

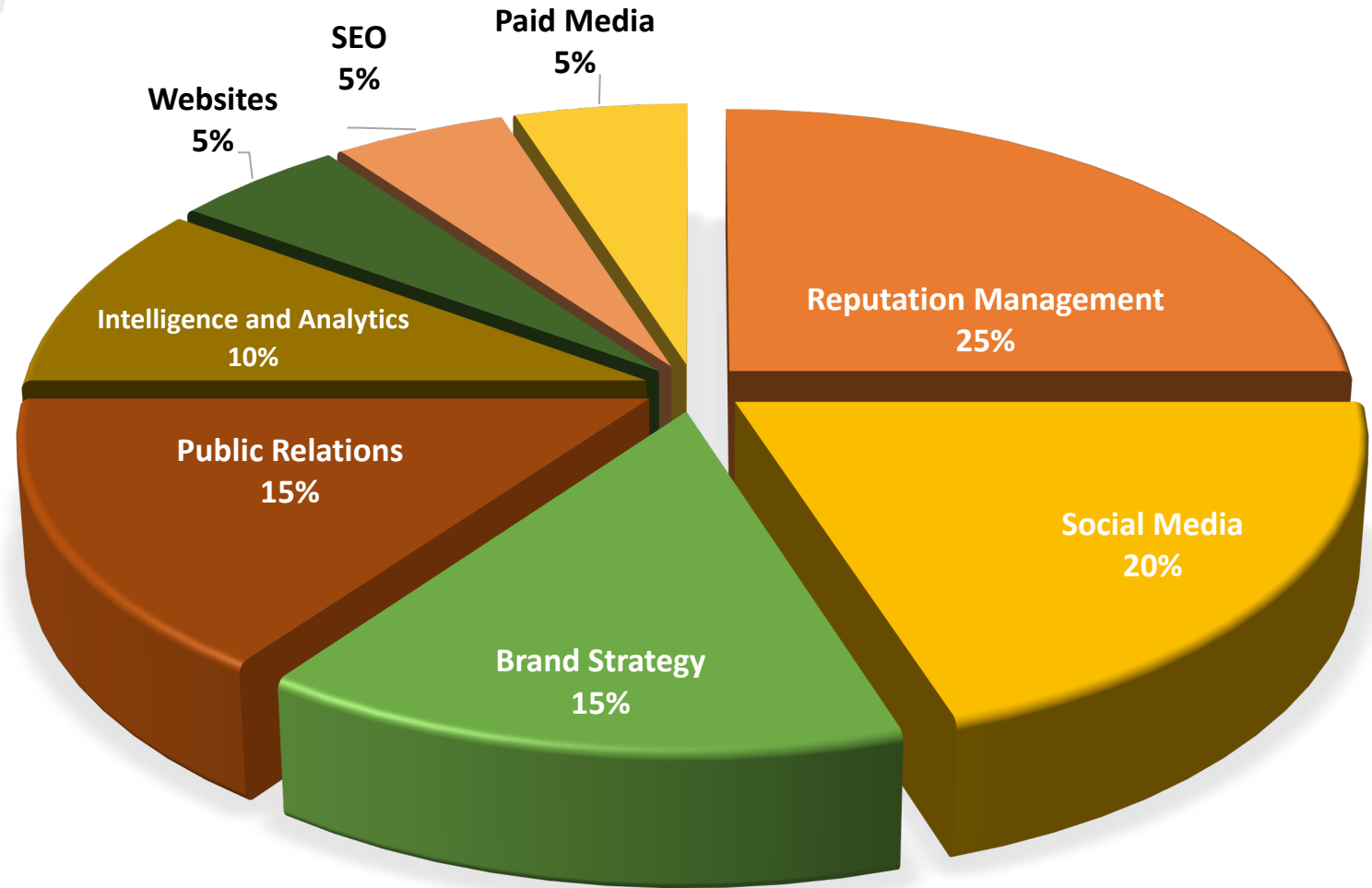
The logo features a stylized red flag with a white stripe, set against a white background and enclosed within a thick red circular border. The flag is tilted diagonally.

THE RED FLAG  
IMAGE COMPANY

The Red Flag Image Company has been impacting businesses, executives, celebrities, and athletes since 2014.

Over the last few years, we've focused on reputation management and brand strategy services, while creating an integrated experience for clients to manage social media and other important marketing functions.

## What We Do



# Who We Are

Decades of experience covering every aspect of the business, including:

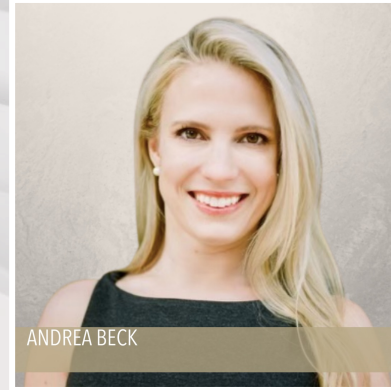
- ✓ Strategy
- ✓ Marketing
- ✓ Social Media
- ✓ Public Relations
- ✓ Influencer Marketing
- ✓ Design
- ✓ Content
- ✓ Production
- ✓ Paid Media
- ✓ Websites
- ✓ Business Planning
- ✓ Writing and Editing
- ✓ Partner Development
- ✓ Customer Experience
- ✓ Finance
- ✓ Operations
- ✓ Compliance
- ✓ + + +



MIKE MAGOLNICK  
CEO/Founder



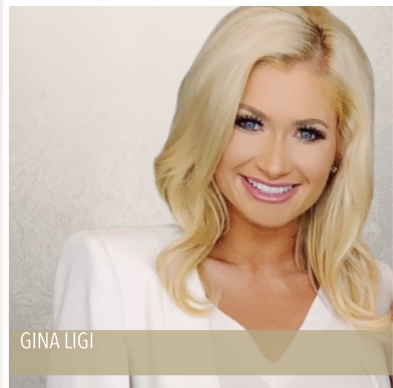
ALEXIS PETERSON



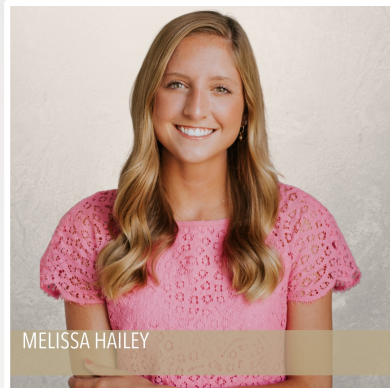
ANDREA BECK



DUANE BARNHART



GINA LIGI



MELISSA HAILEY



COREY DUROCHER



TROY DOOLY



ROGER GASKINS



IZZY MATOS



VERONICA JACKSON



DR. WALTER BURTON

NOTE: The Red Flag Image Company has numerous partnership and contractor relationships with technology experts and application development teams around the world. iTechLabs out of India is currently the lead on the development of the SPIRE Platform. We will be utilizing Skylab's tech experts to support the platform architecture and stability.

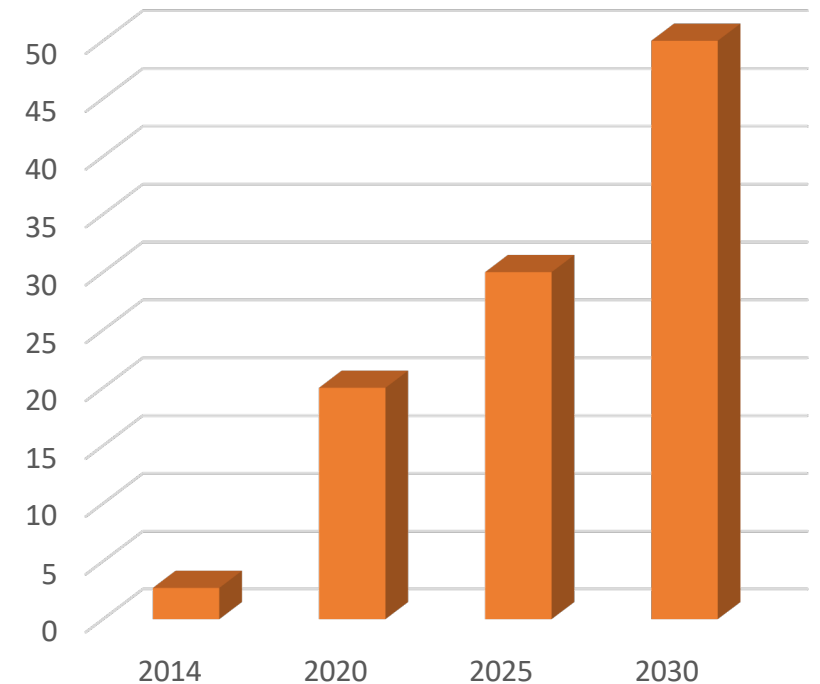


The growth of the reputation management industry has and will continue to **outpace** many service and technology industries.

**Resources giving people unfiltered and unmonitored access to report whatever they want about whoever they want, whenever and wherever they want – even if the information they report is fake, continue to flourish.**

*Unfortunately, this isn't going to change if social and search platform owners continue to allow this type of behavior.*

Reputation Management Industry in \$Billions



Source(s): Marketingprofs, Entrepreneur, Forbes, Social Media Examiner

PROBLEM

*There is no clear leader in the Reputation Management Services industry and people are tired of paying exorbitant fees for these services*



# Problem

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Tools, platforms, and software solutions attempting to help with -

- social media management
- project management
- content collaboration
- brand strategy
- brand management
- customer/partner management
- internal and external communications

- are **fragmented and disconnected.**

# THE Solution

Introducing SPIRE SUITE... **currently in development**

A fully-integrated platform combining all the important marketing and management functions of the business including low-cost reputation and social media management



# SPIRE

| PHASE 1   | PHASE 2  | PHASE 3  | PHASE 4  |
|---|--|--|--|
| <b>Social Media Management</b><br>[Spire Social]  | <b>Reputation and Image Building</b><br>[Spire Image]  | <b>Communication and Collaboration Suite</b><br>[Spire Teams]  | <b>Social CRM</b><br>[Spire Feed]  |
| Similar in management functionality to Loomly, Soci and Hootsuite... plus, many features not available through competitors. | AI-powered image building and repair tools. Free entry. Seven paid upgrades including RiskyFix (fix your past) and DFend (fight back against trolls and attacks) | Basecamp meets Microsoft Teams meets Google Drive meets WhatsApp. Encrypted communications plus collaborative workplace tools. | Simplifying the customer and partner relationship management process. Social focused, single feed with in-platform response and notetaking capabilities. |
| Currently in development.   | Strategy complete. Working on content and flow.  | Strategy and plan completed.   | In planning stage.   |
| Projected to launch in early Q2 2021  | Development starting late Q1 2021 - launch in Q2 2021  | Launch in Q4 2021  | Launch in Q2 2022  |

**Build a successful brand with your team.**

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Integrated with

**Introducing SPIRE**

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**Brand Success drives Business Success**

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**Seamless Effort flow & Calendar Post Management.**

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**Features at a Glance**

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**Build New Post**

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**Fine-tune Each Channel**

Facebook Twitter Instagram LinkedIn

**Post Title here**

Scheduled Date & Time

Content Writer

**Register Your Self**

First Name Last Name

Email

Phone Number

Gender

Sign Up

**Create a New Calendar**

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**Connect your social media accounts**

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Facebook for Posts Facebook for Ads Twitter Instagram Pinterest LinkedIn Google My Business YouTube Snapchat

**Brand & content management, made easy for marketing teams**

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**Features of SPIRE**

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**Brand Success drives business success**

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**Photo Editing With Easy Steps**

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**Never run out of inspiration**

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**Measure your success Numbers & Analysis**

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**More Features SPIRE**

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**Ask your Frequently Asked Questions**

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**165 Articles in SPIRE**

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POST CALENDERS ANALYTICS COLLABORATION

ADS MANAGER RETURN & REFUND TECHNICAL ISSUES BROADCAST AND BILLING

**Ads Manager**

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**Publishing to your Social Accounts**

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**Browse our tutorials**

There are many variations of passages of Lorem Ipsum available, but the majority have suffered alteration in some form, by injected humour, or randomised words which don't look even slightly believable. If you are going to use a passage of Lorem Ipsum, you need to be sure there isn't anything embarrassing hidden in the middle of text. All rights reserved.

**Tips Tutorials**

Tips and tricks to get you started. Select a topic below.

CREATE A POST CREATE A CALENDAR GET STARTED

INVITE AND COLLABORATE SUBSCRIBE TO SPIRE

**Calendar View**

| MON | TUE | WED | THU | FRI | SAT | SUN |
|-----|-----|-----|-----|-----|-----|-----|
|     |     |     |     |     |     |     |
|     |     |     |     |     |     |     |
|     |     |     |     |     |     |     |
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**Ads Manager**

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**Scheduling Slots**

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New Scheduling Slot

Monday  Tuesday  Wednesday  Thursday  Friday  Saturday  Sunday

Time Set

09:00 AM 04:00 PM

CLEAN + REFRESHING UI with RETRO FEEL

A close-up photograph of a man with a beard and mustache, wearing a grey knit beanie and a matching scarf. He is smiling warmly and looking down at a smartphone he is holding in his hands. The background is softly blurred, showing warm, bokeh light spots, suggesting an indoor setting with ambient lighting.

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# REPUTATION SERVICES

## **First Fifty (free)**

- ✓ live online reputation score

## **Risky Fix (paid)**

- ✓ scan all social media and show user the posts that should be modified or removed

## **Review Me (paid)**

- ✓ manage and build online reviews

## **Brand Plus (paid)**

- ✓ build and manage your personal/business brand

## **Rep Repair for individuals and businesses (paid)**

- ✓ steps to repair an online reputation by addressing problem SERP results

## **Rep Protect (paid)**

- ✓ uses AI predictive analytics to follow trends and advise a business on potential issues before they happen





# Reputation Services [ DFENDR ]

*Defend your brand and fight back against offensive comments and trolls*

- When a negative/offensive/troll comment is made on a post, article, blog, etc., DFENDR will allow the user to generate a quick report on the person who made the comment
- Report will include search results on that person plus a social profile including information that can be found using AI through social media, blogs, forums, news, and articles.
- Find out where they are located, where they work, how old they are, and any negative information found online about that person.
- Option to convert the report into a PDF or image and auto text/email/message the report to the person with a note asking them to remove/modify their offensive comment



# Growth and Exposure



## PROJECTION ASSUMPTIONS

### Paid Services Definitions

- Agency Concierge services (anything that the company will take on and manage for a client –\$3000-7500/month)
- SPIRE Social Management Platform – 3 paid levels, plus a custom pricing option
- SPIRE Reputation – 7 paid levels with average revenue of \$27.10 per month per paid user
- SPIRE Comm – multiple levels – average of \$49 per month per paid user
- SPIRE CRM – to be determined

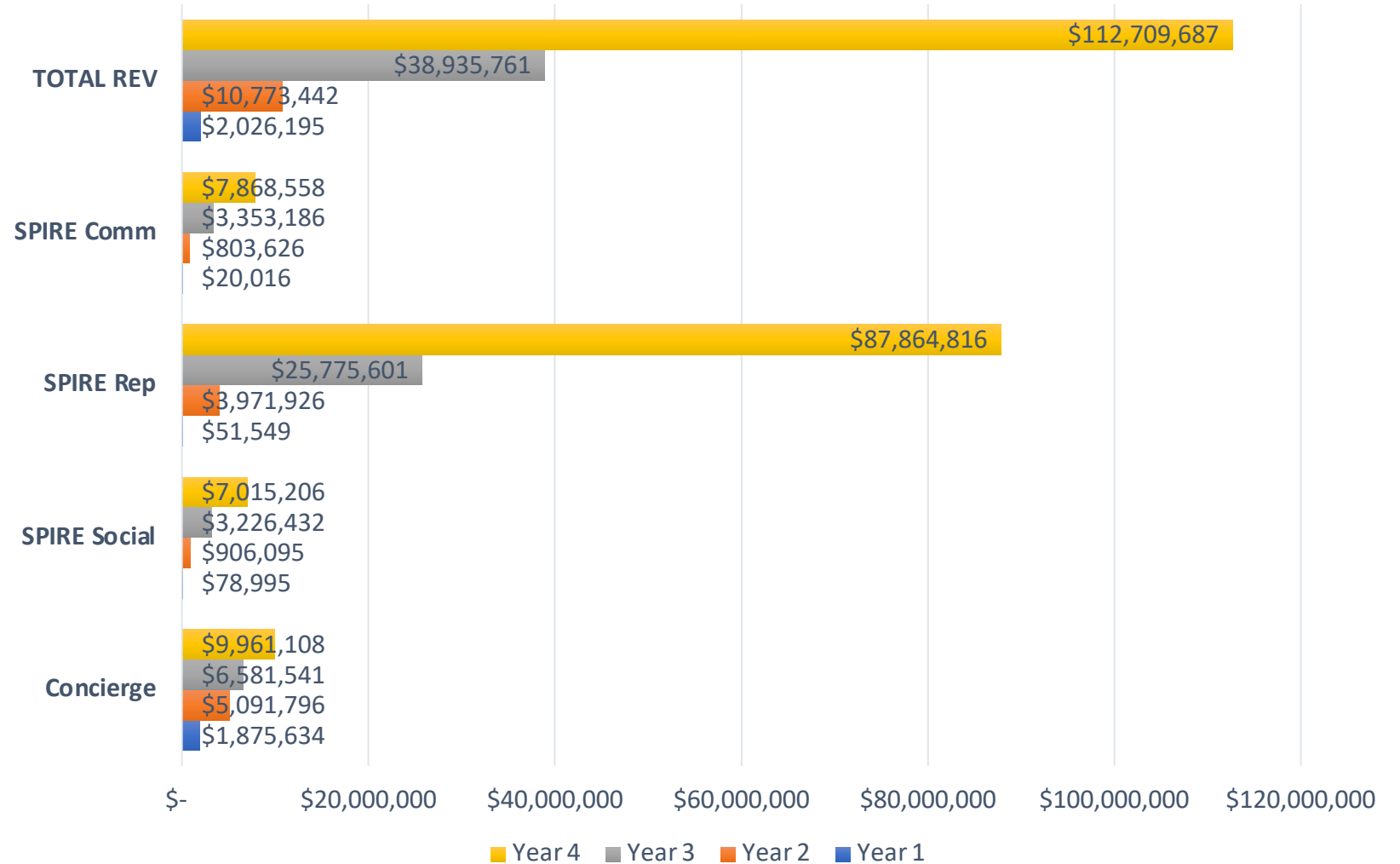
### Client Growth and Revenue Assumptions

- New agency/concierge customers custom packages - average price for marketing services is \$3000 per month and reputation services is \$7500/month
- Agency business - assumes 30% monthly attrition beginning in month 12 for standard marketing services and 30% attrition every 90 days for reputation clients
- SPIRE Social customers - assumes 20% growth and 30% monthly attrition beginning in month 12
- SPIRE Reputation customers - assumes 85% will be free users
- SPIRE Comm – assumes similar growth and attrition as SPIRE Social



# REVENUE PROJECTIONS (by division/year)

|                         | Year 1              | Year 2               | Year 3               | Year 4                |
|-------------------------|---------------------|----------------------|----------------------|-----------------------|
| <b>Total Revenue</b>    | <b>\$ 2,026,195</b> | <b>\$ 10,773,442</b> | <b>\$ 38,935,761</b> | <b>\$ 112,709,687</b> |
| <b>Total Costs</b>      | <b>\$ 280,000</b>   | <b>\$ 144,000</b>    | <b>\$ 174,000</b>    | <b>\$ 186,000</b>     |
| <b>GROSS Margin</b>     | <b>\$ 1,746,195</b> | <b>\$ 10,629,442</b> | <b>\$ 38,761,761</b> | <b>\$ 112,523,687</b> |
| <b>Expenses</b>         | <b>\$ 1,641,539</b> | <b>\$ 4,944,233</b>  | <b>\$ 16,171,250</b> | <b>\$ 46,077,906</b>  |
| <b>NET Margin</b>       | <b>\$ 104,656</b>   | <b>\$ 5,685,209</b>  | <b>\$ 22,590,511</b> | <b>\$ 66,445,780</b>  |
| <b>NET % of Revenue</b> | 5%                  | 53%                  | 58%                  | 59%                   |





| <b>FRIENDS &amp; FAMILY</b><br>\$0.20/share   | <b>SERIES A</b><br>\$1.00/share   | <b>SERIES B</b><br>\$5.00/share   |
|---|---|---|
| <b>Total raise = \$1,000,000</b><br><b>Shares = 5,000,000</b>   | <b>Total raise = \$5,000,000</b><br><b>Shares = 5,000,000</b>   | <b>Total raise = \$10,000,000</b><br><b>Shares = 2,000,000</b>                              |
| Finish development and launch of SPIRE and DFENDR. Initial paid media, marketing and sponsorship efforts. | Strengthen company infrastructure. Technology advancements. Initial acquisitions. Next level of paid media, marketing and sponsorships. | Growth capital – acquisitions and development of new complimentary technologies; paid media |

The Red Flag Image Company is seeking strategic investors to participate in the growth opportunity with the company and our partners.

We are open for discussions on equity/debt structure (other than the Friends & Family round).

**NOTE: In January 2021, The Red Flag Image Company received a signed subscription contract for \$2.5 million from a strategic partner – FFC Capital Ventures. These funds, when received will cover all the Friends/Family offering and a portion of the Series A. As of April 8, 2021, funds have not been received and all rounds remain open.**



USE OF  
PROCEEDS  
*(all rounds)*

|  | Friends/Family   | Series A           | Series B           |
|--|------------------|--------------------|--------------------|
| <b>TECH</b>  |                  |                    |                    |
| Technology Hardware, Software, Licensing   | \$36,000         | \$60,000           | \$80,000           |
| Application System Platform Development  | \$180,000        | \$260,000          | \$512,000          |
| Web + App hosting and server + maintenance   | \$32,000         | \$120,000          | \$155,000          |
| <b>TOTAL FOR TECH</b>  | <b>\$248,000</b> | <b>\$440,000</b>   | <b>\$747,000</b>   |
| <b>ADMIN</b>   |                  |                    |                    |
| Staffing   | \$240,000        | \$1,440,000        | \$2,100,000        |
| Corporate / renewal, state fees, etc   | \$4,000          | \$4,000            | \$4,000            |
| Payroll taxes/HR (estimated at 15% of staff costs)   | \$36,000         | \$216,000          | \$315,000          |
| Acquisitions   |                  | \$850,000          | \$3,500,000        |
| Office (formation)   | \$15,000         | \$45,000           | \$60,000           |
| Insurance  | \$24,000         | \$140,000          | \$210,000          |
| Legal  | \$12,000         | \$48,000           | \$48,000           |
| Patent filing  | \$10,000         | \$22,000           |                    |
| Accounting (outside)   | \$12,000         | \$60,000           | \$60,000           |
| General Marketing  | \$100,000        | \$500,000          | \$640,000          |
| Paid Media   | \$50,000         | \$250,000          | \$500,000          |
| Promotional (meetings, events, meals, ent, sponsorships)   | \$18,000         | \$200,000          | \$300,000          |
| Travel & Presentations   | \$15,000         | \$75,000           | \$150,000          |
| Working Capital  | \$116,000        | \$210,000          | \$366,000          |
| <b>TOTAL FOR ADMIN</b>   | <b>\$652,000</b> | <b>\$4,060,000</b> | <b>\$8,253,000</b> |
| <b>TOTAL UOP</b>   | <b>\$900,000</b> | <b>\$4,500,000</b> | <b>\$9,000,000</b> |
| <i>UOP figures are rounded to the nearest thousand and are approximations based on the anticipated status of the business during that round. The total of all rounds, if completely subscribed to is \$16,000,000 less 10% selling fees.</i> |                  |                    |                    |

*DISCLAIMER: This table represents the Company's best estimate of its allocation of the uses of the proceeds based upon the current state of its business operations, its current business strategy, and current economic and industry conditions. The amount and timing of expenditures will vary depending upon a number of factors, including, among other things, the progress of the Company's product development and marketing efforts, changing competitive conditions and general economic conditions. The allocation of the proceeds is subject to reapportionment among the purposes listed above. Management has broad discretion as to the actual allocation of the proceeds.*



# CONSIDERATIONS

1. **Corporate.** The Red Flag Image Company is a good-standing operating C-corporation with very little debt.
2. **Exposure.** In January 2021, The Red Flag Image Company was made a partner on the FreeSpace social network, which gives the company exposure to millions of users. In addition, Mike Magolnick was given a channel on the network, “Ask Dr. Mike,” which is one of the only business channels on the entire app.
3. **Partnerships.** We have alliances with many partners such as FFC Capital Ventures, B10 partners, Skylab, and others; plus, we maintain a substantial business network that includes millions of individuals and businesses through conventional and influencer marketing as well as social media.
4. **Asset.** The Red Flag Image Company owns the source code to the Skylab’s mobile app platform that is sold to business clients for \$2 million. The app technology and ownership of the code holds an asset value of \$15 million for Red Flag.
5. **Solution.** The SPIRE Platform represents a much-needed service combination that doesn’t exist right now. The current environment is fragmented and disconnected.
6. **Demand.** Digital agency type of businesses like Red Flag are in high demand during challenging economic and geo-political times.



# EXIT

## 1. ACQUISITION

The acquisition valuation for companies that have a long term (>12 months) “sticky” service like SPIRE is \$1200-2500 per user. Considering the price structure (average SPIRE business client will pay \$3000/year and individual client will pay \$400/year) and long-term nature of the client relationship, our per-user valuation could be closer to the \$4000-5000 range.

## 2. PUBLIC OFFERING

The Red Flag Image Company + SPIRE is a perfect candidate for public offering as our projections for net revenue and growth are strong. We are also in a high demand industry that thrives during economic downturns. We would explore a reverse merger or direct IPO to the NASDAQ.

## 3. SHARE REPURCHASE

As the business grows, we will evaluate keeping the company as-is and offering to repurchase shares from shareholders. Shareholders that keep their interest will have an opportunity to participate in dividends and other distributions.



# NEXT UP

- Discussion
- Negotiation
- Subscription



THE RED FLAG  
IMAGE COMPANY

