



Seven Oaks Capital Corp.

A GOVERNANCE FOCUSED CAPITAL POOL COMPANY

TSXV : SEVN.P

October 2023



Disclaimer

The foregoing disclosure of the Seven Oaks Capital Corp. investment strategy and intentions may constitute “forward-looking information” for the purpose of applicable securities legislation, as it contains statements of the Capital Pool Company Program through the TSXV intended course of conduct and future operations of the company. These statements are based on assumptions made by the company of the success of its business strategies in certain market conditions, relying on the experience of the company’s officers and employees. Investors are cautioned the assumptions made by the company and the success of its business strategies are subject to several mitigating factors. Economic and market conditions may change, which may materially impact the success of the company intended strategies as well as its actual course of conduct. Investors are urged to read “Risk Factors” below for a discussion of other factors affecting the operations and success of the company. This Investor Presentation is only for distribution in those jurisdictions where the Units may be lawfully offered for sale, only by persons permitted to sell the Units, and only to those persons to whom they may be lawfully offered for sale. The Ontario Securities Commission and the TSX Venture Exchange of the TMX Group have not reviewed the Offering. A prospectus will be filed with both the Ontario Securities Commission and the TSX Venture Exchange. Persons investing should be aware of the tax consequences of investing in, holding and/or redeeming Units. Investors are urged to consult with their tax advisers to determine the potential tax consequences of an investment in this company. These securities are speculative. A subscription for Units should be considered only by persons financially able to maintain their investment and who can bear the risk of loss associated with an investment in this venture. The Units are also subject to resale restrictions under the applicable securities legislation of the Capital Pool Company Program and may be held in escrow. Persons who receive this Offer must inform themselves of, and observe, all applicable restrictions with respect to the acquisition or disposition of Units under applicable securities legislation. There are certain additional risk factors associated with investing in the Units. Investors should consult their own professional advisers to assess the income tax, legal and other aspects of the investment. There are no assurances the company will achieve its business objectives.

Securities legislation in certain of the provinces of Canada provides purchasers with rights of rescission or damages, or both, where an offering memorandum or any amendment to it contains a misrepresentation. A “misrepresentation” is an untrue statement of a material fact or an omission to state a material fact required to be stated or necessary to make any statement not misleading or false in the light of the circumstances in which it was made. These remedies must be commenced by the purchaser within the time limits prescribed and are subject to the defences contained in the applicable securities legislation. Each purchaser should refer to the provisions of the applicable securities laws for the particulars of these rights or consult with a legal advisor. The following rights are in addition to and without derogation from any other right or remedy which purchasers may have at law and are intended to correspond to the provisions of the relevant securities laws and are subject to the defences contained therein.

SUBSCRIBERS ARE STRONGLY URGED TO CONSULT WITH AN INDEPENDENT LEGAL ADVISER PRIOR TO SUBSCRIBING FOR UNITS.

The Story

Seven Oaks Capital Corp. (SEVN.P) is a Capital Pool Company (CPC) listed on the TSX Venture Exchange (TSXV).

Publicly traded companies struggle with governance, compliance and reporting. Companies going public need well structured shells to facilitate regulatory approvals and speed to market.

A governance focused CPC provides a clean pathway with structures for effective decision making, organizational alignment, and regulatory compliance. This is our strength.

The SEVN team has significant public company experience and expertise in capital markets, governance and regulated industries with strong environmental, social, and governance (ESG) representation.

Deal Flow

4

Founders' Round (completed)

8,100,000 shares @ \$0.05 per share

\$405,000 gross proceeds

IPO

(completed)

3,500,000 shares @ \$0.10 per share

\$350,000 gross proceeds



Private Placement

(completed)

1,576,560 shares @ \$0.10 per share

\$157,656 gross proceeds



Qualifying Transaction (QT) + Concurrent Financing (current)

SEVN is sourcing and vetting potential QT targets

Intensive due diligence to be conducted

A private placement to be conducted by the resulting issuer concurrent to the reverse takeover or acquisition

SEVN shares convert after QT target acquisition is complete

Target Company Criteria

Sector & Stage	<p>Growth stage with a clear history of revenue growth with ability to scale;</p> <p>Companies with significant intellectual property (including biotech, medtech, IT, agritech); or</p> <p>Mining of battery metals or resource company in or near production (including lithium, cobalt, graphite)</p>
Geography	Canadian or international based company
Management	Strong operational team with appropriate balance of expertise and experiences
Cap Table	Closely held company with simple cap table
Valuation	\$10 million to \$20 million
Concurrent Financing	\$3 million to \$6 million private placement
Use of Proceeds	Clearly defined plans for achievable expansion
Corporate Records	Corporate records in good standing capable of satisfying TSXV listing requirements
Audit & Accounting	Audit ready financials demonstrating strong balance sheet and profit and loss statement
Fees & Commissions	Cash, shares or warrants may be paid for facilitating the completion of the QT or concurrent financing

Grant McLeod, Director & CEO

Grant has a 19-year track record of successfully developing and implementing governance structures to establish, transition, and improve organizations. He has been General Counsel and corporate secretary for several publicly traded and private companies and has led a complex family office restructuring, led corporate financings for an IIROC investment dealer where he was the Ultimate Designated Person and the acting Chief Compliance Officer. He has completed the Canadian Securities Course, and Partners, Directors Senior Officers course and has provided capital markets advice and legal services on a variety private company mandates.

Grant has provided strategic governance advice to high-ranking officials, including the Prime Minister of Canada, Cabinet, parliamentary committees, members of the US Congress, ambassadors, and other high-ranking diplomats. He has participated as a governance expert on projects in Afghanistan, Vietnam, Cambodia, Ukraine, Kenya, Europe, and the United Arab Emirates.

Grant has been a member of the Law Society of Ontario since 2005. He received his Juris Doctor from the University of Toronto in 2004 and a Bachelor of Arts from the University of Calgary in 2000. He received executive training in organizational planning, complex project management, managing funds, procurement, negotiation, and conflict management. He is a regular mentor and has won several awards and commendations for his achievements. He is a proud member of the Manitoba Metis Federation.



David Redekop, CFO

David has an extensive entrepreneurial background of over twenty years with start-ups; corporate and public company leadership and management; transaction structuring; debt and equity financing; business, technology and product development; and with specific experience in the manufacturing, mineral exploration, transportation, and technologies business.

David was previously Chief Financial Officer and Chief Corporate Development Officer for Decisive Dividend Corporation; Chief Financial Officer for Ciron Networks Inc., a wireless solutions and security business enterprises and publicly listed on the OTCBB exchange; Chief Financial Officer and Director for Hawkair Aviation Services Ltd, an airline operating business; Controller for Workfire Technologies, an internet start-up venture he co-founded and sold for approximately \$150 million to Packeteer, Inc., a NASDAQ-listed company.

David has a Bachelor of Commerce Degree from the University of Calgary and is a Chartered Professional Accountant.



Dexter John, Director (I), Audit

Dexter is the Chief Executive Officer of Morrow Sodali, Canada. Prior to Morrow Sodali's Acquisition of Gryphon Advisors, Inc., Dexter was President and CEO of Gryphon where he was responsible for the North American business and led a team of experienced governance and financial professionals.

With over 25 years of experience in capital markets, Dexter has a strong knowledge of corporate law and a thorough understanding of financial markets. From his work at a major Canadian law firm as a Securities Associate to his tenure at the Investment Dealers Association, Ontario Securities Commission and the Toronto Stock Exchange, Dexter has a strong public equities market background as well as significant regulatory experience.

Prior to joining Gryphon, Dexter held the Executive Vice President position at a D.F. King Canada. Having worked on a number of Canada's largest M&A transactions as well as proxy fights, Dexter has a strong background in corporate governance.

Dexter holds the ICD.D designation and is currently a director of Organigram Inc. and Prosper Gold Corp. and recently was a Chairman of the board and board member of Partners Real Estate Investment Trust. Dexter received his law degree from Queen's University and holds a Mathematics for Commerce degree from York University.



Monique Hutchins, Director (I), Audit

Monique is the Managing Director of DSA Corporate Services Inc., a company that provides corporate secretarial services to private and publicly listed companies. Monique was previously director of business development and marketing and assistant corporate secretary at Independent Review Inc., a company that reviews conflicts of interest in accordance with NI 81-107 Independent Review Committee for Investment Funds. Prior to this, she held governance leadership roles at Institutional Shareholder Services and Kingsdale Shareholder Services. Monique is a director and member of the Compensation and Governance Committee of the board of directors of ApartmentLove Inc. (CSE: APLV) (OTCBQ: APMLF), Monique acts as Corporate Secretary of the following issuers: Evergold Corp. (TSXV: EVER), Largo Physical Vanadium (TSXV: LPV), Orford Mining Corporation (TSXV: ORM), Rock Tech Lithium Inc. (TSXV: RCK), Silver Mountain Resources Inc (TSXV: AGMR) (OTCBQ: AGMRF), Solar Alliance Energy Inc. (TSXV: SOLR) (OTCBQ: SAENF), Tintina Mines Limited (TSXV: TTS), Class 1 Nickel and Technologies Limited (CSE: NICO) (OTCQB: NICLF), (CSE: Labrador Uranium Inc. (CSE: LUR) (OTCQB: LURAF), Leef Brands Inc. (CSE: LEEF), and MyndTech Inc. (CSE: MYTC). Previously, Monique held roles as chairperson and secretary of the board of directors for a non-for-profit organization.

Monique received her bachelor's degree in Commerce from Concordia University and a business management certificate from McGill University and is a member of the Chartered Governance Institute of Canada and Governance Professionals of Canada.



Myles Fontaine, President & Secretary

10

Myles is the co-founder of Seven Oaks Venture Corp., a corporate governance firm providing strategic advice, governance principles and structures to growth stage companies looking to access capital markets. In this role he has led the development of corporate secretariats and registries, oversight and accountability structures, and records management systems.

Myles is a passionate business development professional with over two decades of experience. He is consistently sourcing and building relationships with high growth companies utilizing an extensive network of incubators, accelerators, angel funds, and private family offices to nurture opportunities.

As a co-founder of Seven Oaks Cannabis, Myles developed distribution channels with four Canadian provinces resulting in millions of dollars in sales and successfully making the brand first to market upon legalization. Throughout Myles' detailed coordination and execution of the full sales cycle Seven Oaks became a preferred vendor for provincial wholesalers and major cannabis retailers.

He has been the Vice President of Sales for a publicly traded company where he developed a national sales strategy, negotiated buy-side and sale-side agreements, monitored sell-through rates, and managed key buyer relationships.

Myles has successfully developed and implemented communications strategies and drafted numerous news releases strategically focused to resonate with potential partners and investors. He has led negotiations for strategic acquisitions.



IPO Team



Canaccord Genuity global, full-service investment bank focused on growth companies with operations worldwide.



AIRD BERLIS

Aird & Berlis LLP has a wealth of knowledge and experience with the TSX Venture Exchange (TSXV) Capital Pool Company (CPC) program and the TSXV Reverse Takeover (RTO) process — from the IPO to the Qualifying Transaction.



TSX Trust the largest Canadian-owned Transfer Agent and provider of Corporate Trust services.



Segal is one of the largest independent accounting firms in the Greater Toronto Area.

	COMMON SHARES	TOTAL ISSUED & OUTSTANDING	% ISSUED AND OUTSTANDING	FULLY DILUTED	PRICE PER SHARE	PROCEEDS
Founders	8,100,000	8,100,000	61.47%	56.74%	\$0.05	\$405,000
IPO	3,500,000	11,600,000	26.56%	24.51%	\$0.10	\$350,000
Private Placement	1,576,560	13,176,560	11.96%	11.04%	\$0.10	\$157,656
Management Options	750,000	-	-	5.25%	\$0.10	-
Broker Warrants	350,000	-	-	2.45%	\$0.10	-

SEVN.P Cap Table

Contact

13



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INVESTORS ARE CAUTIONED TRADING IN THE SECURITIES OF A CAPITAL POOL COMPANY SHOULD BE CONSIDERED HIGHLY SPECULATIVE. NEITHER THE VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS INFORMATION.

The Corporation was only recently incorporated and does not currently own any assets other than cash. The business objective of the Corporation is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction requiring Exchange approval and in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval of the Corporation's shareholders. The Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions. Accordingly, there can be no assurance the Corporation will successfully complete any Qualifying Transaction. The Corporation may find even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition. Where the investment or acquisition is financed by the issuance of Common Shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer significant dilution to their investment.

Investors must rely solely on the expertise of the Corporation's management for any possible return on their investment. The directors and officers of the Corporation will only devote a portion of their time to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the opportunities available to, and the activities of, the Corporation.

Neither the Exchange nor any securities regulatory authority passes upon the merits of a proposed Qualifying Transaction.

There can be no assurance an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares.

Since the Corporation has not placed any geographical restrictions on the location of a Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such Persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

The Corporation will be in competition with other corporations with greater resources. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future.