



Investor Presentation

August 30, 2018

Nerds On Site Inc. has filed a final prospectus dated August 30, 2018 (the **Prospectus**) containing important information relating to the securities described in this document with the securities regulatory authorities in each of the provinces of Alberta, British Columbia and Ontario. A copy of the Prospectus, and any amendment, is required to be delivered with this document. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the Prospectus, and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

The securities described in this document have not been and will not be registered under the United States Securities Act of 1933, as amended (the **1933 Act**), or any applicable state securities laws. Accordingly, the securities offered hereby may not be offered or sold within the United States in the absence of an exemption from the registration requirements of the 1933 Act and applicable state securities laws. This document 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.



Disclaimer

This investor presentation contains “forward-looking statements” or “forward-looking information” within the meaning of applicable securities legislation. These statements relate to management’s expectations about future events, results of operations and the Corporation’s future performance (both operational and financial) and business prospects. All statements other than statements of historical fact are forward-looking statements. Forward-looking statements can be identified by words such as: “anticipate”, “intend”, “contemplate”, “continue”, “propose”, “predict”, “plan”, “goal”, “seek”, “believe”, “project”, “forecast”, “pursue”, “potential”, “objective”, “estimate”, “expect”, “strategy”, “future”, “likely”, “might”, “may”, “shall”, “should”, “could”, “will” and similar references to future periods. In particular, this investor presentation contains forward-looking statements pertaining to the following: expectations regarding industry trends, overall market growth rates and the Corporation’s growth rate and growth strategy; the Corporation’s business plans and strategies, including expectations regarding the U.S. expansion, the incorporation of a U.S. subsidiary and the growth in the number of new Consultants; the Corporation’s competitive position in the industry; business prospects and opportunities; and expectations regarding market prices and costs. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. No assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this investor presentation should not be unduly relied upon. Unless otherwise indicated, these statements speak only as of the date hereof.

Forward-looking statements are based on certain assumptions and analyses made by the Corporation in light of the experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties. In making the forward-looking statements included in this investor presentation, the Corporation has made various material assumptions, including but not limited to the Corporation’s ability to: attract a sufficient number of qualified Consultants; drive sales growth and increase revenues; innovate its service offering to maintain and grow its target customer base; retain key management and personnel; expand and grow its brand in the United States; obtain additional financing on satisfactory terms; manage the impact of competition; and adapt to changes in the IT services industry.

Although we have attempted to identify important factors that could cause actual actions, events, results, performance or achievements to differ materially from those described in forward-looking statements, there may be other factors not presently know to us or that we presently believe are not material that may cause actions, events results, performance or achievements to differ from those anticipated, estimated or intended. Should one or more of these risks or uncertainties materialize or should assumptions underlying the forward-looking statements prove incorrect, actual actions, events, results, performance or achievements may vary materially from those expressed and implied by such statements contained in this investor presentation. The purpose of forward-looking statements is to provide the reader with a description of management’s expectations, and such statements may not be appropriate for any other purpose. Accordingly, prospective purchasers of the Units should not place undue reliance on forward-looking statements contained in this investor presentation. Although the Corporation believes that the expectations reflected in the forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. The Corporation disclaims any obligation to update any forward-looking statements, whether as a result of new information or future events or results, except to the extent required by applicable securities laws.

An investment in the Units is subject to a number of risks that should be considered by a prospective purchaser. An investment in the Units is suitable only for those purchasers who are willing to risk a loss of some or all of their investment and who can afford to lose some or all of their investment. See “Risk Factors” in the Prospectus.

All of the forward-looking information contained in this investor presentation is expressly qualified by the foregoing cautionary statements. Prospective purchasers of Units should read the Prospectus and consult their professional advisors to assess the income tax, legal, risks and other aspects of its investment in the Units.

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Nerds On Site: Company Profile



Company Profile

- Nerds On Site provides mobile IT support for various businesses including PC set up, network installation and support & tailored software services among others
- Network of technically proficient & specially trained independent IT consultants (Nerds) to help clients on site by providing effective, consistent and customized IT solutions
- Revenues include startup, license fees and a percentage of revenues from IT consultants
- 128 IT consultants
- Founded in Canada and planned expansion into the US



Financial Summary



<i>For the years ended May 31 (CAD\$)</i>		
	2016	2017
Revenue	9,016,014	8,667,162
Cost of Revenue	-6,090,506	-6,152,322
Gross Profit	2,925,508	2,514,840
<i>Margin</i>	32.00%	29.00%
Expense	-2,952,988	-2,433,507
Operating Income (Loss)	-27,480	81,333
Net Income (Loss)	-94,513	-21,098

Company organically achieved base line revenue in Canada, between \$8.0-\$9.00 Million per year, based on 120-125 Nerds (Technicians) force.

As of February 28, 2018, company had approximately \$1.9 Million in cash, \$4.8 Million in Assets and \$5.7 Million in liabilities.



Investment Highlights

Large & Growing Market

- The rise of cloud computing and the increasing complexity of computer networks has created a large market for IT solutions and maintenance
- It is increasingly expensive and ineffective for small to midsize businesses to maintain an in-house IT department.

Viable Business Model

- Refined since the year 1996, scalable business model with high product gross margins, low overhead and marketing costs
- The Corporation offers to small and medium sized businesses a solution via a mobile and flexible IT solutions team.

Financial Performance

- Expected growth in revenue in the next 3 years due to expansion into US
- Sale of off-the-shelf software, hardware and related support
- Annual Canadian revenues of approximately \$8.0 Million - \$9.00 Million per year.

Sound Growth Strategy

- Growth expansion strategy in the US, including a 10 city roll out plan
- Expected implementation of a franchise model in the US
- Organically expanded to 10 cities in Canada

Strong Management Team

- Sound vision and strategy for growth
- Engaged board of directors with business and financial experience
- Access to industry pioneers and capital

Proven Management Team



Name	Title	Background
Charlie Regan	CEO & Director	<ul style="list-style-type: none">▪ Experienced Entrepreneur▪ Business coach & speaker, guest lecturer in the MBA Coop program at the University of Windsor
John Harbarenko	Co-Founder & Director	<ul style="list-style-type: none">▪ Co-Founder and Director, originally started the Company and handled all aspects of the operations and development▪ Areas of responsibility include training, marketing and client development▪ Fanshawe College in London Ontario (Business Information Systems, 1994)
David Redekop	Co-Founder & COO	<ul style="list-style-type: none">▪ Co-Founder and Director, originally started the Company and handled all aspects of the operations and development▪ Studied computer and actuarial science in University of Waterloo▪ IT infrastructure & operations management, training, client management and interactions with contractors
Rakesh Malhotra	CFO	<ul style="list-style-type: none">▪ Experienced CFO, accountant and finance professional▪ Received CPA designations in US and Canada▪ Proficient in IFRS and GAAP▪ Acted as a CFO for companies listed on TSX-V and OTC in US

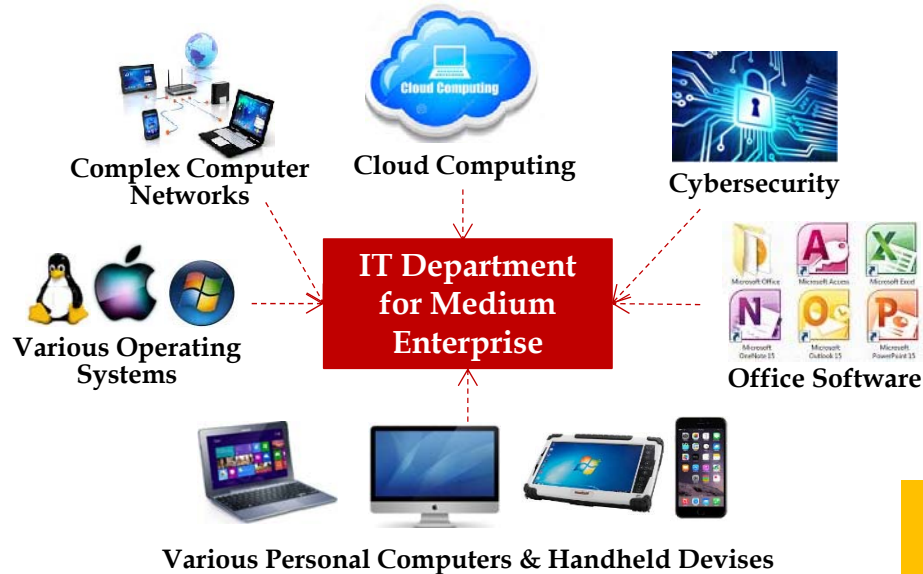
Experienced Oversight Board



Name	Title	Comment
Kevin Ernst	Independent Director	<ul style="list-style-type: none">Private and public investor with extensive capital market and banking experience28 Years Finance Experience including senior positions at Merrill Lynch, UBS, Amex, NYSE.MBA in Finance from Rutgers University
Eugene Konaryev	Independent Director	<ul style="list-style-type: none">Experienced business developer and private entrepreneurOriginated and executed numerous small and medium business transactionsUniversity of Toronto, B.S. Computer SciencePartner and Co-founder of Go Capital, Toronto based private equity firm
Nicole Holden	Independent Director	<ul style="list-style-type: none">Chairman of the Audit CommitteeExtensive US accounting and auditing experienceTechnical Director of Professional Practice at Center for Audit Quality (USA)Assistant Chief Auditor, Office of the Chief Auditor, PCAOB (USA)American University - Kogod School of Business, MS, Accounting & Information Systems
Jack Smit	Independent Director	<ul style="list-style-type: none">Retired Libro Financial Group President and Chief Executive Officer (past 23 years)Queens University's Executive Program, Certified General Accountant (CGA) designation

Large Growth Opportunity

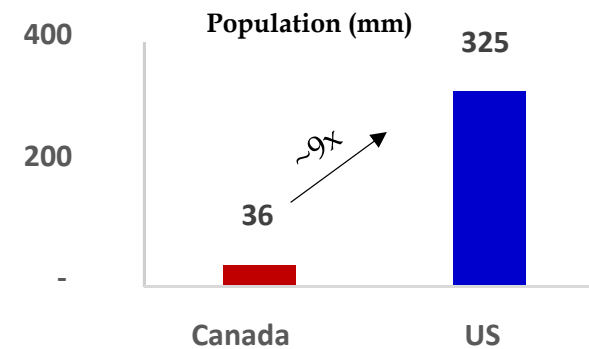
Favorable Industry Trend: On Site IT Outsourcing



- Personal computer and handheld technology complexity have increased in the past 5 years and is becoming more complex than ever
- It is very difficult for small in-house IT support team (at small and medium enterprises (SME) with 10-500 workstations) to stay current on all moving pieces of IT technology
- In house IT departments for SME may seek outside solutions for effective, scalable and customized on-site IT support

Canada: Tested Market Penetration and Strategy

United States: Large Potential Market



US due to its size, has many more potential clients for Company's services

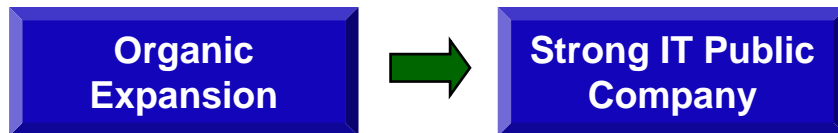
- US Marketing program started with 15 new Nerd Mobiles leased for Nerd Parades in Florida and Arizona. Several mini parades commenced in August 2018.
- Anticipated launch of franchise sales as early as fall 2018
- Initial Target Cities: Orlando, FL; Cape Coral, FL; Scottsdale, AZ; Gilbert, AZ, and Tampa, FL

Company Development & Legal Structure

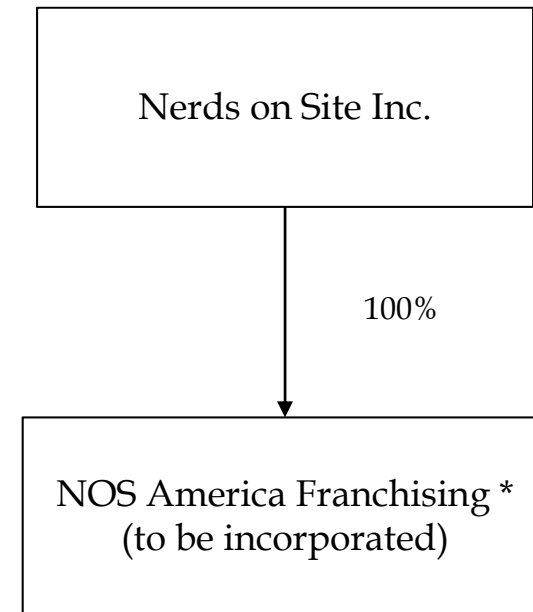


History & Future

History	Future
<ul style="list-style-type: none">▪ Creating web based proprietary database of IT solutions and a system for billing, purchasing, and communication with contractors and customers (IamaNerd)▪ Organic expansion in Canada▪ Planning and preparation for US expansion▪ Establishing and building NOS brand	<ul style="list-style-type: none">▪ US expansion via licensing and franchising while building network of US based IT consultants▪ Establishing sales & marketing force▪ Area Development and sales of Area Franchises▪ Going public transaction and capital raise▪ Positioning for future growth and building the brand



Proposed Legal Structure



*NOS America Franchising - to be incorporated in USA, before sales of franchises commences, company name subject to availability.

Nerds On Site: Revenue Development



Well Educated Nerds

- Company provides training and continuing education through IamaNerd (proprietary ERP system).
- Before joining Nerds on Site, consultants must demonstrate relevant education and experience.
- Billing and communications are done via the Company's online ERP system IamaNerd, that provides support and project updates.

Revenue Model

- Independent contractor with Revenue sharing model in Canada.
- Franchise model in US. Each consultant will be a franchisee. Geographic Area Franchises (Area Development Franchises) will be offered for sale once areas are established.
- 37% Revenue sharing without Nerd mobile leased by technician
- 50% Revenue sharing with Nerd mobile leased by technician
- Approximately \$68,000 in historical annual revenue per Nerd*



*Calculated based on annual revenue of \$8.67 Million for the year ended May 31, 2017, divided by 128 Nerds as per year end 2017.

Growth Strategy



Canada: Organic Growth

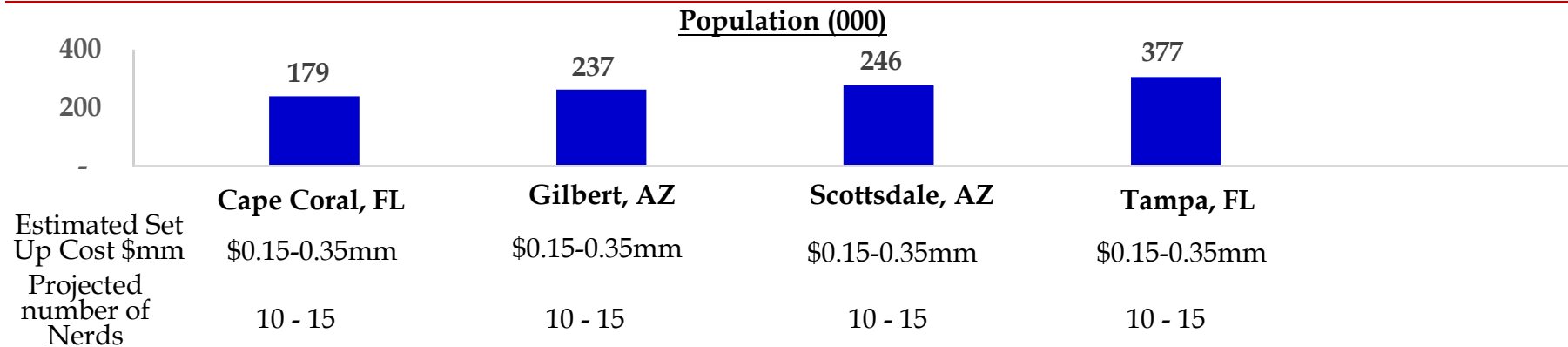
- Build brand awareness/equity
- Maintain lean operating system, increase operating efficiency
- Hire designated sales force and drive client sales and origination
- Focus on core competency of delivering high quality service



Nerdmobile



United States: Roll Out Strategy



- The Company identified several US cities for the original roll out based on various metrics
- Using its web based interface to operate with IT consultants (Nerds), most of the roll out costs will be associated with recruiting and training the Nerds, marketing, and leasing cars
- Nerds will pay \$2,500 startup fee (covering training) and share on average of 37%- 50% in revenues from each contract, and will be responsible for its own client origination and maintenance
- The Company eventually plans to introduce franchising for area coverage (Area Developer Franchise)
- The Nerds will be utilizing Nerdmobile for marketing and client services (they carry car lease payments)

Sources & Uses of Funds



Use of proceeds

Description	Maximum Offering	Minimum Offering
Net Proceeds to the Corporation	\$5,180,000	\$3,340,000
Repay Convertible Unsecured Debentures ⁽¹⁾	\$1,573,275	\$1,573,275
U.S. NerdMobiles Leasing	\$1,105,000	\$825,000
U.S. Marketing Expenses	\$916,000	\$264,000
U.S. City Set-Up Budget	\$1,500,000	\$600,000
Operating Capital and Contingency Funds	\$85,725	\$77,725

Note:

(1) Assuming that 50% of the outstanding Convertible Unsecured Debentures will convert into Debenture Units, and 50% will be repaid on Maturity Date.

The Company is seeking \$6 million to finance its sales and marketing, working capital, and expansion into the US

First Nerd Parade in Florida (August 2018)



Contact Information



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Thank you very much!