

Flow Capital Corp.

Financing Growth Companies at the Leading Edge of Technology

Providing flexible and less expensive capital to high-growth software and tech-enabled companies. Allowing them to scale without compromising control.

Disclaimer and Forward-looking Statements

This presentation is confidential and is being provided to you solely for your information and may not be reproduced, in whole or in part, in any form or forwarded or further distributed to any other person. Any forwarding, distribution, or reproduction of this presentation in whole or in part is unauthorized. By accepting and reviewing this presentation, you acknowledge and agree: (i) to maintain the confidentiality of this presentation, the information contained herein, and all other information received in connection with your evaluation of a potential investment in Flow Capital Corp. (the "Company"); (ii) to protect such information in the same manner you protect your confidential information, which shall be at least a reasonable standard of care; and (iii) to not utilize any of the information contained herein or otherwise received except to assist with your evaluation of a potential investment in the Company. You will be liable for any damage caused by or resulting from any unauthorized disclosure or use of the information contained herein.

This presentation does not contain, nor does it purport to contain, a summary of all the material information concerning the Company or the terms and conditions of any potential investment in the Company. If and when you determine to proceed with discussions and investigations regarding a possible investment in the Company, you are urged to carry out independent investigations to determine your interest in investing in the Company.

Neither the delivery of this presentation nor any sale of securities by the Company shall under any circumstances imply that the information set forth or incorporated by reference herein is correct as of any date subsequent to the date hereof. No representation or warranty, express or implied, is made as to the accuracy or completeness of the information set out herein, and nothing contained in this presentation is or shall be relied upon as, a promise or representation, whether as to the past or future.

Each person receiving this presentation acknowledges that: (a) such person has not relied on the Company in connection with its investigation of the accuracy of such information or its investment decisions; and (b) no person is authorized in connection with any offering made hereby to give any information or make any representation other than as contained in this presentation and, if given or made, such information or representation must not be relied upon as having been authorized by the Company.

This presentation includes information, statements, beliefs, and opinions which are forward-looking, and which reflect current estimates, expectations, and projections about future events. Statements containing the words "believe", "expect", "intend", "should", "seek", "anticipate", "will", "positioned", "project", "risk", "plan", "may", "estimate" or, in each case, their negative and words of similar meaning are intended to identify forward-looking information.

By its nature, forward-looking information involves several known and unknown risks, uncertainties, and assumptions concerning, among other things, the expected return on investment, the performance of the underlying investments in the Company, and the timing or quantum of distributions to be made by the Company, that could cause actual results or events to differ materially from those expressed or implied by such forward-looking information. These risks, uncertainties, and assumptions could adversely affect the outcome and financial effects of the plans and events described herein. In addition, even if the outcome and financial effects of the plans and events described herein are consistent with the forward-looking information contained in this presentation, those results or developments may not be indicative of results or developments in subsequent periods. Although the Company has attempted to identify important risks and factors that could cause actual actions, events, or results to differ materially from those described in forward-looking information, there may be other factors and risks that cause actions, events, or results not to be as anticipated, estimated or intended.

The forward-looking information contained in this presentation is based on the Company's current estimates, assumptions, expectations, and projections, which the Company believes are reasonable as of the current date. The Company cannot give any assurance that these estimates, assumptions, expectations, and projections will prove to have been correct. You should not place undue reliance on forward-looking information contained in this presentation. Forward-looking statements contained in this presentation are made as of the date of this presentation and, except as required by applicable law. Historical information contained in this presentation regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. In this regard, certain financial information contained herein has been extracted from, or based upon, information available in the public domain and/or provided by the Company. In particular, historical results should not be taken as a representation that such trends will be replicated in the future. All forward-looking information in this presentation is expressly qualified in its entirety by this cautionary statement.

To the extent, any forward-looking information in this presentation, or documents incorporated by reference herein, constitutes "future-oriented financial information" or "financial outlooks" within the meaning of applicable securities laws, such information is being provided to demonstrate the potential benefits of the offering described herein. You are cautioned that this information may not be appropriate for any other purpose, and you should not place undue reliance on such future-oriented financial information and financial outlooks. Future-oriented financial information and financial outlooks, as with forward-looking information generally, are, without limitation, based on the assumptions and subject to the risks set out above under the heading "Cautionary Note Regarding Forward-Looking Information".

Excellent Returns from High-Growth Technology Companies

24.7% portfolio-level IRR over the past seven years¹

Flow offers investors:

- Access to an asset class normally only accessible through Venture Capital Funds with extended lock ups
- Lower risk, seniority, and liquidity
- The focus and expertise to generate equity like returns through senior secured loans
- Exposure to the highest growth economic sectors/companies: AI, machine learning, fintech, SaaS, etc.
- Accessibility—no accreditation, no multi-year commitments, and no million-dollar minimums
- Transparency through its public filings

¹ March 31, 2018, to June 30, 2025

Strong Risk-adjusted Returns in a Superior Asset Class

Total capital deployed¹

\$105.7M

Across 27 investments (2018-2025)

Weighted Avg. Borrower LTV

10.6%

At origination

Cash portfolio yield²

16.6%

For the quarter ended June 30, 2025

Portfolio-level IRR¹

24.7%

Over the past 7 years

Loss ratio^{1 3}

2.6%

Cumulative since March 2018

Equity Capital⁴

\$36.8M

As at June 30, 2025

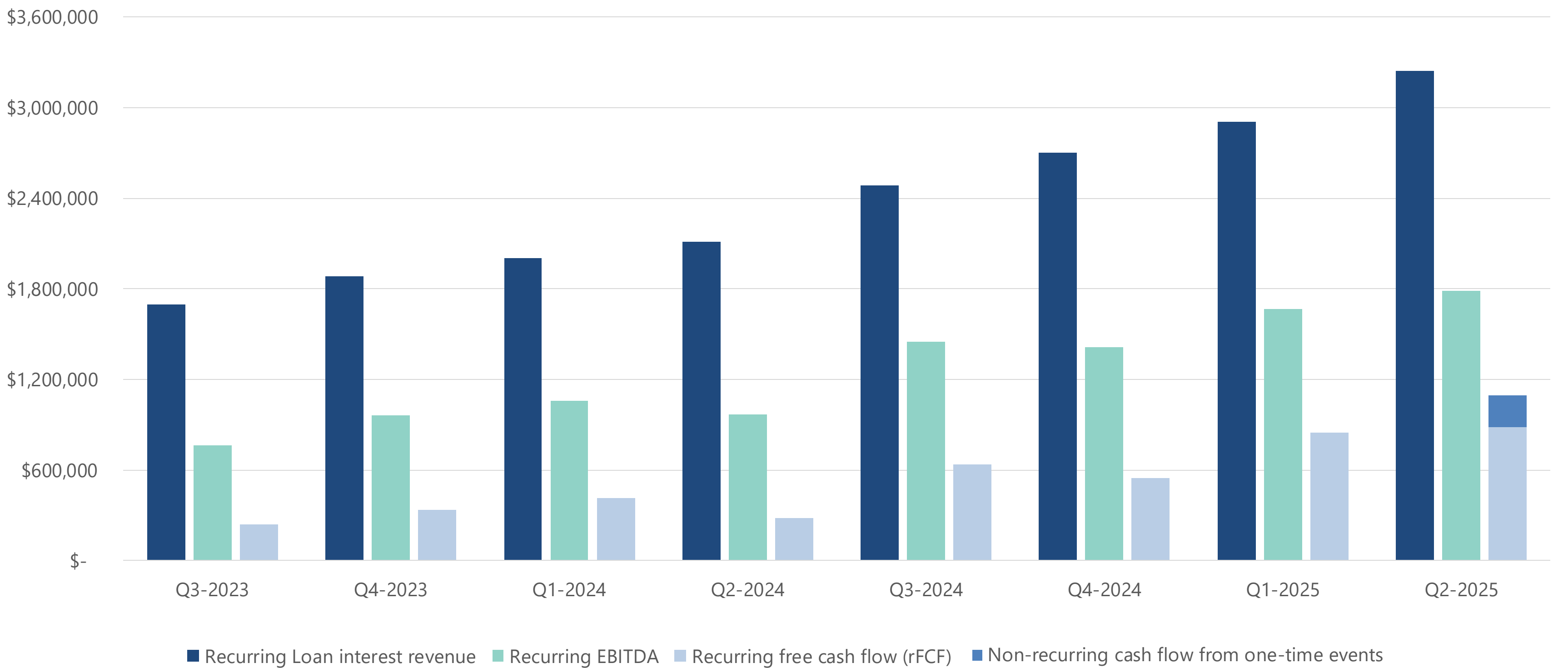
¹ March 31, 2018, to June 30, 2025.

² Loan interest and royalty income less amortization income divided by the average of the beginning and end of quarter value of the FMV of loan and royalty investments and related equities, net of expected credit losses, annualized.

³ Realized and Unrealized losses (\$2.8M) as a percentage of total capital deployed (\$105.7M) since March 2018.

⁴ Sum of common and preferred equity.

Increasing Recurring Free Cash Flow



Our Investment Parameters (Credit Box)

Stage	• High growth, revenue generating companies • Annual Recurring Revenue > \$3 million
Sectors	• Primarily tech and other high-growth sectors • No real estate or primary resources
Loan Amount	• \$2-10 million
Regions	• United States, Canada, United Kingdom
Use of Funds	• Growth
Sponsorship	• Open to VC funded as well as founder-bootstrapped companies
DD & Governance	• Extensive equity level due diligence including targeting board independence
Profitability	• Not required but must show clear path to profitability and/or follow-on investment
Typical Terms	• Senior secured loan • Mid-teens cash interest rate • Equity warrants equaling 1%-2% ownership

Rigorous Underwriting and Monitoring

Mitigate

Preventative measures against unnecessary risks

Rigorous Due Diligence Highly selective process that uncovers potential risks via extensive testing of end markets, operations, and controls

Conservative Structure Comprehensive senior security, surgical covenants, dominion over borrower cash and bank accounts

Substantial Coverage Robust asset coverage requirements with meaningful built-in risk buffers

Deep Diversification Strict concentration limits on a portfolio diversified by geography, end-markets, equity sponsors, etc.

Monitor

Oversight of portfolio to detect problems early

Timely Reporting Read-only accounting and banking access along with monthly, quarterly, and annual reporting requirements

Tight Monitoring Close monitoring of borrower performance and liquidity against budgets, forecasts, and covenants

Frequent Comms. Constant check-ins with borrowers to ensure up-to-the-minute insights and detect early signs of distress

Layered Oversight Monthly review of portfolio performance by multiple departments overseen by senior leadership

Recover

Proactive response to protect & recover capital

Planning & Policy Ready-made playbook with clear escalation protocols and remedial measures for various risk scenarios

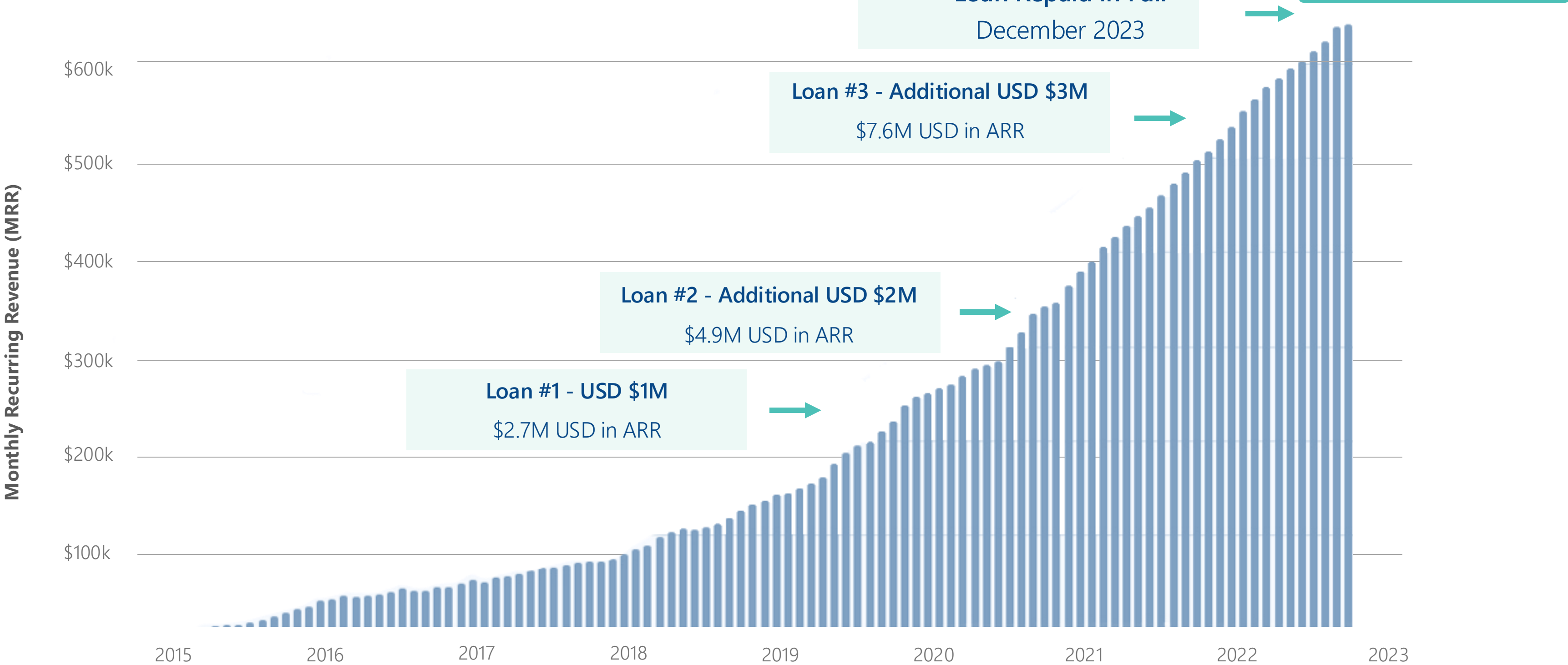
Proactive Engagement Engage with borrower stakeholders including management, board, and investors to implement remedies

Legal Strategies When necessary, expediently utilize strong legal frameworks to active enforcement mechanisms

Ongoing Assessment Complete thorough root-cause analyses to incorporate feedback into future risk and recovery frameworks

Case Study – Software for Publisher Audience Management

Repeatedly Backing Successful Growth



24.7% Portfolio Level IRR Over 7 years

Not based on a few winners. Most investments in the 20%-35% band

	Years Invested	Capital Invested C\$M	Total Cash Received C\$M	Equity Value Held C\$M	Total \$ Return C\$M	Total % Return	IRR%
Exited Investments							
Company A	1.2	\$1.0	\$0.7	\$0.0	\$0.7	66%	(43.4%)
Company B	3.2	\$1.8	\$5.5	\$0.2	\$5.7	308%	52.7%
Company C	2.7	\$0.3	\$0.1	\$0.0	\$0.1	39%	(54.1%)
Company D	1.2	\$1.3	\$1.6	\$0.0	\$1.6	128%	33.3%
Company E	5.5	\$1.8	\$1.1	\$0.0	\$1.1	62%	(34.8%)
Company F	4.6	\$7.8	\$11.0	\$0.7	\$11.8	150%	18.4%
Company G	5.4	\$1.2	\$0.7	\$0.1	\$0.8	65%	(37.3%)
Company H	3.5	\$5.8	\$9.4	\$0.0	\$9.4	161%	19.3%
Company I	1.5	\$4.3	\$6.1	\$0.0	\$6.1	142%	37.9%
Company J	0.9	\$3.6	\$6.9	\$0.0	\$6.9	189%	124.1%
Company K	1.5	\$1.8	\$2.7	\$0.0	\$2.7	149%	36.2%
Company L	3.0	\$2.4	\$2.2	\$0.0	\$2.2	94%	(4.0%)
Company M	1.5	\$3.4	\$5.1	\$0.0	\$5.1	150%	35.8%
Company N	2.0	\$1.7	\$2.3	\$0.1	\$2.4	140%	21.0%
Total IRR - Exited portfolio		\$38.4	\$55.5	\$1.1	\$56.6	147%	24%
Active Portfolio							
Company O	10.3	\$1.2	\$5.1	\$0.0	\$5.1	410%	36.9%
Company P	6.5	\$0.7	\$1.2	\$0.0	\$1.2	178%	56.7%
Company Q	4.5	\$8.3	\$2.8	\$0.2	\$3.0	36%	18.2%
Company R	4.0	\$6.3	\$4.0	\$0.7	\$4.7	75%	21.9%
Company S	4.0	\$3.1	\$1.9	\$0.1	\$1.9	61%	(10.4%)
Company T	2.2	\$4.3	\$1.5	\$0.7	\$2.2	53%	26.4%
Company U	1.9	\$2.8	\$0.8	\$0.2	\$1.0	37%	21.7%
Company V	1.6	\$5.3	\$1.4	\$0.0	\$1.5	28%	21.2%
Company W	1.5	\$3.4	\$0.6	\$0.4	\$1.0	28%	21.9%
Company X	1.4	\$7.5	\$1.1	\$0.7	\$1.8	25%	32.7%
Company Y	1.2	\$4.1	\$0.7	\$0.3	\$0.9	23%	22.5%
Company Z	1.1	\$8.1	\$1.1	\$0.0	\$1.1	14%	20.1%
Company AA	0.3	\$6.7	\$0.2	\$0.1	\$0.3	4%	60.4%
Company AB	0.3	\$6.9	\$0.1	\$0.7	\$0.8	12%	n/a
Total IRR - Active portfolio		\$68.6	\$22.6	\$4.0	\$26.6	40%	25%

IRR on active portfolio is based on the current carrying value of investments.

A Team with Long Term Domain Expertise



Alex Baluta

Chief Executive Officer, Director

Alex Baluta has over 30 years of professional experience in Canada and the U.S., spanning investment banking, equity research, mergers and acquisitions, operations, consulting, and entrepreneurship. In the early 2000s, Alex was a top-ranked equity research analyst in Canada, specializing on the software sector. Throughout his career, his primary focus has been advising, analyzing, operating, and investing in small and medium-sized enterprises, primarily in high-growth technology sectors. He currently serves as Chief Executive Officer and Board Member at Flow Capital.



Josh Axler

Managing Director, Originations

Prior to joining Flow Capital, Josh Axler deployed over \$200 million in credit facilities as an Investment Manager at Crown Capital Partners and as a Commercial Banking Associate at CIBC. He also held business development roles at Hay Group and Xerox. Josh has a Bachelor of Arts, an Honours Business Administration (HBA) degree, and a Master of Business Administration (MBA) from the Ivey Business School at Western University. He is also a Chartered Financial Analyst (CFA) charterholder.



Michael Denny

Chief Financial Officer

Michael Denny has over 25 years of experience as a senior investment banker to growth companies, advising them on equity and debt placements and strategic acquisitions and divestitures. Prior to joining Flow Capital, he was a Managing Director with private equity manager Lynx Equity Limited, where he managed the Lynx Equity Income Trust.



Matthew Gan

Managing Director, Credit and Due Diligence

Matthew Gan joined Flow in 2021 and has since led the deployment of \$50M in capital. Prior to Flow, he spent 10 years in capital markets and corporate financial advisory including investment banking and equity research. Matthew holds a Bachelor of Arts in Honours Business Administration (HBA) degree from Ivey Business School at Western University and is a Chartered Financial Analyst (CFA) charterholder.



Vernon Lobo

Executive Chair

Vernon Lobo was the Founder and Managing Director of Mosaic Venture Partners, an early-stage venture capital fund. Over 26 years in the investment industry, he helped build several companies from startup to acquisition or public listing, eight of which achieved valuations exceeding \$100 million. Earlier in his career, Vernon worked as a consultant with McKinsey & Company and as a software engineer at Nortel Networks. He holds a BASc in Engineering from the University of Waterloo and an MBA from Harvard Business School, where he was a Baker Scholar.

**Board and Management have over \$10M invested
in the company's equity and debenture.**

Overseen by Independent Directors



Catherine McLeod-Seltzer

Director

Catherine is a serial company builder and currently the Chairman of Bear Creek Mining. She is a recognized leader in the materials industry, known for creating growth-focused companies that deliver strong shareholder returns. Over the past 20 years, she has partnered with numerous geological teams, with successes including Arequipa Resources, Francisco Gold, Miramar Mining, Stornoway Diamonds, and Peru Copper. Catherine has raised over \$600 million in working capital for exploration and been directly involved in more than \$4 billion in corporate transactions. Her leadership, financial expertise, and access to capital have made her a key driver of shareholder value. Her accolades include “Mining Man of the Year” (The Northern Miner), the “Award for Performance” (Association of Women in Finance), and Canada’s Most Powerful Women Top 100 Award. She currently serves on the boards of Kinross Gold Corporation and Major Drilling Group International.



Michael Zych

Director

Michael Zych is the former Global Head of Fixed Income, Global Banking, and Markets for Scotiabank, where he had overall responsibility for the strategy and execution of the fixed income business. At Scotiabank, his oversight included trading, sales, and origination of fixed income products globally as well as credit and interest rate derivatives. Mr. Zych has built, led, and managed teams in eleven countries across North America, Latin America, Europe, and Asia. He was a member of both the Global Banking and Markets’ Strategy Committee and Human Investment Committee. Mr. Zych retired from Scotiabank in 2015 and has since been actively engaged with the startup ecosystem as a successful advisor and angel investor. Mr. Zych holds a Bachelor of Commerce degree from McMaster University and a Masters degree in Business Administration from the University of Toronto. He is a member in good standing with the CFA Institute.



Alan Torrie

Director

Alan Torrie brings extensive executive, financial, and director experience to the Flow Capital Board. He has held several senior executive roles, including as the former President and Chief Executive Officer of Morneau Shepell and MDS Diagnostics. He currently serves as a Chair of the Board of Extendicare and is a Director and member of the Audit Committees and Governance Committee of Green Shield Canada. He previously served as a Director of Trillium Health Partners, Cynapsus Therapeutics, and Appleby College.



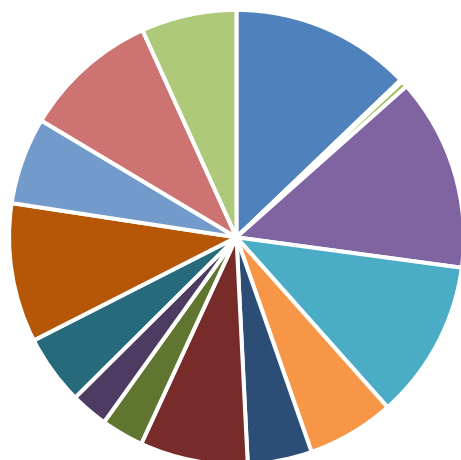
Brian Beattie

Director

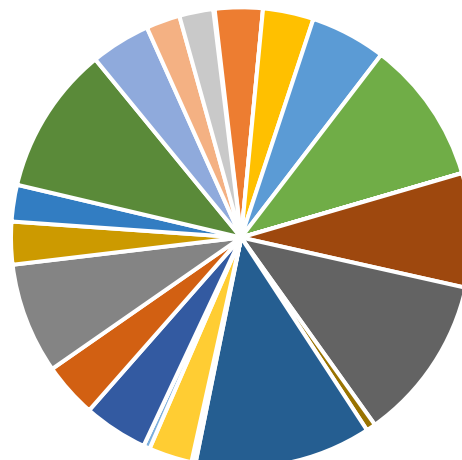
Brian Beattie is the Chief Operating Officer and Chief Financial Officer of Volaris Group. At Volaris, he has helped lead the expansion of our high-growth organization into new verticals and countries. Brian helps coach and guide Volaris leaders in reaching their organic growth, operational efficiency, and capital deployment goals. He joined Constellation Software in 2005, initially as the CFO of sister operating group Perseus, before joining Volaris.

Well Diversified Loan and Equity Portfolios

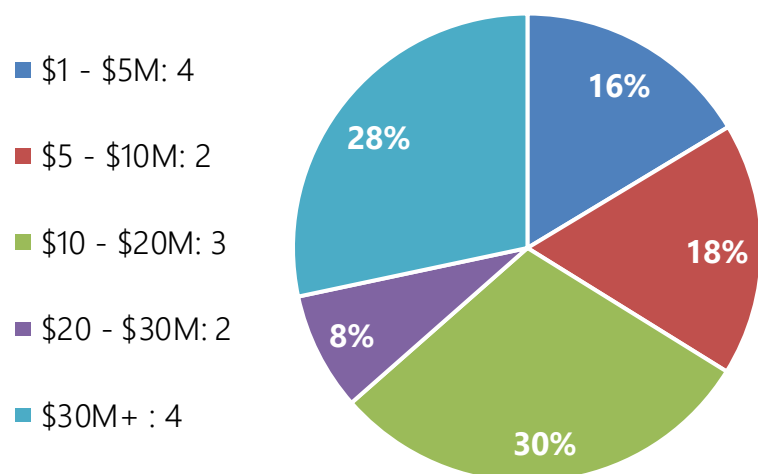
Loan Portfolio Diversified Across 15 Loans



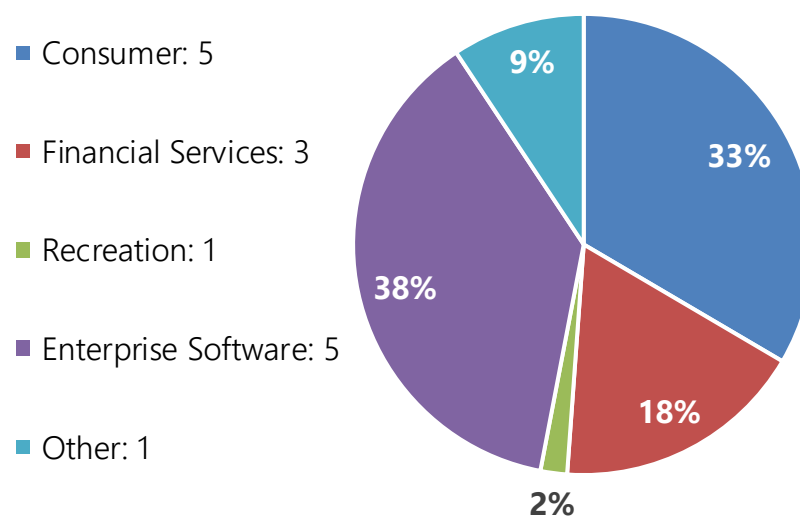
Equity Portfolio Diversified Across 20+ Positions



Loan Portfolio Diversified Across Small and Large Companies



Loan Portfolio Diversified Across 5 Industries



Current portfolio at origination

Average operating history¹ 9.7 years

Average enterprise value¹ \$92.8M

Average revenue¹ \$23.2M

Average LVT¹ 10.6%

Loan structure¹ 98% Senior Secured

Cumulative since March 2018

Total capital deployed \$105.7M

Average investment size \$3.9M

Number of investments made² 27

Number of realized investments
11 repaid
16 active

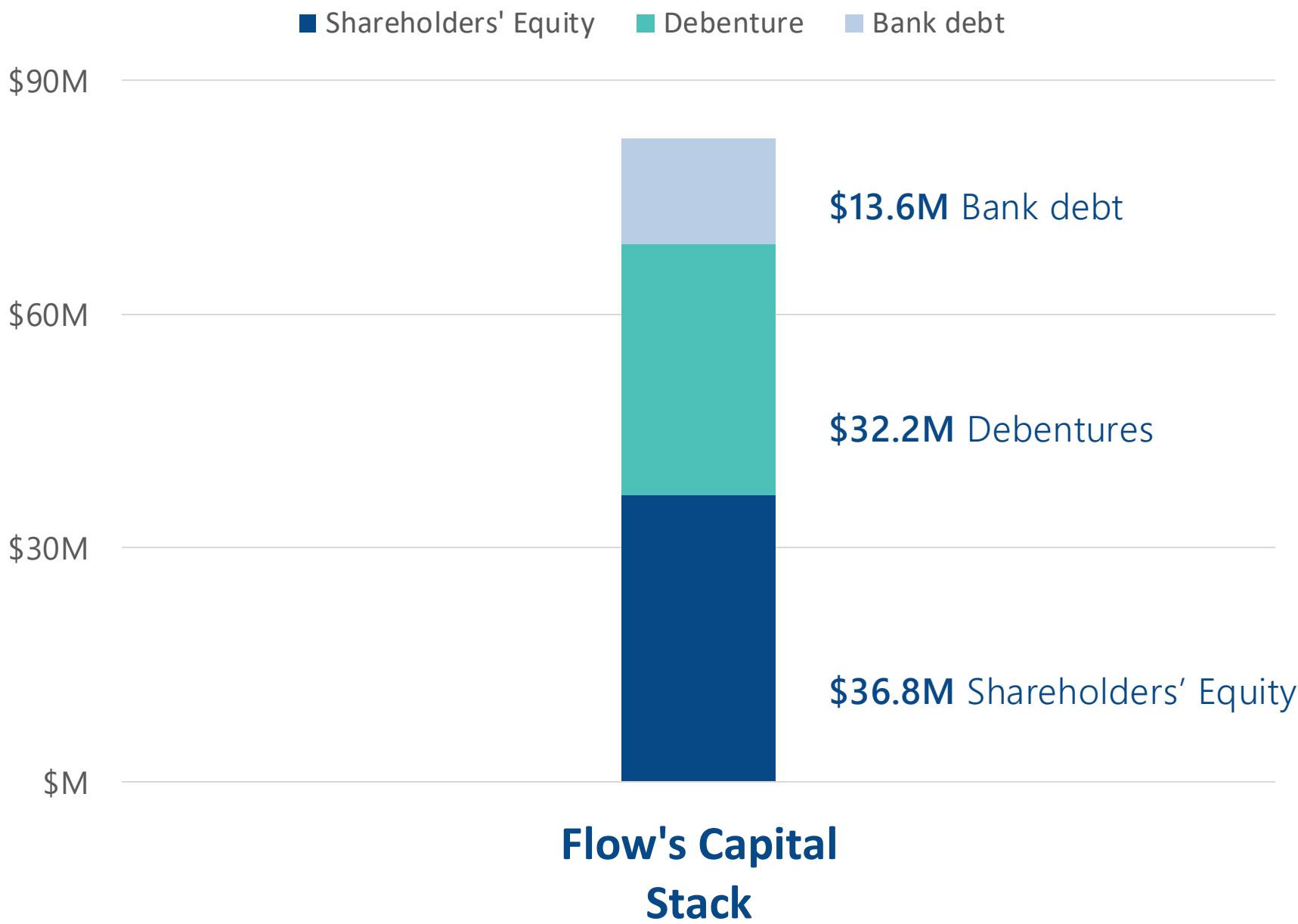
¹ Weighted average at origination for current investment portfolio as of June 30, 2025.

² The investment in "Company P" (Slide 11) is excluded from this calculation.

Debenture Principal Well Protected By Our Assets and Equity

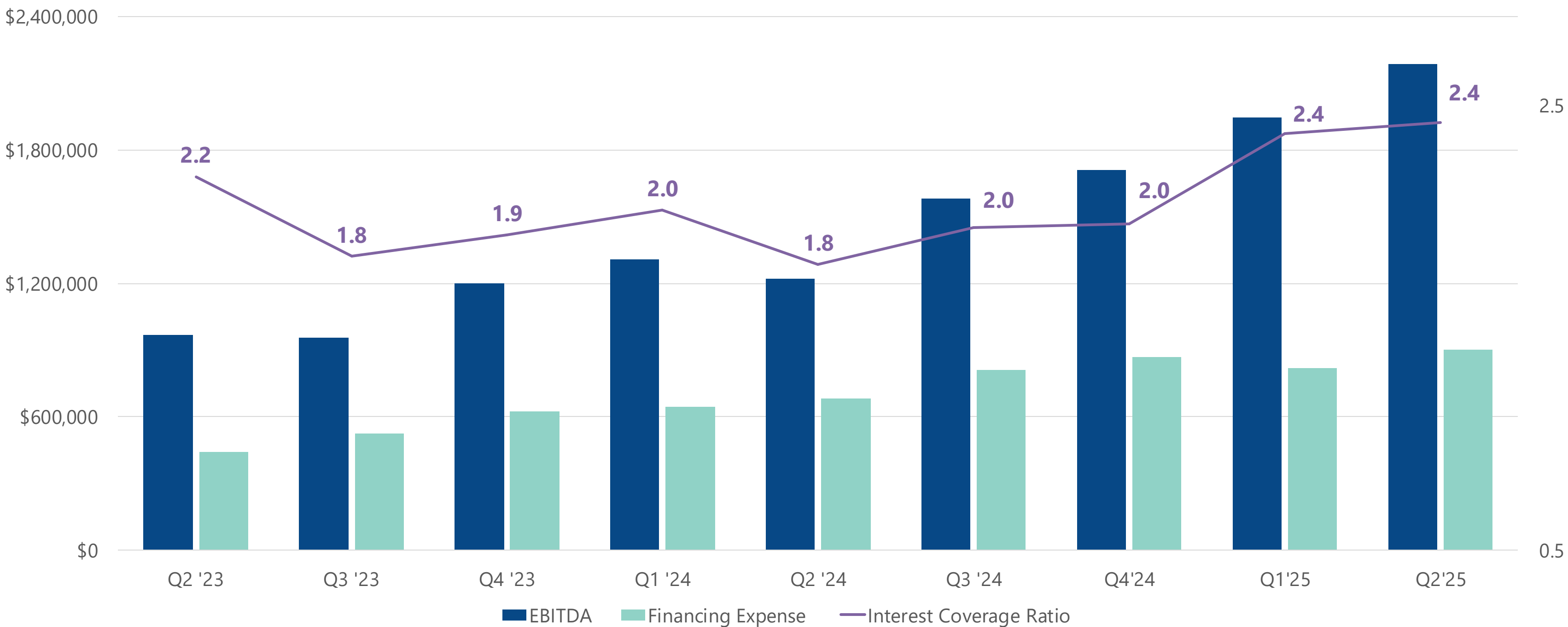
\$37M of First Loss Capital Protection

Debenture holders sit senior to almost \$37M of Equity. This subordinated shareholder equity acts as first-loss protection, meaning our portfolio needs to incur \$37M in losses before debenture holders are impacted.

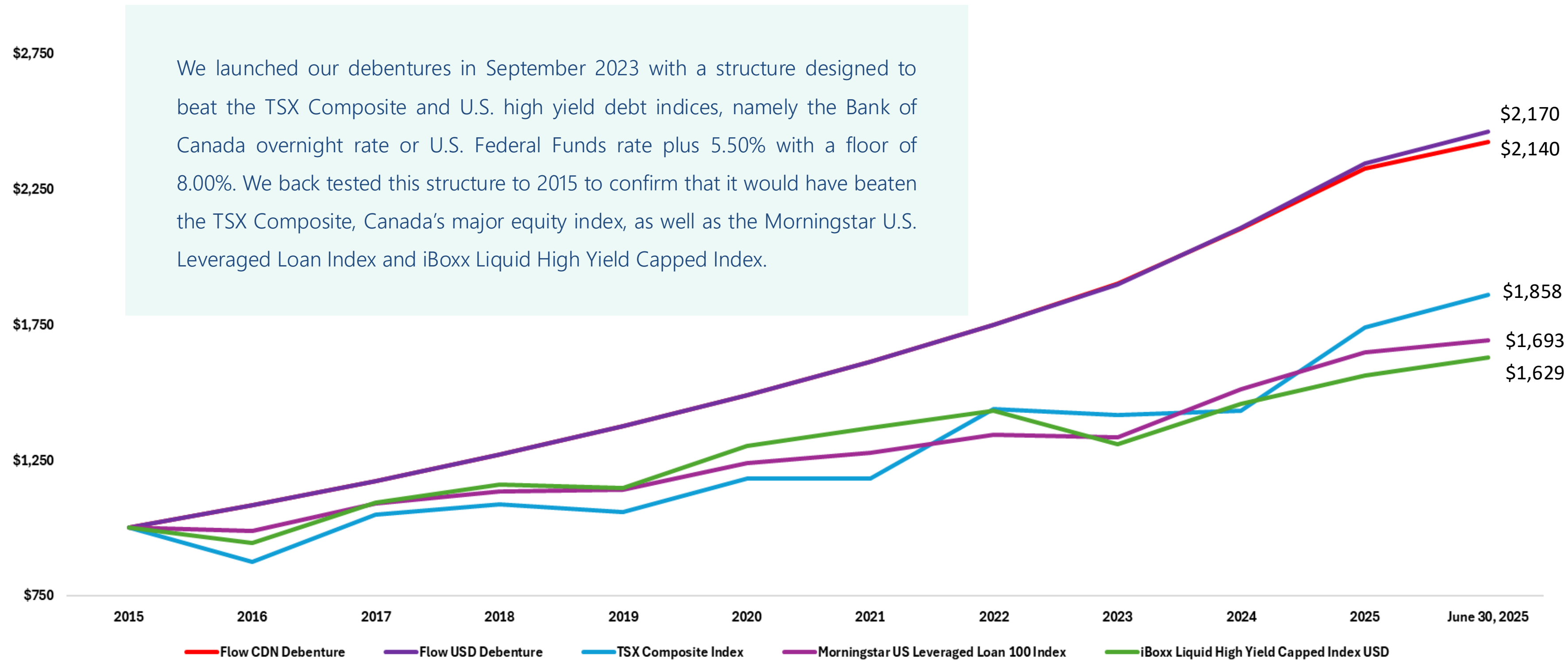


Debenture Interest Well Protected by our Cash Flow

Strong downside protection with **ample cashflow** and **2.4x interest coverage ratio**



Flow's Debentures Beat the Indices



Flow Capital Debentures For Income Focused Investors

Offering	Floating Rate Retractable Debentures
Security	Senior to \$36.8 million in Flow common and preferred equity.
Trustee / ISIN / CUSIP	Olympia Trust/ CA343449AC84 / 343449AC8/ Series F CAD
Interest rate	Bank of Canada Rate or US Federal Reserve Overnight Rate + 5.50%. (+50 bps for accounts > \$1 million) Currently: ▪ 8.00%¹ CAD (8.50% for accounts > \$1 million) ▪ 9.50%¹ USD (10.00% for accounts > \$1 million) ▪ Floor 8.00% Cap 12.00%¹ (8.5% - 12.5% for accounts > \$1 million)
Interest payment	Paid monthly DRIP available
Minimum purchase	\$20,000. Waived for TFSA top ups.
Retractions	At purchase price, subject to 90-day notice (target 30 days). Short-term trading fee of 5% of principal for purchases held less than one year
Registered plan status	Eligible for all registered plans. RRSP, TFSA, LIRA, RRIP, RESP, RDSP.

¹ For Commission-based accounts a Series A is available which pays: the Bank of Canada Rate or US Federal Reserve Overnight Rate + 4.50%, with a floor of 7% and a cap of 11.5%

² As of September 30, 2024, the interest coverage ratio is calculated from Flow's quarterly financial statements. The formula is (Royalty and loan interest income less cash operating expenses) divided by Debenture Interest Expense.

³ As of September 30, 2024, Flow Capital had \$38.8 million in common and preferred shareholder equity and \$26.8 million in debenture debt. The formula is (Equity + Debt) divided by 38.8M in shareholders equity.



Flow Capital

© FLOW CAPITAL CORPORATION | JUNE 2025

Michael Denny, CFO

michael@flowcap.com



www.flowcap.com



[/company/flowcapital](https://www.linkedin.com/company/flowcapital)