

**FOR IMMEDIATE RELEASE**



**FLOW CAPITAL ANNOUNCES THE BUYOUT OF ITS INVESTMENT IN WEDGE NETWORKS INC AND A NORMAL COURSE ISSUER BID FOR COMMON SHARES**

**December 24, 2020 - TORONTO, Canada:** Flow Capital Corp. (TSXV: FW) ("Flow Capital" or the "Company") is announcing that Wedge Networks, Inc. ("Wedge") has completed a buyout of Flow Capital's royalty investment for \$1,250,000.

"The team at Wedge has developed a compelling solution to address cyber security threats. With the increased dependence on telecommuting, due to the ongoing pandemic, and a global digital cold war, safeguards against such threats have become even more critical. Flow Capital is glad to have participated in their growth, and we wish them well", said Alex Baluta, CEO, Flow Capital.

"Partnering with Flow has been very important to Wedge. Alex and his team at Flow demonstrated an ability to understand the capabilities of our innovations and to visualize the potential of our solutions. The past twelve months have been nothing like anyone had anticipated. Working with Flow has enabled Wedge to transition through an unforeseeable period of global dislocation, brought on by the global pandemic, and to position itself for growth", stated Rob Fong, Chief Operating Officer and CFO, Wedge Networks, Inc.

The Company also announces today its intention to commence a normal course issuer bid through the facilities of the TSX Venture Exchange (the "TSXV") to repurchase, for cancellation, up to 2,548,000 common shares of the Company, representing approximately 7.92% of the Company's presently issued and outstanding common shares (the "NCIB"). The NCIB remains subject to the final approval of the TSXV.

The NCIB will commence on December 30, 2020 and will terminate upon the earliest of (i) the Company purchasing 2,548,000 common shares, (ii) the Company providing notice of termination of the NCIB, and (iii) December 29, 2021.

The Company believes that, from time to time, the market price of its common shares does not adequately reflect the Company's underlying value and future prospects and that, at such times, the purchase of the Company's common shares represents an appropriate use of the Company's financial resources and will enhance shareholder value.

The Company has engaged Hampton Securities Ltd. to act as its broker for the NCIB (the "Broker"). The NCIB will be made through the facilities of the TSXV and the purchase and payment for the common shares, will be made in accordance with TSXV requirements at the market price of the applicable securities at the time of acquisition, plus brokerage fees, if any, charged by the Broker. All securities purchased by the Company under the NCIB will be cancelled.

The Company may enter into a pre-defined plan with the Broker to allow for the purchase of securities by the Company under the NCIB at times when it ordinarily would not be active in the market due to internal trading blackout periods.

To the Company's knowledge, none of the directors, senior officers or insiders of the Company, or any associate of such person, or any associate or affiliate of the Company, has any present intention to sell any securities to the Company during the course of the NCIB. The Company completed i) a normal course issuer bid on December 23, 2019, where the Company purchased 1,548,250 common shares at an average price of \$0.28505 per share, for an aggregate purchase price of \$441,334; ii) a normal course issuer bid on August 1, 2019, where the Company purchased 4,334,500 common shares at an average price of \$0.126628 per share, for an aggregate purchase price of \$548,847 and iii) a substantial issuer bid on October 17, 2019, where 5,708,090 common shares at a price of \$0.20 per share were purchased by the Company, for an aggregate purchase price of \$1,141,618.

A copy of each Form 5G - Notice of Intention to make a Normal Course Issuer Bid filed by the Company with the TSXV in respect of the NCIBs can be obtained from the Company upon request without charge.

### **About Flow Capital**

Flow Capital Corp. is a diversified alternative asset investor, specializing in providing minimally dilutive capital to high-growth businesses. To apply for financing, visit [www.flowcap.com](http://www.flowcap.com).

For further information, please contact:

#### **Flow Capital Corp.**

Alex Baluta  
Chief Executive Officer  
[alex@flowcap.com](mailto:alex@flowcap.com)

1 Adelaide Street East, Suite 3002,  
PO Box 171,  
Toronto, Ontario M5C 2V9

### **About Wedge Networks**

Wedge Networks, Inc. is a Real-Time Threat Prevention solutions company. Its innovative technology platform, Wedge Absolute Real-time Protection (WedgeARP™), is a software defined orchestrated network security system. WedgeARP™ provides network-based, real-time threat protection for all types of endpoints in a wide range of networks (mobile data, 5G, SD-WAN, SASE, and smart-city/IIoT). Deployed via the cloud, on premises, in data centers or in a virtualized environment by enterprises, governments, and managed security service providers, WedgeARP™ inspects, detects, and blocks in real-time, malware and cyber threats (known, unknown and customized). Wedge does this through its portfolio of patented and patent-pending innovations, including Deep Content Inspection (DCI) technologies embedded with artificial intelligence and industry best-of-breed security functions. WedgeARP™ is a highly effective, flexible and autonomous approach to enable real-time threat prevention across the entire spectrum of scale – serving SMBs to mega organizations – protecting over 100 million endpoints in 17 countries.

Awarded a Gartner Cool Vendor designation, and twice bestowed with Build-In-Canada Innovation awards, Wedge Networks is headquartered in Calgary, Canada with international teams in the North America, Asia Pacific, and the Middle East and North Africa regions.

For more information on Wedge Networks, visit <http://www.wedgenetworks.com/>

Please forward any media or PR inquiries to: [PR@wedgenetworks.com](mailto:PR@wedgenetworks.com)

### **Forward-Looking Information and Statements**

This press release contains certain "forward-looking information" and "forward-looking statements" within the meaning of applicable securities legislation. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only Flow Capital's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of Flow Capital's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". By identifying such information and statements in this manner, Flow Capital is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such information and statements. Forward-looking information in this press release includes, but is not limited to, the quantum and timing of payments to be made by Flow Capital under the terms of the Transaction and the expected cash balance of Flow Capital following the completion of the Transaction.

An investment in securities of the Company is speculative and subject to a number of risks including, without limitation, risks relating to: the need for additional financing; the relative speculative and illiquid nature of an investment in the Company; the volatility of the Company's share price; the Company's ability to generate sufficient revenues; the Company's ability to manage future growth; the limited diversification in the Company's existing investments; the Company's ability to negotiate additional royalty purchases or other forms of investment from new investee companies; the Company's dependence on the operations, assets and financial health of its investee companies; the Company's limited ability to exercise control or direction over investee companies; potential defaults by investee companies and the unsecured nature of certain of the Company's investments; the Company's ability to enforce on any default by an investee company; competition with other investment entities; tax matters, including the potential impact of the *Foreign Account Tax Compliance Act* on the Company; the potential impact of the Company being classified as a Passive Foreign Investment Company; the Company's ability to pay dividends in the future and the timing and amount of those dividends; reliance on key personnel; dilution of shareholders' interest through future financings; and general economic and political conditions; as well as the risks discussed in the Company's public filings. Although Flow Capital has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information and forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended.

In connection with the forward-looking information and forward-looking statements contained in this press release, Flow Capital has made certain assumptions. Assumptions about the performance of the Canadian and U.S. economies over the next 24 months and how that will affect the Company's business and its ability to identify and close new opportunities with new investees are material factors that the Company considered when setting its strategic priorities and objectives, and its outlook for its business, including its ability to satisfy required payments under the Transaction. Although Flow Capital believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements.

The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release, and Flow Capital does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward- looking information and statements attributable to Flow Capital or persons acting on its behalf is expressly qualified in its entirety by this notice.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.