LEVERAGE STRATEGIC

ACQUISITION & STRATEGIC FINANCE ADVISORY

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Confidential Information Memorandum

Vaultline Software Inc.

B2B SaaS · Construction & Field Services · Toronto, Canada

SELL-SIDE ADVISOR	PROCESS TYPE	DOCUMENT DATE	FISCAL YEAR-END
Leverage Strategic	Controlled Auction	Apr 2026	December 31

CONTENTS

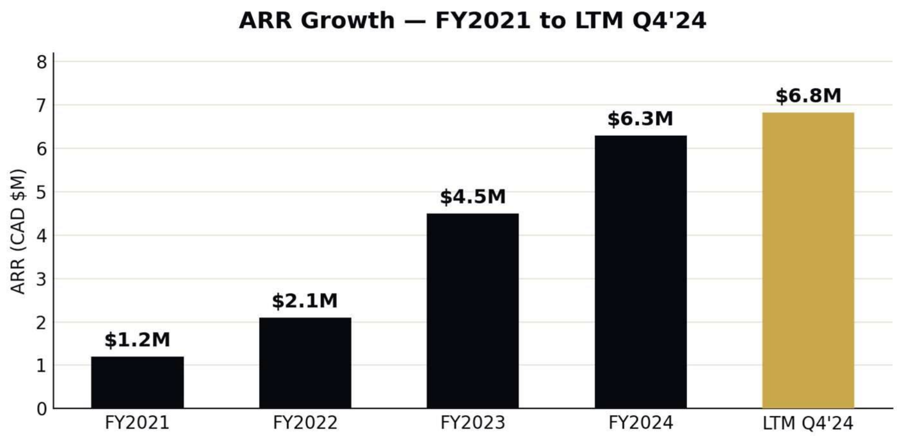
Table of Contents

SECTION 01

Executive Summary & Investment Highlights

Vaultline Software Inc. is a fast-growing B2B SaaS company providing project management, field dispatch, and compliance documentation software to small and mid-sized construction contractors and field service operators across Canada and the United States. Founded in 2018 and headquartered in Toronto, Ontario, Vaultline has grown to serve over 1,240 paying customers, generating LTM Annual Recurring Revenue (ARR) of CAD $6.83 million with a Net Revenue Retention (NRR) rate of 118% and a Gross Margin of 76.3%. The Company is profitable at the gross-profit level and approaching breakeven EBITDA, with a clear path to EBITDA margin expansion as revenue scales.

CAD $6.8M	~40% YoY	76.3%	118%	1,240
LTM ARR	ARR GROWTH	GROSS MARGIN	NRR (LTM)	CUSTOMERS



ARR has grown 5.7x since FY2021 on CAD $3.4M of total equity invested.

Key Investment Highlights

- Mission-Critical Workflow Software — Vaultline's platform is embedded in day-to-day contractor operations: job costing, field crew dispatch, compliance checklists, and invoicing from a single mobile-first interface, reflected in gross revenue retention of 94.6% annually.
- Strong Net Revenue Retention of 118% — driven by seat expansion and module upsell. The average customer grows from 3.2 seats at onboarding to 7.8 seats within 24 months.
- Large, Underpenetrated Market — the North American construction management software market is estimated at USD $4.2B in 2024, growing ~12% annually. Vaultline's primary ICP of 10–75 person contractors represents an addressable universe of approximately 380,000 businesses.
- Capital-Efficient Growth — ARR has grown from CAD $1.2M (FY2021) to CAD $6.83M LTM on CAD $3.4M of total equity invested, a capital efficiency ratio of 2.0x. CAC payback is 14 months. No external debt financing required.

- Experienced Founder-Led Team — founded by a former project manager at a top-5 Canadian general contractor, alongside a CTO with a prior vertical-SaaS exit and a VP Sales who built the outbound program driving 65% of new ARR.
- Clear Strategic Fit — attractive to construction technology strategics seeking SMB distribution, private equity building a vertical SaaS roll-up, or growth equity targeting a proven path to CAD $15–20M ARR.

SECTION 02

Investment Thesis — One Page

A sticky, capital-efficient SMB SaaS platform at the inflection point of profitability — priced to be acquirable by strategics, roll-up sponsors, and growth equity alike.

The Thesis in Five Points

- Retention de-risks growth. 118% NRR and 94.6% GRR mean a buyer underwrites a sticky, expanding base — not a growth rate that could reverse.
- Profitability inflection is real and recent. EBITDA turned positive in FY2024 ($242K) and scales to a projected 35.6% margin by FY2027 as S&M leverage compounds.
- Structural switching costs, not just a good market. Multi-stakeholder daily use (crews, dispatch, safety, accounting) and years of compliance archive data make the platform hard to displace on existing accounts.
- Clean balance sheet. CAD $3.4M of equity invested, all common shares, no preference stack, no debt — a simple structure for any buyer type to underwrite.
- An honest, bounded risk. New-logo competition against Buildertrend on mobile dispatch is a real and disclosed gap — a roadmap item, not a retention risk on the existing base.

$28–42M	46.7	6.6x	2.0x
INDICATED EV	RULE OF 40 (LTM)	LTV / CAC	CAPITAL EFFICIENCY

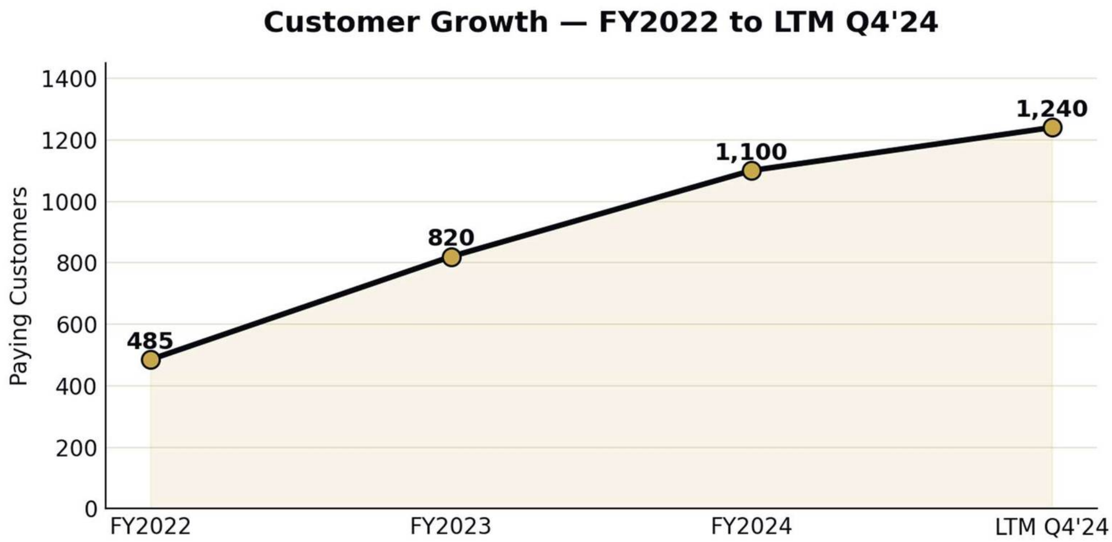
SECTION 03

Company Overview & History

Vaultline Software Inc. was incorporated in Ontario, Canada in 2018, founded to replace the clipboard, spreadsheet, and fragmented point-solution stack that small and mid-sized construction contractors rely on for field operations. Despite being a $2T+ industry, construction remains one of the least digitized sectors in the North American economy, with the bottom 90% of firms still relying on paper-based or semi-manual workflows.

Corporate Timeline

Year	Milestone	ARR
2018	Founded in Toronto. MVP developed. First 3 pilot customers onboarded.	$0
2019	Product launched publicly. First 40 paying customers. Seed round: CAD $800K.	$210K
2020	Pandemic accelerates demand. Remote field management launched. 150 customers.	$780K
2021	First US customers acquired (TX, FL). Safety Compliance module launched.	$1.2M
2022	Series A declined (founder opted for profitability path). Sub Portal launched.	$2.1M
2023	VP Sales hired. Outbound SDR program launched. 820 paying customers.	$4.5M
2024	Analytics Dashboard launched. ARR crosses CAD $6M. NRR hits 118%.	$6.29M
LTM Q4'24	1,240 customers. ~40% ARR growth YoY. Controlled sale process launched.	$6.83M



Paying customers have grown from 485 (FY2022) to 1,240 (LTM Q4'24).

Business Model

Vaultline operates a pure SaaS subscription model with monthly and annual billing. Annual contracts represent 78% of ARR. Pricing is seat-based at CAD $38/seat/month (billed annually), with volume discounts above 20 seats. Add-on modules are priced at an annual flat fee regardless of seat count, creating strong upsell economics as accounts grow.

Revenue Line	% of ARR	Pricing	Gr. Margin	NRR Driver
Core Platform	62%	$38/seat/mo	81%	Seat expansion
Safety Compliance	16%	$1,800/yr flat	88%	Upsell
Subcontractor Portal	12%	$2,200/yr flat	85%	Upsell
Analytics Dashboard	6%	$1,400/yr flat	90%	Upsell
Professional Services	4%	Time & materials	42%	—
Total / Blended	**100%**	—	76.3%	118% NRR

SECTION 04

Product & Technology

Vaultline's platform is a mobile-first, cloud-native SaaS application (React Native front-end, Node.js/PostgreSQL back-end, AWS-hosted), built for field use with full offline capability and automatic sync on reconnection.

Module	Capability
Job Management	Core job creation, scheduling, progress tracking; mobile crew check-in via QR or GPS geofence.
Field Dispatch	AI-assisted crew routing based on location, certifications, and equipment; real-time GPS dashboard.
Safety & Compliance	Digital checklists, toolbox talks, incident reporting; auto-generated compliance PDF packages.
Subcontractor Portal	White-labelled portal for job sharing, safety documentation, digital sub-invoice processing.
Analytics Dashboard	Real-time job costing vs. budget variance, crew productivity, revenue pipeline reporting.
Invoicing & Payments	Integrated progress billing linked to job milestones; native QuickBooks Online and Xero integration.

Technology Stack & Infrastructure

Layer	Technology	Notes
Front-End (Web)	React.js, TypeScript	Component library; Storybook documented
Mobile (iOS/Android)	React Native	Single codebase; App Store & Google Play
Back-End API	Node.js / Express	REST + GraphQL; OpenAPI documented
Database	PostgreSQL (RDS), Redis	Multi-tenant with row-level security
Infrastructure	AWS (ECS, RDS, S3, CloudFront)	Auto-scaling; 99.97% uptime SLA
Auth & Security	Auth0, SOC 2 Type I (2024)	SOC 2 Type II in progress (Q2 2025)
Integrations	QuickBooks, Xero, Procore, Sage 300	Native integrations; Zapier available
AI / ML	OpenAI API (dispatch, summarization)	Embedded since Q3 2024

SECTION 05

Market Opportunity

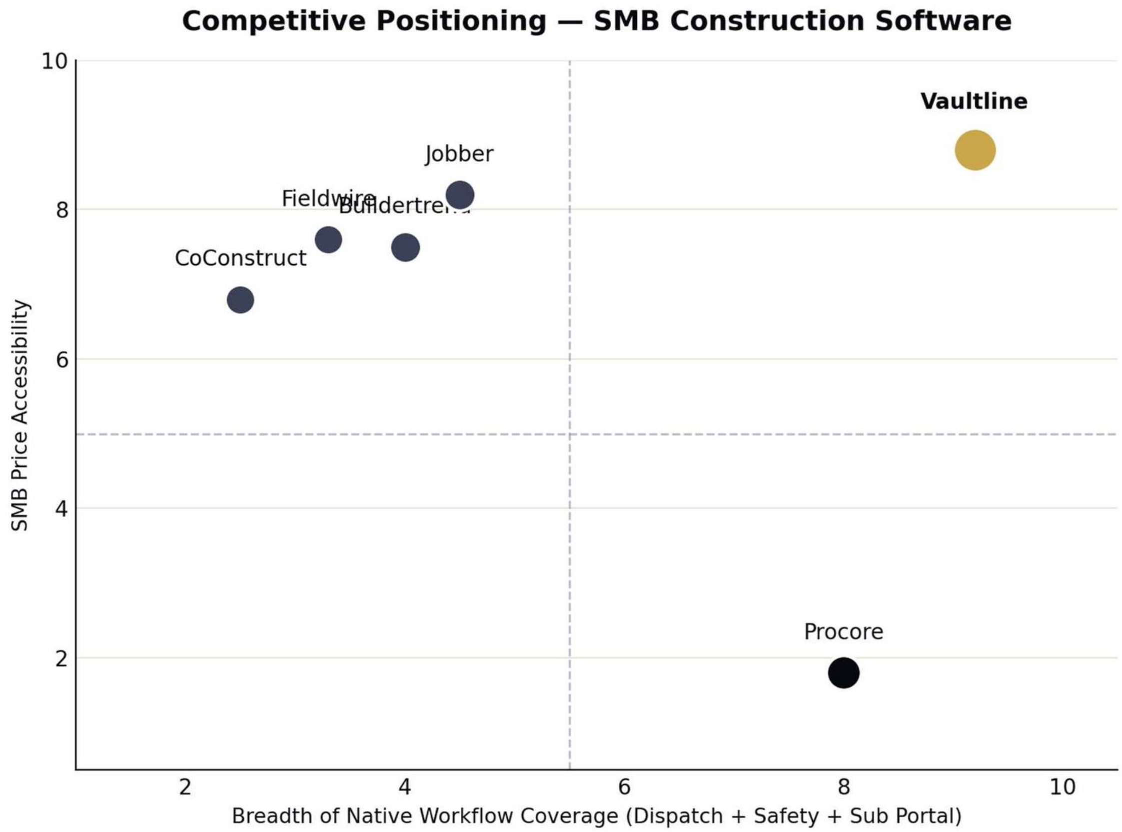
The North American construction technology market represents one of the most attractive vertical SaaS opportunities of the decade. Construction accounts for approximately 13% of global GDP yet ranks among the least digitized industries — construction productivity has grown at only ~1% annually over the past two decades, versus ~2.8% for the overall economy.

Segment	TAM (2024)	CAGR	Vaultline Fit	Est. SAM
NA Construction Mgmt. Software	USD $4.2B	12.1%	Partial	USD $1.1B
SMB Contractor Software (<200 emp)	USD $1.4B	16.8%	Core	USD $680M
Field Service Mgmt. (Adjacent)	USD $6.8B	11.4%	Adjacent	USD $420M
Vaultline SOM (current)	CAD $6.8M	~40% LTM	Captured	~0.4% of SAM

Sources: IDC, Worldwide Construction Management Software Market Forecast, 2024; Gartner, Field Service Management Market Guide, 2024; Vaultline internal analysis. SAM penetration calculated against combined Partial + Core SAM (USD $1.78B); CAD $6.8M ARR ÷ USD $1.78B ≈ 0.4% at current FX.

Competitive Landscape

The construction software market is fragmented, with a small number of enterprise-focused incumbents (Procore, Autodesk Construction Cloud) and a long tail of legacy and point-solution tools. Each competitor is genuinely strong in its own lane — Vaultline's differentiation is breadth across three core SMB workflows rather than superiority in any single one.



Vaultline is the only SMB-priced platform combining dispatch, safety compliance, and subcontractor management natively.

Competitor	Segment	Pricing	Field Dispatch	Safety Compliance	Sub Portal
Vaultline	SMB	$38/seat/mo	AI-assisted	Full module	White-label
Procore	Enterprise	$375K+/yr	Strong (Enterprise)	Partial	Strong
Buildertrend	SMB Residential	$99-499/mo	Basic	—	—
Jobber	Field Service	$49-249/mo	Strong (Field Svc.)	—	—
CoConstruct	Custom Home	$99-399/mo	—	—	—
Fieldwire	SMB Commercial	$54-89/mo	Partial	—	—

> *Read honestly: Procore exceeds Vaultline on raw platform breadth and enterprise-grade depth but is priced for enterprise general contractors, not 10–75 person firms. Jobber matches or exceeds Vaultline's field-dispatch UX for pure field-service operators but lacks safety compliance and subcontractor management.*

SECTION 06

Financial Performance

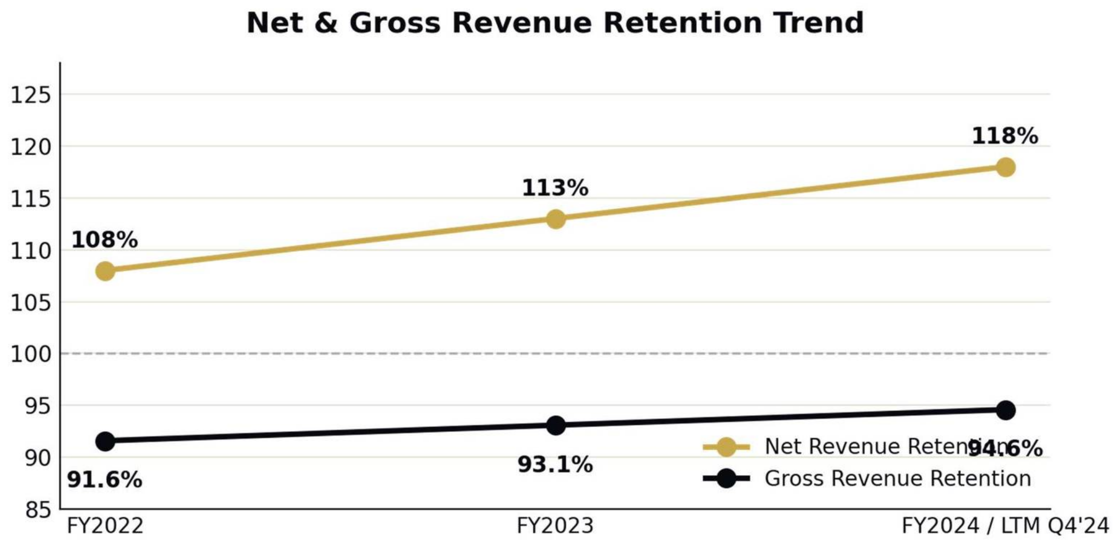
The following summary is based on internally-prepared financial statements for FY2022–FY2024, supplemented by LTM data through December 31, 2024. All figures are in CAD unless noted. A formal Quality of Earnings review will be made available to qualified bidders in Phase 2.

Metric (CAD $'000)	FY2022	FY2023	FY2024	LTM Q4'24	YoY
Annual Recurring Revenue	$2,080	$4,500	$6,290	$6,830	+39.8%
Total Revenue	$2,210	$4,620	$6,480	$7,020	+40.3%
Gross Profit	$1,562	$3,340	$4,942	$5,357	+48.0%
Gross Margin %	70.7%	72.3%	76.3%	76.3%	+400 bps
EBITDA	$(418)	$(80)	$242	$467	n/m
EBITDA Margin %	(18.9%)	(1.7%)	3.7%	6.7%	+840 bps
Rule of 40	n/m	n/m	43.5	46.7	Strong

FY2024 and LTM Q4'24 are two reporting vintages of the same fiscal year-end, not competing figures. LTM Q4'24 reflects the final, fully reconciled actuals as of December 31, 2024 and is this CIM's primary anchor throughout, tying to the companion Board Pack's December 2024 close.

SaaS Unit Economics

Metric	FY2022	FY2023	FY2024	LTM Q4'24	Trend
Paying Customers	485	820	1,100	1,240	↑
Logo Churn Rate	8.4%	6.9%	5.8%	5.4%	Improving
Gross Revenue Retention	91.6%	93.1%	94.2%	94.6%	Improving
Net Revenue Retention	108%	113%	117%	118%	Improving
Avg. Contract Value (ACV)	$4,288	$5,195	$5,336	$5,476	↑
CAC Payback (months)	16.2	15.6	14.8	14.2	Improving
LTV / CAC Ratio	4.8x	5.6x	6.3x	6.6x	Improving



Quality of Earnings Preview — Illustrative EBITDA Bridge

Reported LTM Q4'24 EBITDA of $467K ties to the table above. Ahead of the formal Quality of Earnings review, management has flagged four normalization items a buyer would typically test in diligence — none affects ARR, revenue, or gross margin; all affect reported EBITDA only. These are illustrative and unaudited.

Line Item (CAD $K)	LTM Q4'24	Commentary
Reported LTM EBITDA	$467	Per Financial Performance table above
(+) Founder compensation normalization	$85	Below-market FY2022 salary; addback to market-rate
(+) M&A process readiness costs	$62	Legal & accounting prep; one-time
(+) Recruiting & severance	$38	VP Sales transition overlap, Q1 2023; one-time
(+) System migration / infra setup	$22	AWS reserved-instance migration; one-time
Adjusted EBITDA (illustrative)	**$674**	Adjusted EBITDA Margin: 9.6% vs. 6.7% reported

SECTION 07

Financial Projections

Projections represent management's base case for FY2025–FY2027, prepared with Leverage Strategic's support, assuming continued S&M investment (65% outbound SDR / 35% inbound), no additional equity raises, and no M&A activity.

Metric (CAD $'000)	FY2024A	FY2025E	FY2026E	FY2027E	CAGR
ARR (end of period)	$6,290	$8,710	$11,680	$15,200	34%
Total Revenue	$6,480	$8,820	$11,890	$15,440	32%
Gross Profit	$4,942	$6,880	$9,500	$12,660	36%
Gross Margin %	76.3%	78.0%	79.9%	82.0%	+570 bps
EBITDA	$242	$1,440	$3,210	$5,500	183%
EBITDA Margin %	3.7%	16.3%	27.0%	35.6%	+3,190 bps
Rule of 40	43.5	54.3	61.0	65.6	Top decile

Key Projection Assumptions

— ARR Growth (38% / 34% / 30%) — continued outbound SDR scaling (3 additional SDR hires planned H1 2025), US penetration (target: 25% of new ARR from US by FY2026), and ongoing module upsell.

— Gross Margin Expansion (76% → 82%) — AWS reserved-instance commitments (-180bps COGS), AI-driven support automation (-120bps), and a declining professional-services mix.

— EBITDA Margin Path (3.7% → 35.6%) — primarily S&M leverage as ARR scales on a stable sales headcount base; G&A grows sub-revenue pace; R&D held at ~12% of revenue.

— No Incremental Equity Raise — management believes the business is self-funding from this point forward, with FCF turning meaningfully positive in FY2025.

SECTION 08

Management Team

Chief Executive Officer & Co-Founder

Former project manager at EllisDon, one of Canada's top 5 general contractors. 12 years of construction industry experience. Founded Vaultline to solve firsthand operational pain points. Leads sales strategy, key customer relationships, and investor relations. BA in Construction Management (Ryerson). Committed to remain with the business post-transaction.

Chief Technology Officer & Co-Founder

Prior exit: VP Engineering at FieldEdge (vertical SaaS; acquired by GreenStar in 2019). Built Vaultline's core platform from the ground up. Leads a team of 8 engineers. Architect of the AI dispatch routing engine. M.Sc. Computer Science, University of Waterloo.

Vice President, Sales

Joined Vaultline in Q1 2023. Previously Director of SMB Sales at Jobber (Toronto). Built and manages a team of 4 SDRs and 2 Account Executives. Responsible for the outbound program generating 65% of new ARR. Personally closed 3 of the Company's top 10 accounts.

Vice President, Customer Success

4 years at Vaultline, joining as the first CS hire. Built the onboarding, QBR cadence, and expansion playbook from scratch. Oversees a team of 5 CSMs and is the primary driver of NRR improvement from 108% (FY2022) to 118% (LTM). Background in construction operations (3 years at EllisDon).

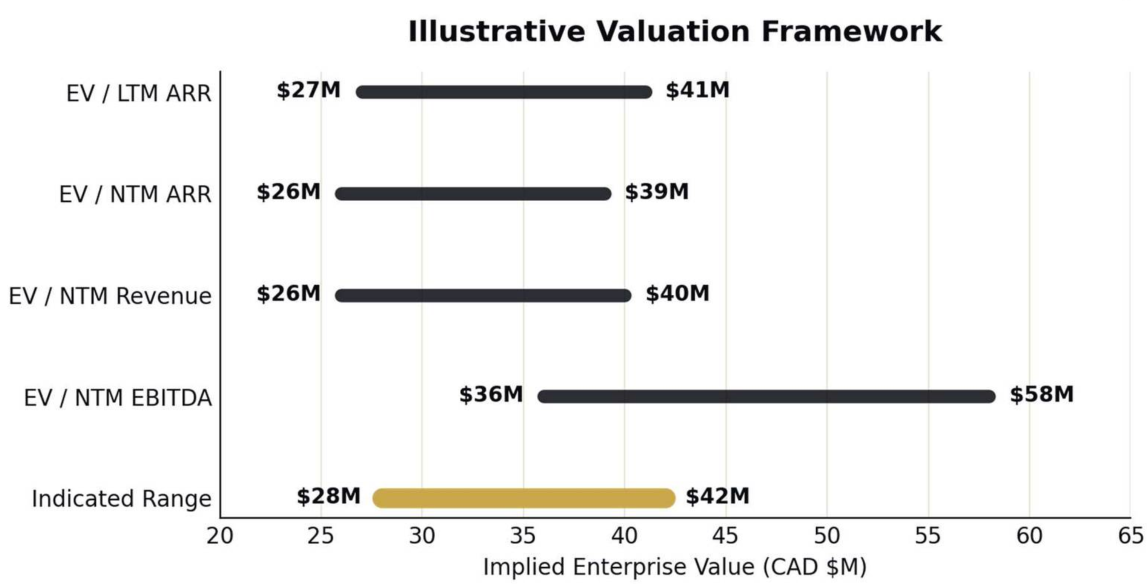
SECTION 09

Transaction Overview & Valuation

The shareholders of Vaultline Software Inc. have engaged Leverage Strategic as exclusive sell-side financial advisor to conduct a controlled sale process, targeting a Q3 2025 close. Shareholders are seeking a full sale of the business, with flexibility on transaction structure for the right buyer.

Indicative Valuation Framework

Approach	Multiple	Metric	Implied EV (CAD)	Notes
EV / LTM ARR	4.0x-6.0x	$6.8M	$27M-$41M	SMB SaaS; NRR 118%
EV / NTM ARR	3.0x-4.5x	$8.7M est.	$26M-$39M	12-mo forward ARR
EV / NTM Revenue	3.0x-4.5x	$8.8M est.	$26M-$40M	Consistent with ARR
EV / NTM EBITDA	25x-40x	$1.44M est.	$36M-$58M	High-growth; EBITDA early-stage
Indicated Range	–	–	CAD $28M-$42M	Blended view; subject to QoE & diligence



Process Timeline

Phase	Activity	Timing	Key Deliverables
Phase 1	CIM distribution; management calls; NDA execution	Q1 2025	CIM, Teaser, NDA template

Phase	Activity	Timing	Key Deliverables
Phase 2	Data room access; IOI submission deadline	Q2 2025	IOI / Indication of Interest
Phase 3	Management presentations; site visits	Q2 2025	LOI / Term Sheet
Phase 4	Confirmatory diligence; SPA negotiation	Q2-Q3 2025	Executed SPA
Close	Regulatory clearance; funds flow; close	Q3 2025	Transaction close

SECTION 10

Why This Asset Is Acquirable

Buyer Type	Strategic Rationale	Primary Value Driver	Indicative Multiple
Construction Tech Strategic	SMB distribution gap-fill; cross-sell compliance & dispatch	1,240 SMB logos as distribution channel	5.0x-6.0x ARR
Vertical SaaS Roll-Up Sponsor	Platform/anchor asset for a buy-and-build strategy	NRR & ACV profile supports an add-on thesis	4.0x-5.0x ARR
Growth Equity	Minority or majority capital, team retained post-close	Proven unit economics; 4-6 year hold	4.0x-4.5x ARR
Field Service Adjacency Strategic	Add construction-specific depth to an existing suite	Differentiated module stack	4.5x-5.5x ARR

Illustrative acquirer names are cited for market-mapping purposes only. Strategic names referenced elsewhere in this CIM are real market participants; none has been approached and none is a confirmed bidder. Financial-sponsor profiles are fictional, consistent with this CIM's fictional case-study status.

Why Now

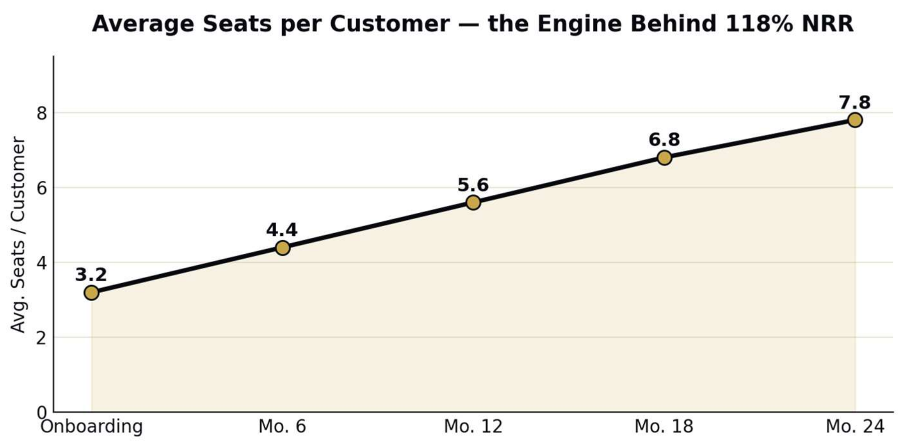
- Profitability inflection — EBITDA turned positive in FY2024 and is projected to reach 35.6% margin by FY2027.
- Retention de-risks the growth story — 118% NRR and 94.6% GRR mean a buyer is underwriting a sticky base, not just a growth rate.
- Clean cap table — CAD $3.4M of total equity invested, no preference stack, no debt, and a founder-led team committed to remain through and beyond a transaction.
- Defined white space — Vaultline is the only SMB-priced platform combining dispatch, safety compliance, and subcontractor management natively.

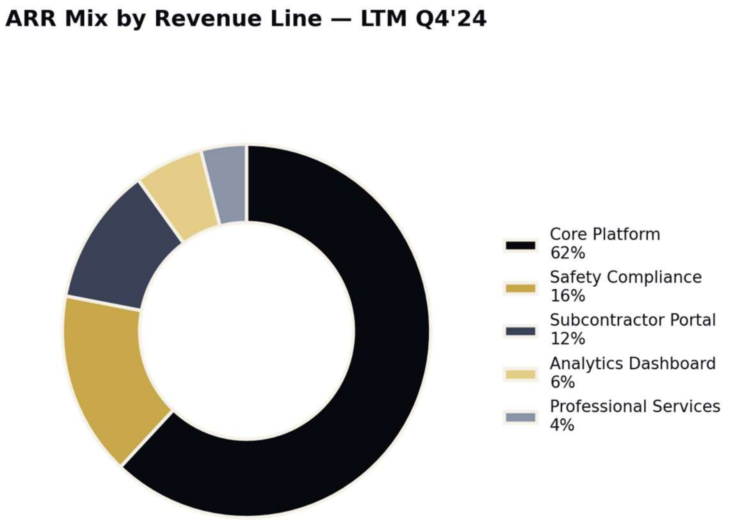
SECTION 11

Why Customers Stay: Competitive Moat

Vaultline's 118% NRR and 94.6% gross retention are the output of structural switching costs that compound the longer a customer stays on the platform, not simply a favourable market.

- Embedded, Multi-Stakeholder Workflows — field crews, dispatchers, safety officers, and accounting all touch Vaultline daily, driving the 94.6% gross retention.
- Historical Project & Compliance Archives — years of job-costing and compliance documentation accumulate inside the platform, data required for audits, insurance claims, and bonding renewals.
- Deep Accounting & GC Integrations — native, two-way integrations with QuickBooks Online, Xero, and Procore mean billing and reporting are built around Vaultline.
- Compounding Seat & Module Economics — the seat-based core plus three flat-fee add-on modules is the structural engine behind 118% NRR.
- Field-Level Adoption — the mobile app is used daily by crews in the field, extending switching costs beyond the buyer to the entire field workforce.





Where the Moat Is Thinner — an Honest Read

Two competitive losses in January 2025 cited a mobile dispatch feature gap versus Buildertrend, not price — a reminder that the moat is durable on existing accounts but not unconditional in new-logo competition. Continued product investment in field dispatch is the relevant mitigant; see the Board Decisions log in the companion Fractional CFO Board Pack.