

NorthCrest

PARTNERS

Advisory Services
To Maximize Your
Company's Value



NorthCrest Partners provides advisory services

to small- and mid-sized companies to achieve strategic growth and meet restructuring objectives. Our main services include:

- **Strategic and Operational Advice**
- **Mergers, Acquisitions and Restructuring**
- **Capital Sourcing**
- **Capital Pool Company (CPC) Creation, Sourcing & Financing**

We bring a unique blend of operational and investment banking experience to our clients.

We provide our clients with the experience of larger, traditional service providers, along with the attention, creativity, flexibility and cost-effectiveness of a boutique firm.

Our Services

1 Consulting

Strategic Advice

- Capital Pool Company (CPC) structuring
- Corporate strategy and vision
- Business diagnostic assessment
- Business plans
- Strategic alliances
- Valuation opinions

Operational Advice

- Organizational structure
- Operations plans
- Sales plans
- Management coaching

2 Mergers, Acquisitions & Restructuring

- Divestitures
- Management buyouts
- Competitor buyouts
- Strategic sale of assets
- Succession issues
- Balance sheet restructuring

3 Capital Sourcing

We provide advice in securing capital from sources in both Canada and the U.S.

- Capital Pool Company (CPC) creation, sourcing, and financing
- Private placements of equity or debt
- Public offerings
- Project financing
- Seed/Angel capital
- Reverse takeovers

Invigorating Company Growth

Our Approach

One of the key factors to our success in serving clients is aligning management's business plan with the investors' expectations. We call this **"goal congruency."** Broadly defined, we begin working with management to build the company for the benefit of all stakeholders. In some instances we will consider a director position in a public company.

We can also take a direct role in the operations of client companies, **working beside management** to increase value. We leverage our investment expertise, operating experience, as well as our extensive network of relationships with operating executives and potential strategic partners. We will help set up a Capital Pool Company (CPC) and consider staying on as a director, or in a business development, or capital markets position to assist in M&A post the merger with the Qualifying Transaction target (QT).

Our team is extraordinarily disciplined in **evaluating financial and operating requirements** in order to create and implement growth and profitability strategies. Recruiting assistance and opening doors for our clients are also our strengths.

Areas of Expertise

We have successfully met our clients' objectives in the following business sectors:

- Biotechnology
- Direct Marketing & Call Centres
- Food Industry
- IT Hardware, Software & Services
- Manufacturing & Industrial Products
- Media Advertising
- Telecom Hardware & Services
- Semiconductors
- Wireless, Financial & Retail Software

Our Team

Our team's background includes senior operating management experience as well as extensive investment experience. The principal of NorthCrest has been involved in a broad range of operating activities through a number of business cycles. In addition, our internal resources are enhanced by our network of relationships with operating executives and investment partners.

Mark Lawrence received his designation as a Chartered Financial Analyst in 1990 and has been a registered Professional Engineer since 1985. Mr. Lawrence previously worked in leading North American retail and institutional brokerage firms between 1987 and 1997, including being a Director of Loewen, Ondaatje, McCutcheon Ltd, a VP of Midland Walwyn Capital Inc., and the Senior Technology Analyst at Prudential-Bache Securities Inc. Mr. Lawrence became an industry leading software and hardware analyst in Canada. He has worked on cross-border public transactions, equity issues in excess of \$2 billion, and on private financings. Since 1997, through CML Capital Ventures Inc., he has invested in, founded and operated several technology firms, and assisted many others. Some of these include Investors Source (wealth management software), Zacks Canada Inc., (consensus earnings database service), Classwave Wireless (Bluetooth software), USA.CA Corp., (investment research portal), CablesEdge Software (remote desktop access by voice), and Linmor Inc., (remote network management). In addition, he is a founder of CPC BlueFyre One Inc., president of CPC Software Growth Inc., (www.softwaregrowth.com) and CPC York

Ridge Lifetech Inc. He is Chairman of Axiotron Corp. (TSXV), director of Soltoro Ltd. (TSXV) and director of Mutual Fund Company Stone Investment Group. Mr. Lawrence is also Director of OneWorld Energy Inc., a private diversified renewable energy company. Mr. Lawrence has a Bachelor of Science in Mechanical Engineering from Queens University and a Masters in Business Administration from the Ivey School of Business. He is also a Chairman of the MIT Enterprise Forum in Toronto.

Mr. Lawrence has also provided capital markets assistance to the following firms while engaged at prior firms:

- Cintech Solutions
- Cognicase
- Cole and Partners - valuation opinions
- Dusa Pharmaceuticals
- Geac Computers
- HomeBank Technologies
- LSI Logic
- PC Docs Inc.
- Planet Measuring Company
- Promis Systems
- QLT
- SHL Systemhouse
- Softkey Software Products
- Teleglobe
- Telus

Our Value-Add

Experience: Our team of professionals uniquely has both operational and capital markets experience covering finance, investment banking, marketing, research, mergers & acquisitions, and corporate development.

Client-Centric Focus: Every client engagement is a partnership for us. In order to produce maximum results and identify the best plan of action, we incorporate the thoughts, ideas, vision, and brainpower of management and the company's stakeholders.

Non-intrusive: We can be retained without the traditional disruption of big consulting firms that could have negative perception issues both internally and external to the company.

Agility and Speed of Delivery: With our experience, we can provide a very quick overview of a company's situation, leading to a constructive plan of action for review by the corporate stakeholders.

Competitive Rate Structure: NorthCrest is able to extend competitive bill rates to our clients.

Most Common Situations that can Benefit from our Services

- 1** Company **with decelerating growth seeking to reverse the decline.**
- 2** Company **with need to divest or reorganize non-core operations.**
- 3** Company that wants to investigate a **roll-up acquisition strategy** of competing firms.
- 4** Company wants to **go public through TSX Venture Exchange Capital Pool Company (CPC) program** to attain financing and public share currency for acquisitions.
- 5** Company that has already secured VC financing and needs to focus business to **attract subsequent financings.**
- 6** Company wishing to **seek a strategic investor, partner, or acquiror.** Needs to prepare itself for the process.
- 7** Family-run business needs assistance to **crystallize value for current shareholders** and to transition company to new growth curve.
- 8** Company needs help to **select the right investment banking firm** for a transaction.
- 9** Public company with **no institutional investor following.**
- 10** Company needs to **productize customized service offerings** to create recurring revenue stream.
- 11** Company needs to perform **competitive analysis** on shifting market dynamics.

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