~~except Québec~~ (the “**prospectus**”) containing important information relating to the securities described in this document. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. A copy of the prospectus, and any amendment thereto, is required to be delivered with this document.

~~The prospectus is still subject to completion. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for a final prospectus has been issued.~~

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the prospectus, ~~the final prospectus~~ and any amendment thereto, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

The prospectus constitutes a public offering of securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. The securities of the Company (as defined below) have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities legislation and may not be offered, sold or delivered in the United States, or to or for the account or benefit of a U.S. person (as defined in Regulation S under the U.S. Securities Act), except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities legislation or pursuant to an exemption therefrom. ~~Neither the~~ The prospectus ~~nor~~ and this document ~~constitutes~~ each does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States.

Capitalized terms used but not otherwise defined herein shall have the respective meaning ascribed thereto in the prospectus. All references to “\$” or “dollars” in this document are to Canadian dollars.

Issuer: Pivotree Inc. (“**Pivotree**” or the “**Company**”)

Offering: ~~Between 4,670,000 and 5,385,000~~ 7,059,000 shares

Size of Offering: ~~Approximately ~\$35~~ 60 million (~~approximately \$40.3~\$69~~ million if the Over-Allotment Option is exercised in full).

Offering Price:
~~\$6.50 – \$7.50~~ 8.50 per Share (“**Offering Price**”)

Over-Allotment Option: The Company has granted to the Underwriters an option, exercisable, in whole or in part, at any time for a period of 30 days after the Closing Date, to purchase up to an additional 15% of the aggregate number of the Shares offered under the prospectus at the Offering Price solely to cover over- allotments, if any, and for market stabilization purposes.

Shares Outstanding: Upon completion of the Offering, assuming no exercise of the Over-Allotment Option, [●23.6 million](#) Shares will be issued and outstanding on a non-diluted basis ([●25.5 million](#) on a fully-diluted basis), and, if the Over-Allotment Option is exercised in full, [●24.7 million](#) Shares will be issued and outstanding on a non-diluted basis ([●26.6 million](#) on a fully-diluted basis).

Use of Proceeds:

The aggregate net proceeds to the Company from the Offering are estimated to be approximately \$[●55.1 million](#) (\$[●63.6 million](#) if the Over-Allotment Option is exercised in full) after deducting the Underwriters' Commission and the expenses relating to the Offering, which are estimated to be \$[●4.9 million](#).

The Company intends to use the net proceeds from the Offering as follows: (i) approximately 60% for the purpose of pursuing strategic acquisitions over the 24- to 36-month period following the Closing; (ii) approximately 25% to strengthen its balance sheet and fund, among other initiatives, (a) organic growth in the Company's service offerings to existing customers, (b) the acquisition of new customers, (c) product development and management, (d) expansion of the Company's sales and marketing activities, and (e) research and development; and (iii) the balance for working capital and general corporate purposes.

Description of Share Capital: Upon completion of the Offering, the Company's authorized share capital will consist of an unlimited number of Shares.

Dividend Policy: The Company currently does not anticipate paying dividends on the Shares as it intends to retain any future earnings to fund the development and growth of its business and/or to pay down debt. Any determination to pay dividends in the future will be at the discretion of the Board and will depend on many factors, including, among others, Pivotree's financial condition, current and anticipated cash requirements, contractual restrictions and financing agreement covenants, solvency tests imposed by applicable corporate law and other factors that the Board may deem relevant.

Lock-up Arrangements:

Pursuant to the Underwriting Agreement, each of the directors and executive officers of the Company have agreed that they will not, directly or indirectly, without the prior written consent of the Underwriters, offer, sell, contract to sell, secure, pledge, grant or sell any option, right or warrant to purchase, or otherwise lend, transfer, assign or dispose of beneficial ownership of any Shares owned, directly or indirectly, or under their control or direction, or securities convertible into or exercisable or exchangeable for Shares (including options, restricted share units or deferred share rights), or make any short sale, engage in any hedging transaction, or enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of any securities, whether any such transaction is to be settled by delivery of Shares, other securities, cash or otherwise, for a period of one year following the Closing Date (the "Lock-Up Period"), subject to certain limited exceptions, including the sale of up to 50% of the Shares held by any one holder beginning on the 180th day following the Closing Date. Any Shares or other securities acquired by the directors and executive officers of the Company under the Offering or following the Closing in the open market or in a subsequent

offerings by the Company during the Lock-Up Period are excluded from the lock-up arrangement.

Offering Jurisdictions: Initial public offering by way of a long form prospectus filed in all provinces of Canada ~~except Québec~~. Private placement into the U.S. via Rule 144A of the U.S. Securities Act and internationally as permitted.

Listing

The ~~Company has applied to list the Common Shares on the~~ TSX Venture Exchange (~~the "TSXV"~~) has conditionally approved the listing of the Common Shares under the symbol [{"PVT"}]. Listing is subject to the ~~approval~~ Company fulfilling all of the ~~TSXV in accordance with its original listing~~ requirements of the TSXV.

Eligibility

Eligible under the usual statutes and for RRSPs, RRIFs, RDSPs, RESPs, DPSPs and TFSA's.

Commission:

6.0% of the gross proceeds raised in respect of the Offering (including the Over-Allotment Option).

Bookrunner:

Canaccord Genuity Corp. and National Bank Financial Inc.

~~Pricing Date: _____ Expected the week of October 19, 2020.~~

Closing: ~~Expected the week of~~ On or about October ~~26~~ 30, 2020.

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