



Disrupting Conventional X-Ray Security Screening & Detection

TSXV: VOTI
Investor Presentation

~~September 26, 2019~~
~~as revised on~~ October 4, 2019

Disclaimer and Caution Regarding Forward Looking Statements

A preliminary final prospectus containing important information relating to these the securities described in this document has been filed with the securities ~~commissions or similar~~ regulatory authorities in each of the provinces of Canada. A copy of the preliminary final prospectus, and any amendment, is required to be delivered with this document. ~~There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final prospectus has been issued.~~

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final prospectus, and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

This presentation may include forward-looking statements regarding VOTI, its business, operations or results. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "is expected", "expects", "scheduled", "intends", "contemplates", "anticipates", "believes", "proposes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements, by their very nature, are subject to inherent risks and uncertainties and are based on assumptions, both general and specific, which give rise to the possibility that actual results or events could differ materially from expectations expressed in, or implied by, such forward-looking statements.

These statements also involve known and unknown risks, uncertainties and other factors, including factors that are beyond VOTI's control, that may cause actual results or events to differ materially from those expressed in such forward-looking statements. Forward looking statements reflect VOTI's then current views with respect to future events based on certain material facts and assumptions. Although VOTI believes that the assumptions on which such forward-looking information is based are reasonable at the time they are made, there can be no assurance that such facts or assumptions will prove to be correct and undue reliance should, therefore, not be placed on any forward looking information. Forward-looking events and circumstances may not occur at all or by specified or anticipated dates. Events and/or results could differ materially as a result of known and unknown risks and uncertainties affecting VOTI, including, without limitation, risks regarding the food industry, economic factors, the equity markets generally, changes in regulatory environment or law, failure to obtain required approvals and risks associated with growth and competition in addition to other risks identified in publicly filed documents under VOTI's profile at www.sedar.com as well as other unknown risks.

Forward-looking statements speak only as of the date on which they are made and VOTI undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise. VOTI reports its financial results in accordance with International Financial Reporting Standards (IFRS). VOTI also uses non-IFRS measures in this presentation that do not have any standardized meaning prescribed by IFRS, including gross profit, gross margin, EBITDA and Adjusted EBITDA. These non-IFRS measures may not be comparable to similar measures presented by other companies. For further details of these non IFRS measures, including a reconciliation to the most directly comparable IFRS financial measures, refer to VOTI's Management's Discussion and Analysis.

Investment Highlights

3D Perspective™ Technology Differentiates & Disrupts

- 3D Perspective™ technology and proprietary algorithms create best in class image clarity
- Elimination of blind spots for enhanced threat detection
- Increased operator efficiency

Favourable Trends in a Growing Global Market

- Conventional x-ray screening market forecasted to grow at 4.9% CAGR to reach US\$2.67 billion over the next five years
- X-ray screening systems remain the preferred choice and solution when it comes to non-intrusive inspection and optimal throughput
- Increased global focus on safety and security resulting in growth in key conventional x-ray market verticals

Diversified & International Customer Base

- Visionary products, cost-effective solutions, user-friendly experience and focus on service resulting in major customer wins versus large multinational competitors
- Recent customer acquisitions include Amazon (North American fulfillment centers), Turkish Government, Indonesian Public Sector, Canadian Government, U.S. Air Force, UPS, Madison Square Garden, Carnival Cruise Lines, Ports America, US Bank Stadium, Washington Nationals, West Virginia Division of Corrections and the Ministère de la Sécurité publique of Québec

Growth Strategy

- Growth in market share as key verticals and geographies are added
- Growth from replacement market and new applications development
- Additional certifications opening up new market opportunities
- Expansion through delivery of software enhanced detection, algorithms and analytics
- Shift in revenue mix towards greater percentage of higher margin aftermarket services
- Strategic acquisition strategy focused on offering fuller checkpoint solution

Experienced Team

- Strong entrepreneurial management team with proven backgrounds in security and technology
- Experienced Board of Directors

Company Overview



› Company pioneered the first security solutions systems to use breakthrough 3D Perspective™ technology and advanced proprietary detection algorithms

› Specialized in the development of the latest generation of conventional X-ray screening platforms and software for both threat detection and loss prevention

› Headquartered in Montreal with additional offices located in Dubai, United Arab Emirates and Johor Bahru, Malaysia. U.S. office expansion expected soon

› Specialized sales force and agents network target a variety of industries from critical infrastructure, transportation, government, public safety and retail and manufacturing

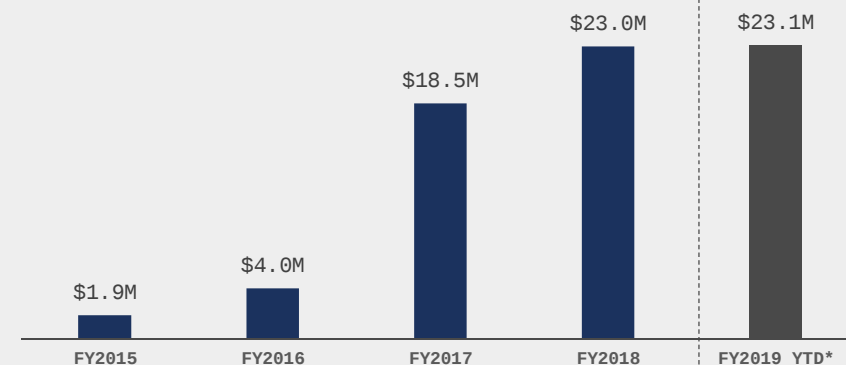
› On track to continue growth trajectory with delivery of software enhanced detection, algorithms, analytics (artificial intelligence)

› On track to achieve guidance of 25% growth in revenue in fiscal 2019

› Listed on the Toronto Venture Exchange (TSXV: VOTI) since November 2018

Financial Performance - Revenue

FYE Oct-31st



*As at Q3 2019

VOTI's Competitive Edge

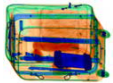


Image Quality

- 3D Perspective™ Technology along with proprietary software renders high resolution images that eliminate blind spots and enhance operator's ability to better identify potential threats.



Remote Diagnostic & Update Capabilities

- Ability to determine root cause of issue (hardware or software) without having to send a technician
- Allows for less downtime, reducing the overall cost of ownership
- Effectively extends the relevancy of the product and prevents the scanner from becoming obsolete over its usable lifetime (7-10 years)



Remote Repair & Maintenance

- Repairs and updates can be pushed remotely, contributing to a lower cost of servicing



Analytics Capability

- Capture raw vs. compressed data, allowing users to manipulate archived images as if they were being scanned in real-time
- Opportunity to leverage big data analytics and artificial intelligence (AI)



Ease of Use

- Benefits of patent protected BioSans™ proprietary operating system built to run on either Windows or Linux platforms
- Touch screen control keeps the operators eyes up and on the screen at all times
- Easy to use, intuitive interface speeds up operator training and adoption
- Throughput efficiency optimized



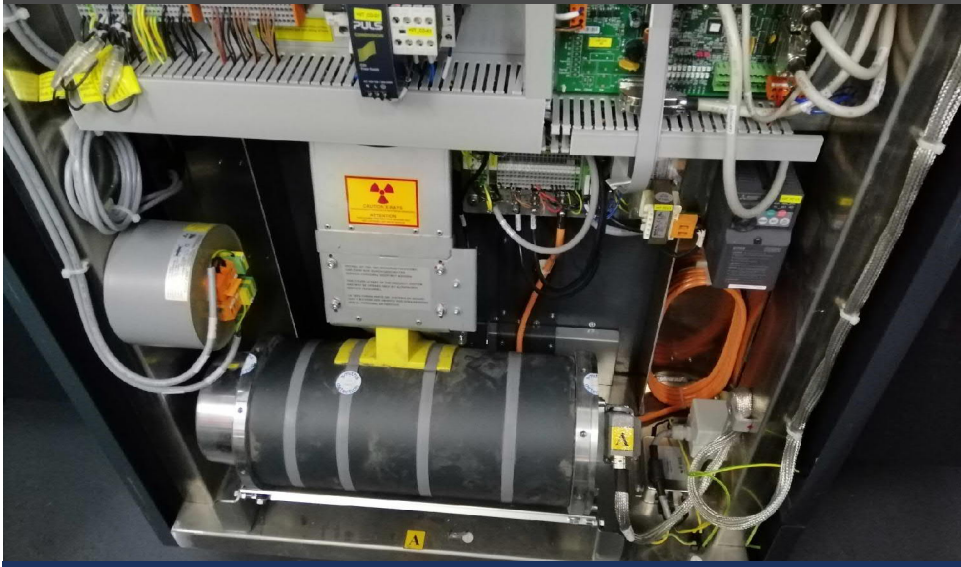
Attractive Pricing Strategy

- Mid market with higher value offering of sophisticated technology and capabilities at attractive price point

Inside Machine Comparison

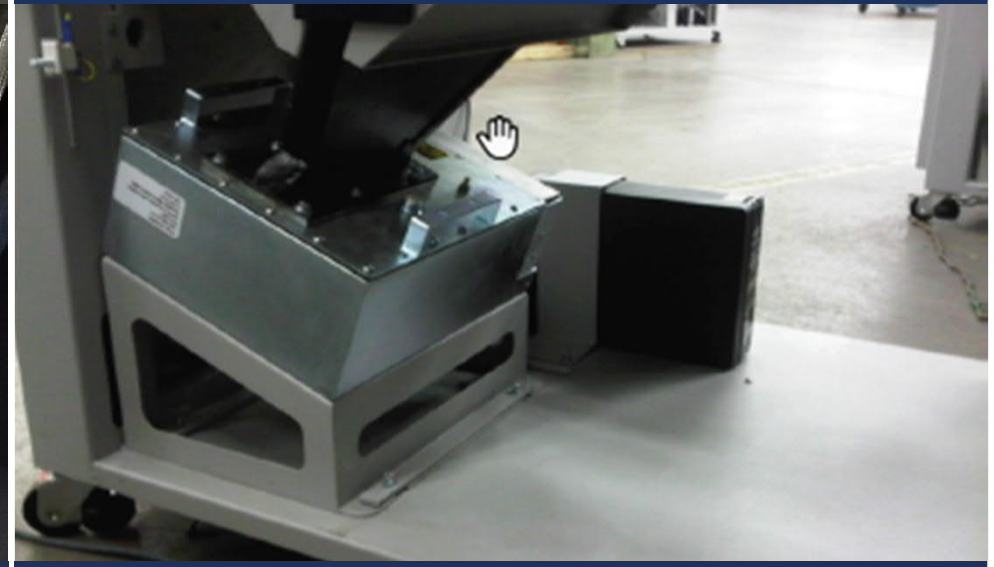
Competition

Hardware First Design



VOTI

Software First Design



With 7 main components, VOTI machines have far fewer points of failure, leading to better performance and lower total cost of ownership

Business Strategy Overview

Hardware Revenue Expansion



Increase the size
of current internal sales force



New Strategic
Distributor Additions



Penetrate New Geographic
Markets & New Verticals



Service & Software Revenue Expansion



**Service & Support for Expanded
Install Base**

- Extended warranty sale



Continuous Applications Development

- Command Center Support – Network Operations Center (NOC)
- Precious Metal, Explosive, Narcotics, Cannabis and Powder Detection
- Customized modules for key customers



Software and Analytics

- Predictive Analytics
- Incorporation of Machine Learning for security detection

Differentiated Competitive Solutions



Platforms

VOTI Detection Platforms enable **advanced** x-ray security scanning and detection utilizing breakthrough **3D Perspective™** technology for best-in-class **high resolution images**.



Service Delivery

VOTI Detection Service Delivery helping make **informed** decisions, **optimize** operations, **reduce** costs and create **new revenue streams**. Remote monitoring, predictive maintenance, connected field service, **checkpoint solutions**.



Applications

VOTI Detection Applications **Network and connected** Enabling risk-free deployment path (**BioSans™ OS**, quick-to-start solutions), web and mobile, cloud-ready pricing (paid, pay as you go, subscription).



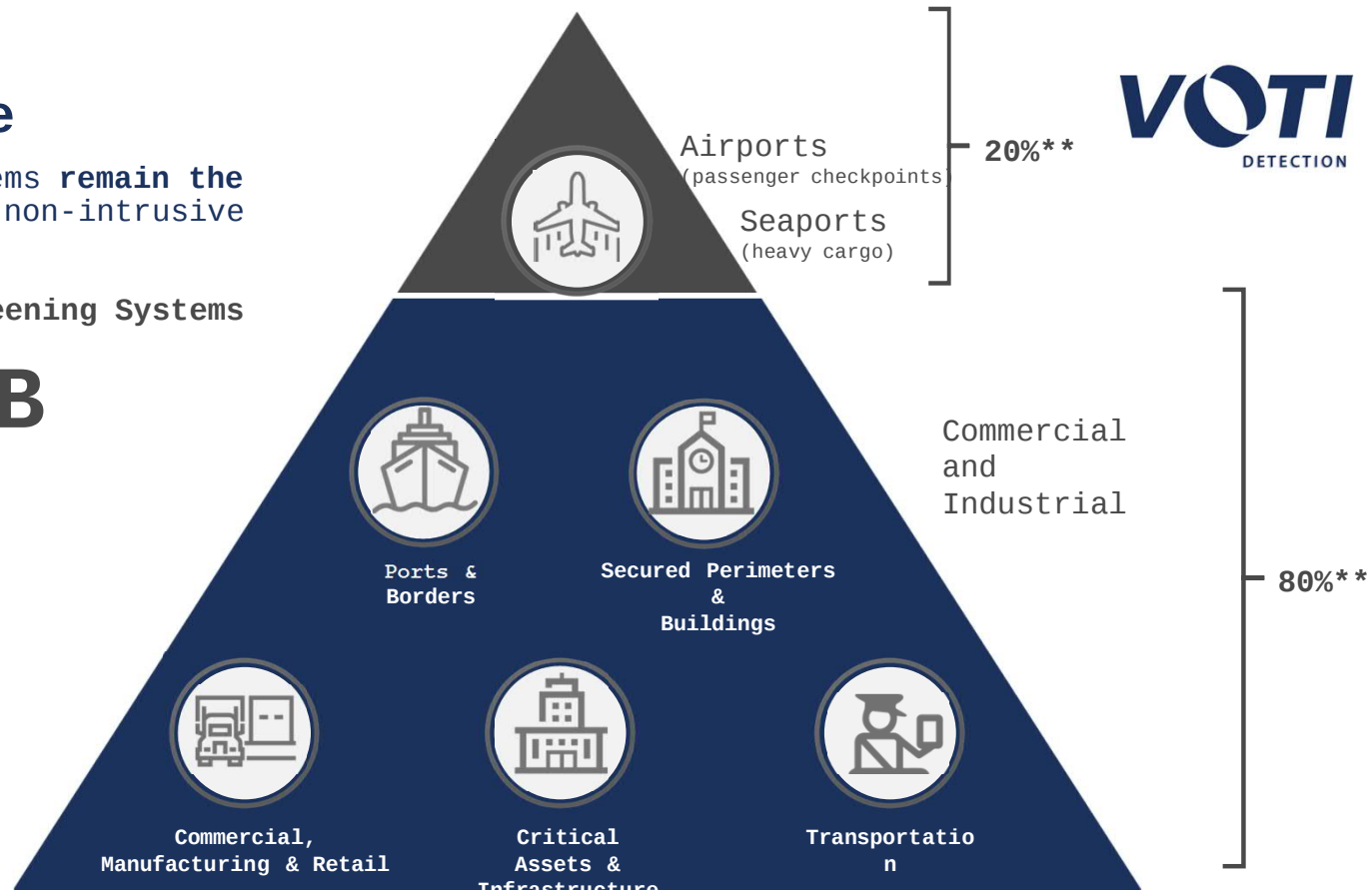
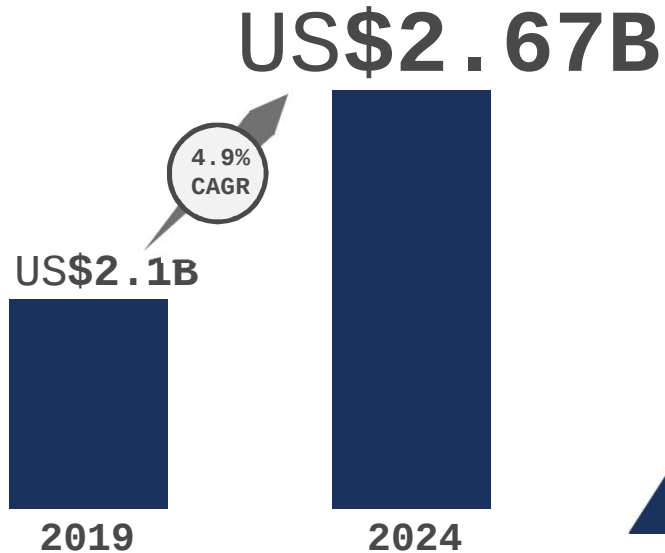
Analytics

VOTI Detection Analytics detects anomalies, transforms incoming data, triggers an alert when specific error or condition appears in the stream, **predictive**, displays this real-time data and **KPIs in a dashboard**.

Hardware and Service

Conventional x-ray screening systems **remain the preferred choice and solution** for non-intrusive inspection and optimal throughput

Total Global Conventional X-Ray Screening Systems Market *



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VOTI is bringing a higher value offering of sophisticated technology to the conventional x-ray screening market

Software and Analytics

VOTI Insights

VOTI's first generation analytics software is expected to be commercialized in FY2020

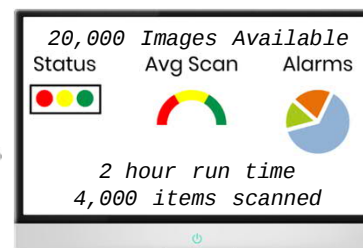


Network Operations Center (NOC)

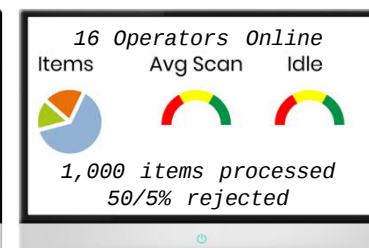
- Local Network
- Analytics - Dashboards
- Control, Monitor, Diagnose, Maintain



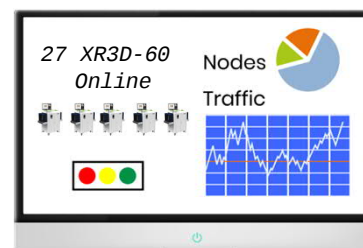
Example: Key Performance Indicators (KPIs)



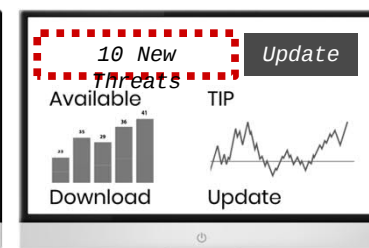
Scanner



Operator



Network



Threat Library
(future offering)

Artificial Intelligence & Machine Learning are the platform-feeding future enhanced detection capabilities

Moving Towards a Full Checkpoint Solution



Global Security Screening Market Revenue, By Type*

Product	Market Size (2024)
Walk Through Metal Detectors:	\$2.4B
Trace Detection:	\$2.9B
Imaging:	\$1.1B
CCTV & Facial Recognition:	\$9.5B
X-Ray Screening:	\$2.7B
Total:	\$18.6B

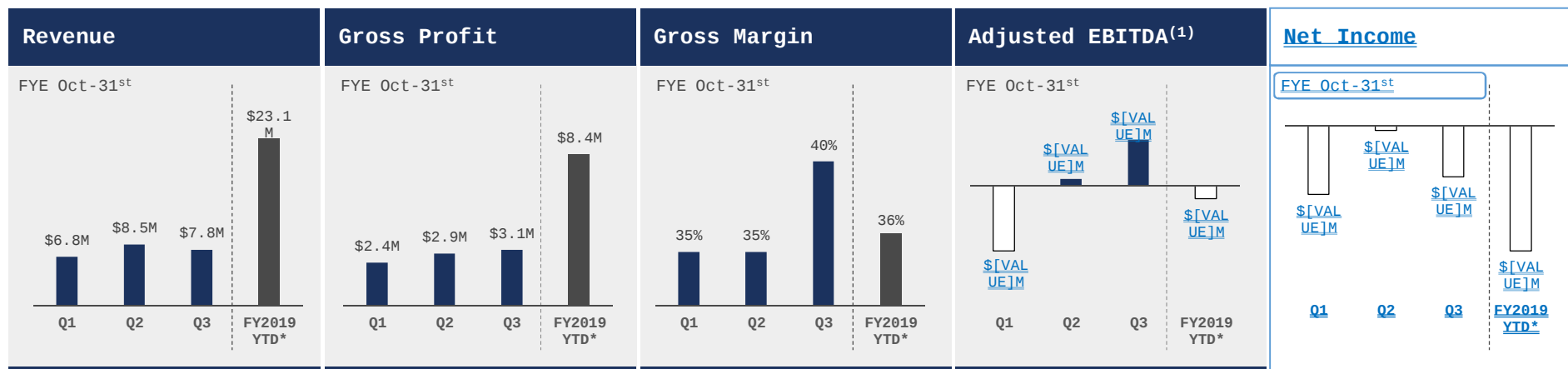
*The Insight Partners, Global Security Screening Market - 2017-2027, April 2019
& Homeland Security Research Corp, X-ray Security Screening Systems (Aviation, Maritime, Land Transportation, Defense, Postal, Perimeter, Building, Baggage, Cargo, People, Container & Vehicle) Global Market - 2019-2024, published June 2019

VOTI will accomplish through partnerships, acquisitions and organic development

Key Financials – Quarterly Performance FY2019



- Gross profit and gross margin % continues to improve quarter over quarter with 40% in the third quarter 2019
- Adjusted EBITDA improvement quarter over quarter, with positive results in Q2 and Q3
- On track to achieve 25% growth in revenue guidance for Fiscal 2019



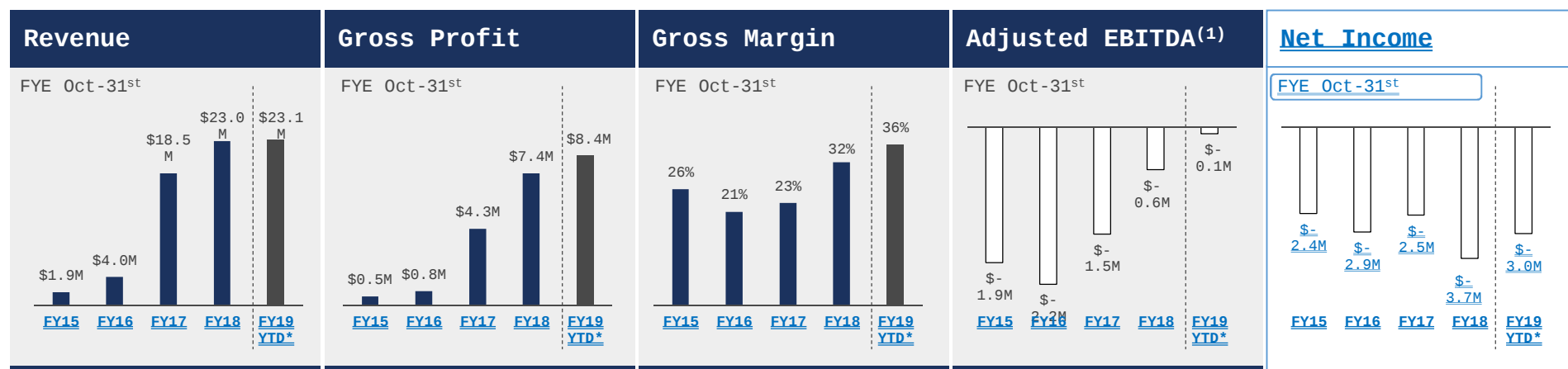
*As at Q3 2019

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~~(1) EBITDA adjusted for share-based payment expense, change in fair value of warrants, reverse acquisition related expenses, gain (loss) on disposal of fixed assets, and other unusual and non-recurring items~~

Key Financials – Annual Performance

- Significant historical revenue growth
- Gross profit and gross margin % improved significantly and now represents 36% on a YTD basis
- Adjusted EBITDA improvement year over year
- Company balance sheet is strong with \$9.8M in working capital*



*As at Q3 2019

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~~(1) EBITDA adjusted for share-based payment expense, change in fair value of warrants, reverse acquisition-related expenses, gain (loss) on disposal of fixed assets, and other unusual and non-recurring items~~

Summary Term Sheet



A [final](#) prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces of Canada. A copy of the [final](#) short form prospectus, and any amendment, is required to be delivered with this document. ~~The preliminary prospectus is still subject to completion or amendment. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final prospectus has been issued.~~ This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the ~~preliminary prospectus~~, final ~~short form~~ prospectus, and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

Issuer	▪ VOTI Detection Inc. (“VOTI” or the “Company”)
Offering	▪ 3,034,286 Up to \$6 million of common shares in the capital of the Company (the “Offered Shares”), to be issued from treasury (the “Offering”)
Issue Price	▪ \$1.75 per Offered Share
Type of transaction	▪ Marketed public offering (the “Offering”)
Over-Allotment Option:	▪ The Company will grant the Underwriters an option to purchase for resale additional common shares in the capital of the Company to raise additional gross proceeds of up to 15% of the gross proceeds raised from the sale of the Offered Securities under the Offering (the “Over-Allotment Option”), exercisable in whole or in part, at any time and from time to time, for a period of up to 30 days after the Closing Date to cover over-allotments, if any
Offering Basis	▪ The Offered Shares will be offered by way of a short form prospectus to be filed in all of the provinces of Canada. The Underwriters will also be entitled to offer the Offered Shares for sale in the United States pursuant to Rule 144A of the United States Securities Act of 1933, as amended or other available U.S. registration exemptions and in compliance with any applicable “blue sky” laws or regulations in any United States state, and in those other jurisdictions outside of Canada and the United States provided it is understood that no prospectus filing or comparable obligation arises in such other jurisdiction
Reporting Issuer & Resale	▪ VOTI is a reporting issuer not in default in British Columbia, Alberta and Québec
Use of proceeds	▪ VOTI expects to use the net proceeds of the Offering for working capital and general corporate and administrative purposes
Listing	▪ The Company’s common shares are listed and posted for trading on the TSX Venture Exchange (the “TSXV”) under the symbol “VOTI”. The Company will use commercially reasonable efforts to list the Offered Shares on the TSXV, which listing shall be
Eligibility	▪ The Offered Shares will be eligible under the usual statutes as well as for RRSPs, DPSPs, RESPs, TFSA’s, and RRIFs
Underwriters	▪ GMP Securities L.P. (or any successor thereto) will be sole bookrunner and lead underwriter of a syndicate comprised of Haywood Securities Inc., Canaccord Genuity Corp., Desjardins Securities Inc., and Echelon Wealth Partners (collectively, the “Underwriters”)
Closing Date	▪ On or about October 10 ⁴ , 2019 or such other date as may be agreed upon



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Appendices

TSXV: VOTI

Product, Service & Software Offerings



Product



XR3D-5 Series
Small parcel and bag scanner
(21.7 x 13.8 in)



XR3D-6 Series
Parcel and bag scanner
(24.2 x 16.7 in)



XR3D-7 Series
Large parcel and bag scanner
(29.5 x 21.7 in)



XR3D-10 Series
Bag and small cargo scanner
(40.0 x 40.0 in)



XR3D-18 Series
Heavy cargo scanner
(71.0 x 71.0 in)



XR3D-Mobile Series
Vehicle-mounted mobile scanner
(39.9 x 41.8 in)

Service & Software Offerings

Service



- Aftercare
- Training

Software



- Operating System
- BioSans™

Maintenance



- Customer Support
- Warranty
- Remote Servicing

Software Modules



- VotiALERT™
- VotiRAM™
- VotiRAV™
- VotiPMD™
- VotiTIP™
- VotiInsights™

Executive Management – Proven Track Record For Success



Rory Olson
President & CEO

- Rory is an accomplished entrepreneur and executive with a proven track record of success having founded, restructured, and operated numerous organizations from start-up stage to mature public companies
- As CEO at VOTI Detection, Rory has revitalized the company, operating in a rapidly growing \$1.8B global security market and delivering 700% revenue growth within just 2 years, setting it on a path for accelerated growth and profitability
- Rory held previous COO roles at multiple companies including: Mpact Immedia, CBO, BCE Emergis, CEO, Surefire Commerce
- Rory holds a Bachelor of Commerce in Finance from Concordia University



William Awad, M. Eng.
Founder & CTO

- William has over twenty years of experience in research and development, electronics design, and manufacturing
- As VOTI Detection's founder, he invented the pioneering 3D Perspective™ Technology behind all our systems, and as CTO he continues to innovate and evolve our leading solutions for security screening
- Before founding VOTI, William was President and CEO of LPS International, a technology firm specializing in business applications and video security systems
- William holds a TS from from CIT and a Master's in Electrical Engineering



Kevin McGarr
EVP, Corporate Affairs

- Kevin is a seasoned executive with invaluable expertise and experience in both the security and law enforcement sectors. He previously served as President and CEO of the Canadian Air Transport Security Authority overseeing the development and implementation of security screening programs, and corporate strategy
- He was awarded the Meritorious Service Medal, by the Governor-General in recognition for his work to combat organized crime and served as the VP of KPMG Forensic inc. where he was responsible for the detection and prevention of corporate and financial malfeasance
- Kevin holds a Master's Degree in Business Administration from the John Molson School of Business of Concordia University



Michael Ickman, CPA, CA
CFO

- Michael has over ten years advising private and public technology, manufacturing, and high growth businesses in areas of finance, accounting, and corporate governance. With his leadership roles at KPMG LLP, Michael brings key business knowledge and experience to our team. Michael is known for delivering results, creating a happy and respectful workplace environment, and most importantly his integrity
- Michael is a CPA, CA with the Ordre des CPA du Québec, and received his Bachelor of Commerce in Finance and Graduate Diploma in Chartered Accountancy from the John Molson School of Business at Concordia University



Richard Shatilla, B. Com
EVP, Global Sales & Marketing

- Richard garnered extensive sales and marketing experience with companies such as Xerox and Domaine Global Solutions before taking on the role of VP Global Sales & Marketing here at VOTI Detection
- With 10 years of leadership in strategic roles, he brings extensive experience to our team. He focuses on sales and business development, as well as growing our sales division both locally and internationally
- Richard holds a Bachelor of Commerce degree with a focus in Marketing from the John Molson School of Business at Concordia University



Ben Wagner
EVP, Product Strategy & Marketing

- Ben is an accomplished product and strategy marketing executive with over 30 years in global product management, strategic planning, business development and new market entry
- Prior to joining VOTI Detection™, Ben held senior executive positions at Texas Instruments, InTech USA, Alcatel and Siemens where he managed high margin, high revenue portfolios and successfully deployed biometric security, telecommunications, semiconductor and ICT solutions while developing company strategy and business plans contributing to significant growth
- Ben holds a bachelor's degree from McGill University in Electrical Engineering

Board of Directors – Experience and Industry Knowledge



Philip Murray
Chairman

- Mr. Murray is a retired executive specialized in safety and security issues who remains active and committed through organizations related to his expertise. He culminated a lengthy career in the RCMP and was Commissioner during the last 6 years of his service. Since his retirement, he has served on numerous public and private sector Boards of Directors as well as Advisory Boards including director of Garda World Security Corporation (part of the governance committee and the international advisory board), Chair of Departmental Audit Committee of the Correctional Service of Canada, member of the International Advisory Board to President of Mexico on Counter Drug Strategy and Associate Editor for the Frontline Security Magazine. Mr. Murray holds a Bachelor's Degree in Business Administration from the University of Regina

Neil Hindle
Chair of the audit committee

- Mr. Hindle is a veteran executive having built his expertise through both ownership of and investment in a number of companies, including start-ups, early stage and mid-size businesses in different industries including logistics. Mr. Hindle holds a Bachelor of Commerce from Queen's University and a Graduate Diploma in Public Accountancy from McGill University. He became a Chartered Accountant in 1980 and is a Member of the Canadian Institute of Chartered Accountants, l'Ordre des comptables agréés du Québec and the Institute of Chartered Accountants of Ontario

Alain Miquelon
Chair of governance and human resources committee

- Mr. Miquelon's career includes more than 25 years of industry experience as a senior officer of publicly-traded companies and in the investment banking industry. He currently acts as president of Jalmiq Capital, a private investment company, and as Senior Advisor for Champlain Financial Corporation, a private equity firm. His previous experience includes serving, from 2009 to 2016, as President and CEO of Bourse de Montréal Inc. and Group Head of Derivatives markets for TMX Group. Mr. Miquelon's experience also includes nine years as CFO and three years as COO of public companies operating in the technology and business services industries. He is a Chartered Accountant and holds a Bachelor's Degree in Administration from the HEC of the University of Montréal and an MBA from INSEAD

James C. Cherry

- Mr. Cherry, FCPA, FCA has over 30 years of experience in general management, project management and financial management in the international aerospace, defence and rail sectors. Over this period, he has worked in senior executive positions with Bombardier Inc., Oerlikon Aerospace Inc., CAE Inc. and ALSTOM Canada Inc. He was President and CEO of Aéroports de Montréal from June 2001 to December 31, 2016. He is a director of Cogeco Inc., where he is the Chairman of its Audit Committee and a director of Logistec Inc. Mr. Cherry also serves as a director of several non profit organizations, such as the Conference Board of Canada, the Mount-Royal Club and Centraide - United Way Canada

Marc-André Aubé

- President and COO of Walter Surface Technologies. Before joining Walter, Mr. Aubé was President and Chief Operating Officer of GardaWorld Protective Services. He also has experience in various industry sectors including chemical products with Nalco Canada, oil and gas with Petro-Canada, and finance with the Caisse de dépôt et placement du Québec and Scotia Capital Inc. Mr. Aubé is a CFA and also holds an MBA from the HEC Montreal and an engineering degree from the Montreal Polytechnic School

Karna Gupta

- Mr. Gupta is a well-seasoned technology executive with over 35 years of global industry experience. Currently serving in several Boards. He has served as President and CEO of Information Technology Association of Canada; CEO of Certicom; President of Sitraka Mobility; President and CMO roles at Comverse and held Senior Executive roles at both Eftia and Bell Canada. Mr. Gupta holds a Master's of Business Administration degree from Concordia University

Rory Olson

- See previous

Capital Markets Information

As at October 3 ~~September 20~~, 2019



TICKER TSXV : VOTI

52-Week-High: \$3.60 ~~3.15~~

52-Week-Low: \$1.60 ~~1.80~~

Share Price (October 3, 2019): \$1.69 ~~2.53~~

Shares Outstanding: **23,494,755**

Management/Directors Ownership: **23%**

Analyst Coverage

GMP Securities

Ben Jekic

416-943-6108

bjekic@gmpsecurities.com

Target Price: \$4.00

Haywood Securities Inc.

Daniel Rosenberg

416-507-2333

drosenberg@haywood.com

Target Price: \$3.75