

An Innovative, Strategic Capital Entity

Purpose-Built to be Publicly Traded as an Investment Issuer on the Canadian Securities Exchange

November
2025



The Market Dilemma

Private and public markets face structural challenges:

Private Markets

- Investors wait 9-12 years for liquidity
- Startup financing is at its lowest since 2017 and is on track to be 21% lower in 2025 than 2024
- Lower valuation multiples deliver diminished returns
- Higher overall costs of capital are driving investors toward lower-risk alternatives

Public Markets

- 85% of new listings are index funds/ETFs, not operating companies
- CSE & TSX lost over 40 listings in 2024
- Companies with <\$10M revenue find listing costs prohibitive

Key Insight: Both investor pools seek early liquidity and high-quality opportunities. Pooling deals into a publicly traded entity mitigates risk, enables stock-based dividends for returns, and allows flexible entry/exit.

The Northover Solution

Northover Capital Inc. ("NCI") is a purpose-built strategic capital entity designed to bridge this gap by targeting high-growth private opportunities while providing public market liquidity via a CSE listing.



Target Pool

Initially target approximately 15 investments (both active and passive)



Public Trading

Northover Capital to list on the CSE post-initial raise



Growth Focus

Targeting investments in early-stage, private high-growth companies

Sectors of Focus: Energy, agriculture, industrials, technology (including AI), materials, real estate and defense; excludes controlled substances, cryptocurrency, mining and forestry.

Deal Flow: Sourced from global angel networks (e.g., Canadian angels, Level 39 UK, European Business Angels, US Angel Capital Association), one source alone reviews ~300 deals/month.

Screening Process: Rigorous four-stage evaluation: eligibility (compliance/geography), macro (sector outlook/SPRITE analysis), company (financials/leadership), and investment (terms/governance).

Contact: For more information, visit northovercap.com or reach out to ir@northovercap.com

An Innovative, Strategic Capital Entity

Purpose-Built to be Publicly Traded as an Investment Issuer on the Canadian Securities Exchange

November
2025

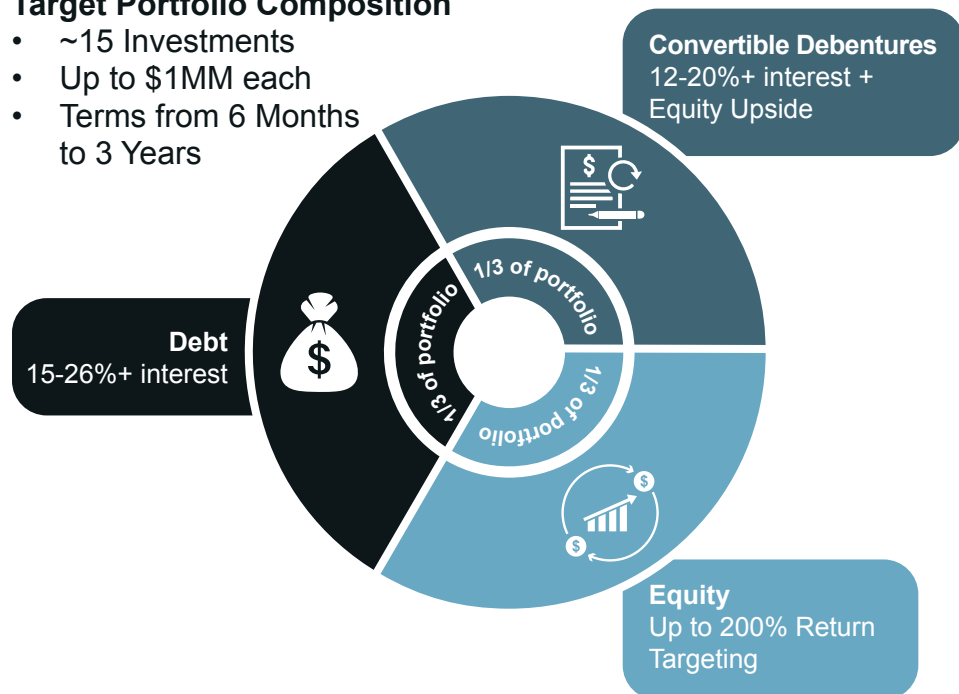


Mandate & Investment Strategy

Objective: Targeting the distribution of 20% of net income in the form of dividends to shareholders.

Target Portfolio Composition

- ~15 Investments
- Up to \$1MM each
- Terms from 6 Months to 3 Years



Active Involvement:

Strategic advisory/board roles in 2-4 investments (per CSE requirements) to accelerate growth.

Risk Management: Balance equity for capital appreciation with debt for income stability. Co-invest with angels, institutions, and partners.

Liquidity: Via exits, dividends, and share buybacks.

Other Investments: NCI will consider other attractive investment opportunities to deploy its capital, including but not limited to royalties and special situations.

The Offering: Friends, Family & Business Associates

Pre-Listing Private Placement

► Gross Target:	\$1,500,000
► Price (per common share):	\$0.10
► Shares Authorized:	15,000,000
► Minimum Investment:	\$25,000 (250,000 shares)

► **Use of Proceeds:**
2-3 Investments; General working capital to initiate investments and prepare for CSE listing.

Go-Public Strategy: Post-raise, NCI plans a CSE listing and an additional \$15 million capital raise to scale portfolio, build team, and ensure regulatory compliance.

Pro Forma Structure: Led by experienced founders with deep networks in venture and public markets (details in full PPM).

Contact: For more information, visit northovercap.com or reach out to ir@northovercap.com