



Our Vision *in 2022*



*Future* of Music  
Licensing.





**SONGWRITERS OFTEN  
STRUGGLE TO EARN A LIVING  
BECAUSE OF A MASSIVE  
OPPORTUNITY GAP.**

vision -  
Songistry -  
2022



vision -  
2022 - Songistry -



**MDIIO PROVIDES A COMPETITIVE  
ADVANTAGE FOR ARTISTS TO THRIVE  
IN TODAY'S MUSIC INDUSTRY.** ↗





Store **everything associated with your songs**, including your tracks, metadata, collaborators, lyrics, playlists, pitches, network, splits and even licenses.

- Opportunities to **monetize** directly through MDIIO "Projects"
- **Build community** through MDIIO "Network"
- Community **engagement** via our MDIIO/U and MDXO event series

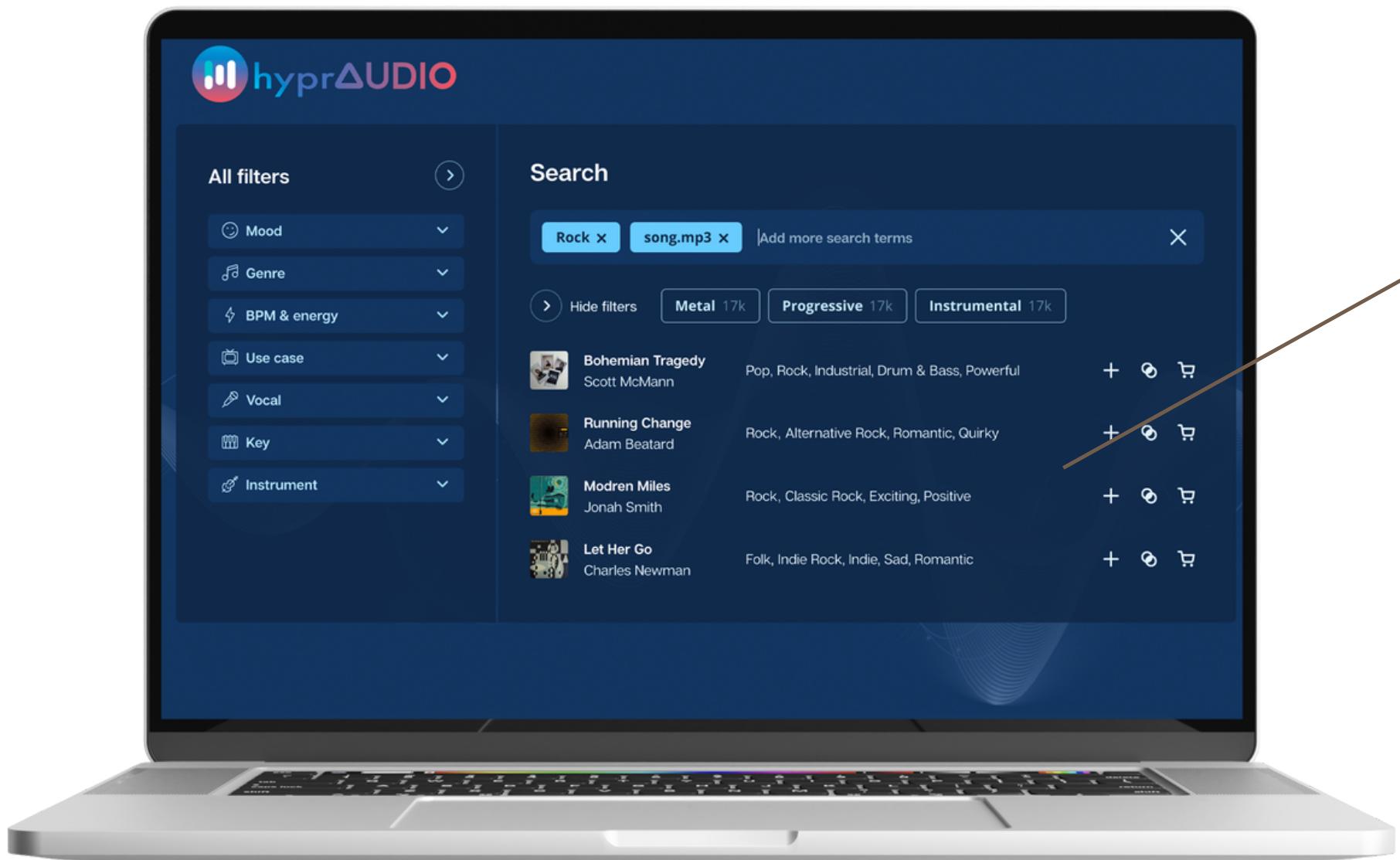
The screenshot displays the MDIIO platform's user interface. At the top, there's a navigation bar with links for Tracks, AI, Pitches, Licenses, Projects, Network, Help, and a user profile. Below the navigation, a banner features a portrait of a man and the text "Music + Science in Perfect Harmony". It also includes a subtitle about AI analysis and machine learning, and buttons for "+ ADD PROJECT" and "+ ADD TRACK". To the right of the banner, key statistics are shown: 891 Tracks, 277 Collaborators, 49 Cuts & Syncs, 262 Pitches, 4.91 Track Rating, and 622 Reach. A large "INVITE" button is visible in the top right corner. The main content area shows a "TRACKS" section with a search bar and an "Advanced Search" link. Below the search bar, columns for Title, Date, Popularity, Rating, and Tracks [10] are listed. Two recent track entries are shown: "BATTERY rough 4b" by Justin Gray (9 days ago) and "All The Way - 7.8.20" by Justin Gray (9 days ago). Each entry includes a preview, download, and edit icon. On the left side of the dashboard, there's a "PITCH TRACKS" section with a message "Use ADD TO PITCH" and a "on track" status, along with a "Message Title" input field. Below this, a "LATEST" section shows a notification from "13 days ago". At the bottom of the screenshot, there's a light blue footer bar.



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POWERED BY AI, HYPRAUDIO IS THE FUTURE OF  
MUSIC LICENSING FOR EVERYONE. WHERE MUSIC  
SUPERVISORS AND MUSIC MAKERS MEET IN ONE  
TRANSFORMATIONAL MUSIC LICENSING PLATFORM.





Where those **looking to be discovered** are matched with those **looking to discover**.

- **Global marketplace** for analyzed, pre-cleared and ready to licence music powered by A.I.
- **Better, faster and cheaper** process, redefining the current outdated workflows.
- The most **comprehensive music search** platform...period



**SUPPLY**  
**SUPPLY**

## GROWTH STRATEGY

- Brand Ambassadors
- Partnerships
- Industry & Event Marketing
- Music Publishing
- M & A

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\*Current Partnerships

SOCAN, MUSICNL, SLAM ACADEMY, BERKLEE COLLEGE OF MUSIC ALUMNI AND WOMEN CRUSH MUSIC WITH VISIBILITY TO 100K+ NEW MEMBERS AND UPWARDS OF A MILLION LICENSABLE SONGS, SPIRIT PRODUCTION MUSIC, PURE NOISE, ONE HIT AWAY MUSIC AND MORE.

# DEMAND



# DEMAND

# GROWTH STRATEGY

- Database of 1500+ Music Supervisors
- Blanket Licensing Agreements
- Key Music Industry Sponsorships

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industry -

\*Who are we targeting?

BROADCASTERS, ADVERTISING AGENCIES, SOCIAL MEDIA PLATFORMS, PRODUCTION COMPANIES/HOUSES,  
TRAILER HOUSES, FILM PRODUCTION

# VALUE CREATION

Forecasting 50,000-80,000 hyprAUDIO searches within the first 18 Months of Launch - Catalogue and Search growth **will allow us to monetize 6% of our Catalogue by Year 3** on an Annual basis.



For every 100 songs on hyprAUDIO we expect to license 6 songs

If each license is valued at \$1000.00 USD

It will yield a gross revenue to MDIIO of \$6000.00 (USD)

\$12 Gross residual value per song

Opportunity for Exponential Growth

# ANNUAL SUMMARY

	Fiscal 2022 (Forecast)	Fiscal 2023 (Forecast)	Fiscal 2024 (Forecast)	Fiscal 2025 (Forecast)	Fiscal 2026 (Forecast)
<b>Revenue</b>					
Subscriber memberships	\$ 13,185	\$ 106,500	\$ 177,000	\$ 249,000	\$ 321,000
Licensing revenue	\$ 83,455	\$ 2,752,484	\$ 9,534,187	\$ 21,160,394	\$ 38,337,852
<b>Total Revenue</b>	<b>\$ 96,640</b>	<b>\$ 2,858,984</b>	<b>\$ 9,711,187</b>	<b>\$ 21,409,394</b>	<b>\$ 38,658,852</b>
<b>EBITDA</b>	<b>\$ (1,765,712)</b>	<b>\$ (470,616)</b>	<b>\$ 3,024,486</b>	<b>\$ 6,447,894</b>	<b>\$ 21,614,302</b>
<b>Memberships</b>					
Creators	7,197	14,481	29,138	58,632	117,979
Enterprise	12	18	24	30	36
<b>Total members</b>	<b>7,208</b>	<b>14,498</b>	<b>29,162</b>	<b>58,662</b>	<b>118,015</b>
<b>Sound Tracks</b>	<b>430,420</b>	<b>1,015,522</b>	<b>1,325,807</b>	<b>1,681,444</b>	<b>2,132,478</b>

# PROFORMA CAPITALIZATION

	# Shares	Price per share	Value	Ownership
Songistry Inc.*	35,655,347	\$ 0.66	\$ 23,532,529	82%
QT Merger - CPC	3,167,421	\$ 0.66	\$ 2,090,498	7%
Go-public concurrent financing	4,848,485	\$ 0.66	\$ 3,200,000	11%
	<b>43,671,253</b>		<b>\$ 28,823,027</b>	<b>100%</b>

\* Songistry shares outstanding is pro-forma the conversion of all outstanding preferred shares into common shares

in conjunction with the go-public transaction.

\*\* Total insider ownership of Songistry is currently 35%. Largest shareholder is Justin Gray - 30%

\*\*\* Assumes minimum concurrent financing proceeds

\*\*\*\* All proforma figures are based on management's estimates and assumptions. See Reader Advisory.

# 2022 ROADMAP

Enterprise **catalogue onboarding** is our priority for early 2022 to fuel hyprAUDIO. Post launch, focus shifts to our relationships with Music Creatives, **leveraging our catalogue and filling licenses**.



## Q2 2022

- 200k + Catalogue
- 1 Enterprise Client
- HyprAUDIO Launch

## Q3 2022

- 300k + Catalogue
- 2 Enterprise Clients
- 1000+ Licenses Filled

## Q4 2022

- 400k + Catalogue
- 7 Enterprise Clients
- 1500+ Licenses Filled

The above is based on calendar quarters  
Based on Management Estimates. See Reader Advisory.



# Long Term *Vision*

01

## Create

MDIIO will create customized and wholly owned music content for licensing

02

## Retain

MDIIO will Retain 100% of every transaction

03

## Transition

Transition into a full-scale music publisher



**songistry**  
Executive *Team*



*Justin Gray*  
Founder, CEO



*Ryan Maule*  
VP, Strategy & Operations

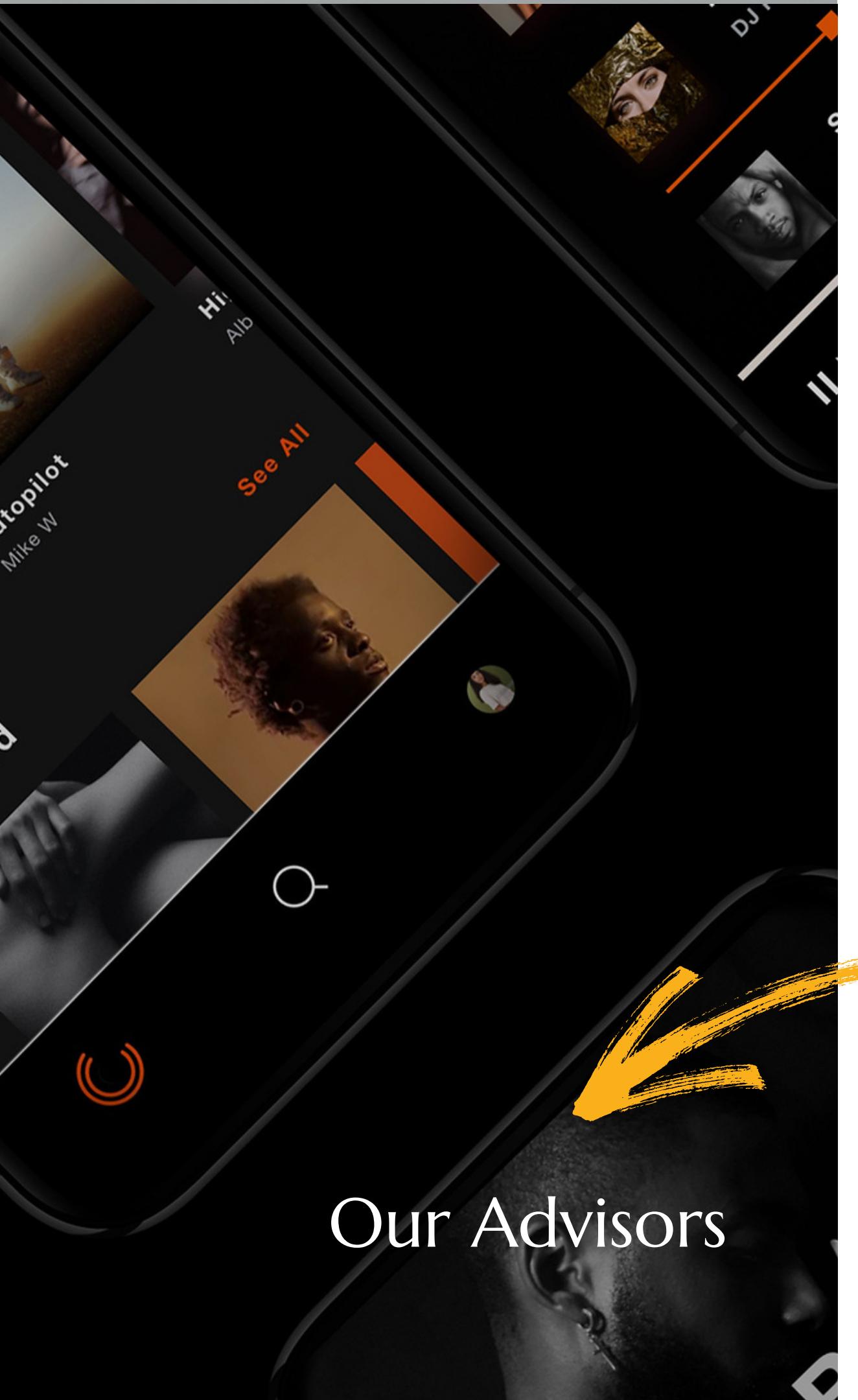


*Jason Vandenberg*  
CFO



*Bob Bryenton*  
CTO

# Our Advisors



**Steve Kane**  
Director of Business Development  
and Industry Affairs.  
Make Music Matter  
former President of Warner Music Canada



**Ron Fair**  
CEO  
Faircraft Inc.



**Chris Taylor**  
President & CEO  
MNRK Music Group



**David Vankka**  
Partner, Managing Director & Portfolio  
Manager at ICM Asset Management  
Inc.



**Sara Qazi**  
Senior Vice President  
Q&M Sports & Entertainment WM Group  
of Raymond James



**Cory Hunt**  
Co-Founder  
P&C Ventures

Billboard<sup>®</sup>

THE

ALL IN YOUR MIND • ALL IN LOVE • ALL ALONE  
ME • SENT FROM UP ABOVE • PRISONER • LOVE

## Appendix

# JUSTIN GRAY

## FOUNDER & CEO

Justin Gray is a Canadian born, Los Angeles based Songwriter, Record Producer, Music Executive and Tech Entrepreneur. Over the years, Justin's projects have sold in excess of 40 million copies, and more than 8 billion streams world-wide. He has collaborated with a diverse range of artists including Avril Lavigne, Mariah Carey, and John Legend.

Justin has also collaborated with major brands such as Mercedes Benz, Nissan, Budweiser, Disney, Netflix, Starz, FreeForm, Herbal Essences. His extensive Film and TV work includes: Toy Story 4, "Life of The Party" starring Melissa McCarthy, Lego Ninjago, Oz The Great and Powerful, Sisters, Spy, Letters To Juliet, Beverly Hills Chihuahua, Legally Blondes, Soulplane, Hannah Montana, Beverly Hills 90210, Modern Family, Lethal Weapon, Hawaii 5-0, and America's Funniest Home Videos. You can view Justin's film and TV reel [here](#).

Most recently co-writing and producing 4 songs for famed Anime Director Watanabe (Cowboy Bebop) and his brilliant comeback series "Carol & Tuesday." Justin has won a Genie Award (Canada's version of the Oscars) for "Best Song in A Motion Picture," as well as a prestigious Canadian Radio Music Award for "Songwriter of the Year." Justin is also featured on the 2014 cover of "Songwriter Magazine."

Plans for 2022 include identifying, signing and developing talent through his newly formed entertainment company AntiGravity Entertainment, with partner Brad Aarons, as well as continuing to collaborate with world-class songwriters, producers and artists.



# JASON VANDENBERG

**CFO**

Jason Vandenberg brings a wealth of experience in growing companies to maximize their potential. With over 20 years of management experience, Jason has been involved in the substantial growth of multiple companies both organically and through the acquisition and integration of over 40 businesses.

Jason is currently a senior vice president and co-founder of Camilla Advisory Group Inc., a management consulting firm based in Edmonton, Alberta and has been the CFO of Songistry since February 2021. Prior to this, Jason was the Chief Financial Officer of ENTREC Corporation from 2011 until 2020 and the CFO of Eveready Inc. and its predecessor companies until it was acquired by Clean Harbors in 2009. In these roles, Jason was responsible for all finance and administrative functions. During his tenure with ENTREC, the Company grew from annual revenue of \$20 million in 2010 to \$180 million in 2019 making ENTREC a leader in the provision of crane and heavy haul transportation services in Canada and the United States. At Eveready, Jason was an integral member of the senior management team that grew revenue from \$90 million in 2004 to over \$650 million in 2008 and completed over 30 business acquisitions. Eveready provided industrial maintenance and oilfield services from 80 locations in Canada, the United States and internationally.

Prior to joining Eveready in 2005, Jason spent six years as an accountant with Grant Thornton and from 2010 until 2011 was the Vice President, Finance with Afexa Life Sciences Inc.



# BOB BRYENTON

**CTO**

Bob Bryenton has over 35yrs of IT experience. He was an early adopter of AI writing Disease Guidance Systems for the U of A hospital, the Center for Stroke Research, Integris Heart Hospital and Victoria General. When Apple introduced the iPhone, he immediately created triage apps for the Disease Guidance Systems, an NIH Stroke Scale app and a Safety Ticket Registry app for the oilfield. He has managed project portfolios for Enbridge's Major Projects division and the main 12.2m project for ATCO's corporate website and online commerce. He is an accomplished developer, certified Project Manager, and IT solutions Architect.

Dabbling with the guitar and the mellophone, he is a huge fan of Mac MacAnally and been leading the development of the MDIIO platform since 2016.



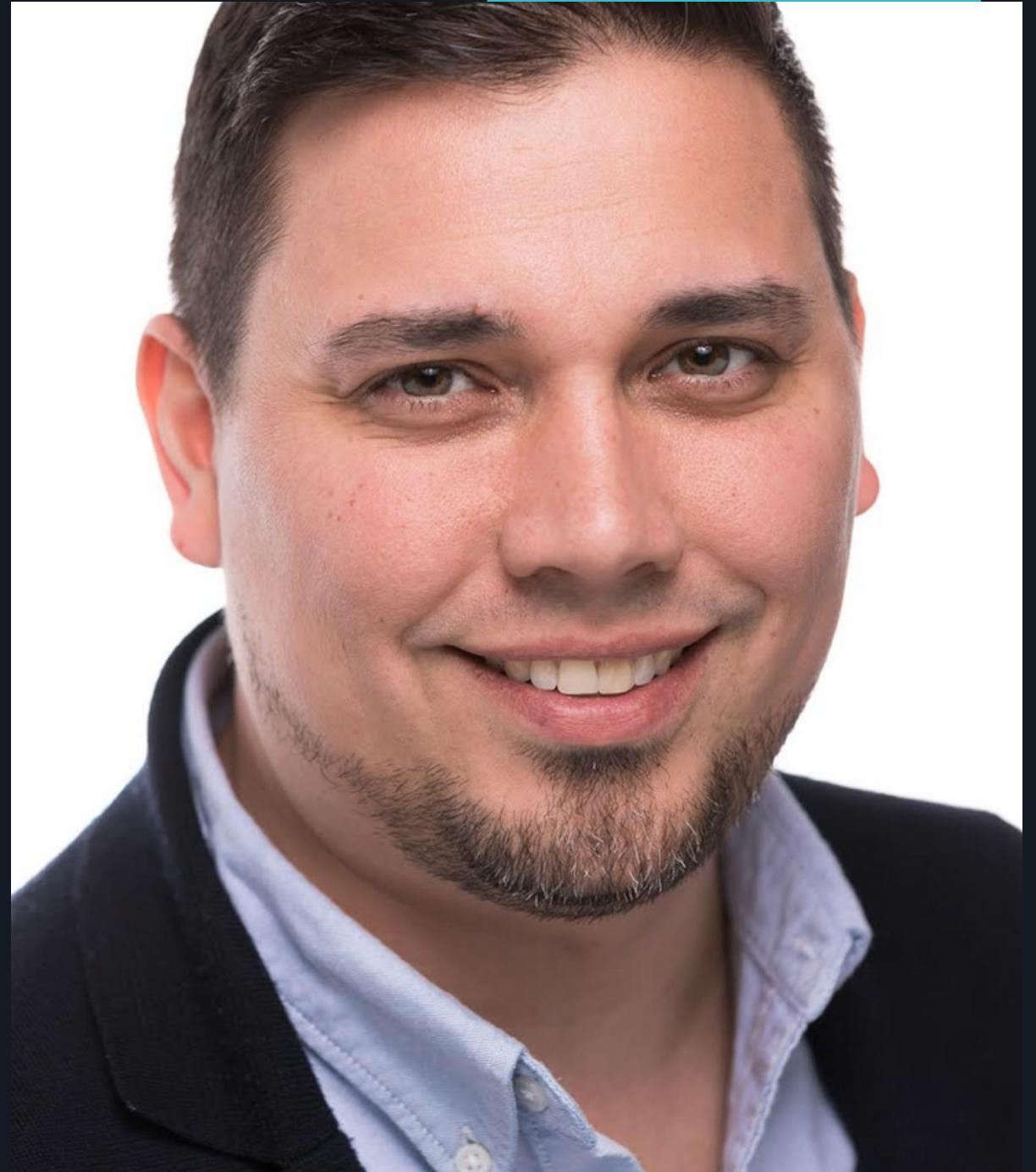
# RYAN MAULE

## VP, STRATEGY & OPERATIONS

Ryan Maule has been leading digital and tech partnerships for over 15 years. He studied Computer Science at Trent University in Canada, before beginning his career with Fortune 500 companies working in IT. He then transitioned to the telecoms industry, launching brands in Canada, before leading Business Development for Rogers Communications' (Canada's Largest Telecom Operator) Strategic Partners.

While he was working on his day job, Ryan also started several companies focused on journalism, launching blogs, websites and video delivery sites before YouTube and Wordpress were conceived. He focused on Consumer Tech and Gaming, created products for some of the largest media brands in Canada, as well as hosted a podcast called VGM Daily for CHUM Broadcasting.

Ryan has since gone on to found a consulting agency for licensing in the Startup industry, founded his own start-up in Music-Tech called Trebba, and just prior to MDIIO, lead technology innovation for SOCAN, a PRO in Canada.



# ALLISON SHAW

## MANAGER, PARTNERSHIPS

Allison Shaw is the founder of Manic Monkee, a brand development firm which has worked with multiple companies and artists in the music/tech/brands space. Shaw got her start writing for MTV/Vh1 and started Hyperactive Music Magazine that was carried in over 1200 locations nationally. Shaw worked for TV personality Rachael Ray and created her music division which included the famed RR Feedback Party at SXSW.

Allison headed up Brand Development for rock and roll inductee's Public Enemy where she oversaw partnerships with Red Bull, Go Pro, Sennheiser and more.

Allison has worked with multiple music tech companies including the new Top level Domain .music, Ticketfly, onboarding festivals, venues i.e. Muzooka where she onboarded multiple PRO's globally, companies like Gracenote and UMG, PMC/Rolling Stone, Ultra Music, Streaming companies, festivals, 100k's of artists and more. Shaw is a sought after speaker/moderator and has spoken at over 350 conferences around the world



# SARAH MARTINICO

## MANAGER, PARTNERSHIPS

Sarah Martinico is a graduate of Berklee College of Music with a BA in Music Production and Engineering as a guitar principle.

She started her professional career in marketing at BMG where she founded and created the first-ever royalty-bearing stems for sale from a major publisher's catalogue for Avid Pro Tools. She then went on to work in account management, product development and marketing for Native Instruments. Soon after she started her own music marketing consulting company, SL Music and Marketing.

Sarah has worked for numerous Grammy-winning producers, songwriters, artists and labels from the pop, urban and latin worlds in marketing, branding, partnerships, management, music publishing and consulting.



“

## *Client* Testimonial



"MDIIO is a fantastic resource for the end user - it allows music supervisors like me to cull selections of some of the best tracks available for my projects. The ease of use and quality of work delivered by the top-shelf creatives at MDIIO have made my projects easier and better."

ALEX HACKFORD  
SONY INTERACTIVE ENTERTAINMENT

“



## *Client* Testimonial

"As a record label with global reach, we leverage the MDIIO platform to manage critical A&R initiatives, artist metadata, collaborator splits along with a myriad of other benefits. We couldn't be more pleased with the innovation and support demonstrated."

BRAD AARONS  
PRESIDENT, ANTIGRAVITY  
LABEL PARTNER WITH WARNER MUSIC

“



## *Client* Testimonial

"The number of meetings and sessions I've been in where I could have used and needed MDIO are countless. It's the ultimate songwriter, producer, publisher, manager and creative executive's assistant."

EVAN BOGART

SONGWRITER, PUBLISHER, MANAGER

CREDITS: BEYONCE (HALO), RIHANNA (S.O.S), BRITNEY SPEAKS, DEMI LOVATO

# Reader Advisory

## **Confidentiality**

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Readers should note that "EBITDA" is a non-GAAP financial measures and do not have any standardized meaning under GAAP and is therefore unlikely to be comparable to similar measures presented by other companies. The Company believes that such term is a useful supplemental measure, which provide an indication of the results generated by the Company's business activities prior to consideration of how these activities are financed, amortized or taxed. Readers are cautioned, however, that such terms should not be construed as an alternative to comprehensive income (loss) determined in accordance with GAAP as an indicator of the Company's financial performance.

## **Forward-looking Statements**

Certain statements contained in this presentation may constitute forward-looking information and statements. All statements in this presentation, other than statements of historical fact that address events or developments concerning Songistry Inc. (hereinafter referred to as the "Company") that the Company expects to occur are "forward-looking information and statements". Forward-looking information and statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe", "budget", "schedule" and "forecast", and similar expressions and variations (including negative variations).

In particular, but without limiting the foregoing, this presentation may contain forward-looking information and statements pertaining to the following: capital raising by the Company (the "Opportunity"); the Company's business prospects or opportunities, including information concerning access to capital, products, services and strategies the Company is pursuing; market trends and size of market; executive and management structure; potential use of the net proceeds of the Opportunity; obtaining all of the required governmental, regulatory and board approvals and any other additional approvals in connection with the Opportunity and the proposed business and financing strategy, including registration with securities regulatory authorities in Canada, compliance with certain securities law requirements in Canada and the United States of America; the intention to grow the business and operations of the Company; future liquidity and financial capacity; expectations regarding the Company's ability to raise capital; projected costs associated with the planned business activities, as well as anticipated costs and timelines for same; the Company's marketing plans; and the Company's anticipated growth plans.

# Reader Advisory (cont.)

## **Forward-looking Statements (cont.)**

The forward-looking statements and information are based on certain key expectations and assumptions made by the Company, including, but not limited to expectations and assumptions concerning the Company's ability to: operate in certain target markets (including partnering with certain entities in the TV, film and/or entertainment industry), plans to expand into certain target markets, anticipated management and board members joining the Company, future outlook of the operations, complete its capital raising activities by way of one or more private placement offerings and to maintain its projected growth in the future. Although the Company believes that the expectations and assumptions on which such forward-looking statements and information are based to be reasonable, readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties.

Actual results could differ materially from those currently anticipated due to a number of factors and risks. Such factors may include the Opportunity not being completed, the Company not being able to maintain its current growth plan, the Company not being able to partner with certain entities in the TV, film and/or entertainment industry, the Company not being able to obtain required regulatory and/or governmental approvals for any desired operational activities, changes in regulatory policy and compliance requirements, changes in industry conditions, changes in economic conditions in and around target market areas, market and consumer demand for the Company's services, labour and/or equipment shortages, delays or changes in plans with respect to planned capital expenditures, fluctuations in input prices, fluctuations in relationships with existing licensors, customers and potential partners, ability to secure relationships with certain targeted parties, changes in strategy and offerings of competitors, number of competitors in the Company's target markets, fluctuations in business development and supply chain, fluctuations in foreign currency exchange rates, fluctuations in interest rates, reliance on industry and/or retail partners and other factors that may be beyond the Company's control, including any impact, directly or indirectly, as a result of the COVID-19 pandemic on a local and global scale. Should one or more of the above noted risks or uncertainties materialize, or should any underlying assumptions prove incorrect or materially differ, actual results, performance or achievements of the Company or industry results, may vary materially from those described in this presentation. Readers are cautioned that the foregoing list of factors is not exhaustive.

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