

INVESTING IN CALDWELL: *value and growth*

Updated with Q3 results ending May 31, 2022

Current as of July 13, 2022



**FORWARD
LOOKING
STATEMENTS**

We endeavour to be open and informative in our presentations.

However, we are not always correct in our expectations, and many circumstances can cause our forecasts and opinions to change; possibly materially so.

Any statements that we make today that may be considered to be forward-looking are based on current expectations that are subject to the significant risks and uncertainties described in our news releases and regulatory filings including our Annual Information Form and Annual and Interim Management Discussion and Analyses available at www.sedar.com. Please refer to these. We assume no obligation to update any forward-looking statements or to update the reasons why actual results could differ from those reflected in the forward-looking statements unless required to do so under applicable securities laws.

FORWARD LOOKING STATEMENTS (CONT.)

Forward-looking statements in this document are based on current expectations that are subject to the significant risks and uncertainties cited. These forward-looking statements generally can be identified by use of statements that include phrases such as “believe,” “expect,” “anticipate,” “intend,” “plan,” “foresee,” “may,” “will,” “likely,” “estimates,” “potential,” “continue” or other similar words or phrases. Similarly, statements that describe our objectives, plans or goals also are forward-looking statements.

Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant legal, business, economic and competitive uncertainties and contingencies. Material assumptions supporting these forward-looking statements include, among other things: assumptions regarding the number of clients and growth of the Company’s market, the price of the Company’s services; that expansion will occur and result in greater branding and business opportunities, that the Company will be able to obtain any necessary financing on acceptable terms, successful expansion to new markets, and assumptions regarding our management team’s ability to implement our business plan, and general economic and financial market conditions.

We are subject to many factors that could cause our actual results to differ materially from those contemplated by the relevant forward looking statement including, but not limited to, software that we license from third parties, our ability to successfully recover from a disaster or other business continuity issues, successfully integrating or realizing the expected benefits from our acquisitions, adverse operating issues from acquired businesses, our ability to attract and retain key personnel; exposure to our partners taking our clients with them to another firm; the performance of the US, Canadian and international economies, including the impact of pandemic diseases; competition from other companies directly or indirectly engaged in executive search; liability risk in the services we perform; potential legal liability from clients, employees and candidates for employment; cybersecurity requirements, vulnerabilities, threats and attacks; damage to our brand reputation; our ability to align our cost structure to changes in our revenue; adverse governmental and tax law rulings; our ability to generate sufficient cash flow from operations to support our growth and fund any dividends; technological advances may significantly disrupt the labour market and weaken demand for human capital at a rapid rate; foreign currency exchange rate fluctuations; affiliation agreements may fail to renew or affiliates may be acquired; marketable securities valuation fluctuations; increasing dependence on third parties for the execution of critical functions; volatility of the market price and volume of our common shares; potential impairment of our acquired goodwill and intangible assets; and disruption as a result of actions of certain shareholders or potential acquirers of the Company. For more information on the factors that could affect the outcome of forward-looking statements, refer to the “Risk Factors” section of our Annual Information Form and other public filings (copies of which may be obtained on our corporate profile at www.sedar.com). These factors should be considered carefully, and the reader should not place undue reliance on forward-looking statements. Although any forward-looking statements are based on what management currently believes to be reasonable assumptions, we cannot assure readers that actual results, performance or achievements will be consistent with these forward-looking statements, and management’s assumptions may prove to be incorrect. Except as required by applicable securities laws, we do not undertake to update any forward-looking statements, whether written or oral, that may be made from time to time by us or on our behalf; such statements speak only as of the date made.

No forward-looking statement or projections can be guaranteed. Accordingly, you should not place undue reliance on any forward-looking statements or information. The reader is further cautioned that the preparation of the financial forecast included in this presentation requires management of the Company to make certain assumptions, judgments and estimates that affect the forecast of financial results, including sales, profit and costs. These estimates may change, having either a negative or positive effect on actual results as further information becomes available, and as the economic environment changes. No statement in this document is intended to be nor may be construed as a profit forecast.

The Company’s forward-looking statements are expressly qualified in their entirety by this cautionary statement.

Disclaimer

This presentation is not, and under no circumstances is to be construed as, a prospectus, offering memorandum, or advertisement or a public offering of securities. Offers to sell, or the solicitations of offers to buy, any security can only be made through official offering documents that contain important information about risks, fees and expenses. Readers should conduct their own due diligence, not rely on the financial assumptions or estimates displayed in this presentation, and are encouraged to consult with a financial advisor, attorney, accountant, and any other professional that can assist with assessing the information. This presentation should not be construed as legal, accounting, financial or tax advice to any individual, as each individual's circumstances are different. No securities commission or similar regulatory authority has recommended or approved any investment or the accuracy or completeness of any of the information or materials provided by the Company.

The Company does not make any representation or warranty express or implied as to the accuracy or completeness of the information contained herein and no reliance should be placed thereon. It is not the intention to provide a complete or comprehensive analysis of the Company's financial or business prospects. The information contained in these materials should be considered in the context of the circumstances prevailing at the time and has not been, and will not be, updated to reflect material developments which may occur after the date these materials were prepared, unless the Company is required to do so under applicable law.

Where any opinion or belief is expressed in this presentation, it is based on the assumptions and limitations mentioned herein and is an expression of present opinion or belief only. No warranties or representations can be made as to the origin, validity, accuracy, completeness, currency or reliability of the information. The Company disclaims and excludes all liability (to the extent permitted by law) for losses, claims, damages, demands, costs and expenses of whatever nature arising in any way out of or in connection with the information in this presentation, its accuracy, completeness or by reason of reliance by any person on any of it.

Historical statements contained in this presentation regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. In this regard, certain financial information contained herein has been extracted from, or based upon, information available in the public domain and/or provided by the Company. In particular, historical results of the Company should not be taken as a representation that such trends will be replicated in the future.



John Wallace

John is chief executive officer of Caldwell. Since becoming CEO in 2008, John has effected a strategic growth plan for the firm that has included launching operations in the United States, Europe and Asia Pacific, while quadrupling the firm's annual revenue. He also serves on the firm's board of directors.



Chris Beck

Chris is chief financial officer of the organization and president of Caldwell (executive search). He provides day-to-day leadership and management for the executive search business. His chief areas of focus are the firm's growth strategies, processes and fostering a success-oriented environment inside the firm. Chris joined Caldwell in 2013.



David Windley

David is president of IQTalent Partners and serves on Caldwell's board of directors. David is an experienced leader in the talent acquisition and HR fields. As President of IQTalent Partners, he oversees the firm's strategic direction, business development, and day to day operations. Prior to joining IQTalent Partners in 2015, he was chief human resources officer of Yahoo!

CALDWELL TRANSITIONS

Additional focus
on growth

Leveraging executive search as Caldwell's "crown jewel"

- Trusted client relationships are with CEO/CHRO/Head of Talent Acquisition
- Opportunity to expand service lines into higher growth/margin adjacencies organically and with M&A
- Balance sheet capacity to expand technology investment/integration



Caldwell Then

- Monoline high-end executive search
- Moderate growth (11%+ 10-year CAGR), generous dividend (7%+), unused cash surplus
- Low capital markets profile

Caldwell Now

- Transformative acquisition of IQTalent Partners
- Full spectrum talent acquisition, adding candidate research, sourcing and full-lifecycle search at the professional level to existing executive search
- New board focus, including expanded use of balance sheet to support growth
- Higher growth, higher margins with focus on recurring revenue offerings

Caldwell Tomorrow

- *Enabling organizations to thrive and succeed through seamless talent solutions that identify, recruit, retain, engage and include the best people*

CALDWELL TODAY

Seamless talent acquisition

Caldwell is a technology-powered talent acquisition firm specializing in recruitment at all levels. We leverage the latest innovations in AI to offer an integrated spectrum of services delivered by teams with deep knowledge in their respective areas, allowing us to have a more significant impact on our clients' long-term success.

We operate through two distinct segments - retained executive search and analytics solutions are conducted as *Caldwell* and on-demand talent acquisition augmentation solutions are conducted as *IQTalent Partners (IQTalent)*.

Collectively, we believe talent transforms, and our purpose is to enable organizations to thrive and succeed by helping them identify, recruit and retain the best people.

IQTalent Partners			Caldwell	
All Hiring Levels	All Hiring Levels	Mid-Senior Levels	Executive & Board Level	Organizational Effectiveness
 Candidate Research Our on-demand model and innovative technology platform put custom research at your fingertips - in 3 to 5 days.	 Candidate Sourcing Taking research a step further, we'll deliver a list of candidates with confirmed interest in your open role.	 Professional Search With expertise, adaptable tactics and the latest in AI, we will research, source and assess interested and qualified candidates at the professional level.	 Executive Search We recruit transformative executives at the board, CEO and senior leadership levels. This full-service high-touch solution is delivered by a team of the most experienced professionals in the industry.	 Caldwell Analytics Leveraging highly respected, results-driven assessments to align talent and business strategies, driving better results.
Hourly, on-demand pricing			Retained assignment-based pricing	

 **50+ YEARS**

of transforming talent with a heritage in executive search

 **~600/YR**

C-suite and executive level searches

 **~ \$160K CAD**

average executive search fee

 **PUBLICLY-TRADED**

TSX: CWL; OTCQX: CWLPF

 **~\$160M CAD**

Annualized revenue run rate

 **~ \$16M CAD**

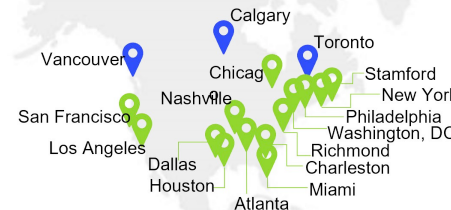
cash available for investments

 **45 EXECUTIVE SEARCH PARTNERS**

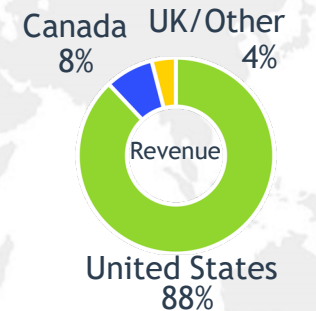
 **~545 FTE WORKFORCE**

~ 145 performing executive search
~ 400 performing on-demand talent acquisition augmentation

 **20 LOCATIONS Globally**



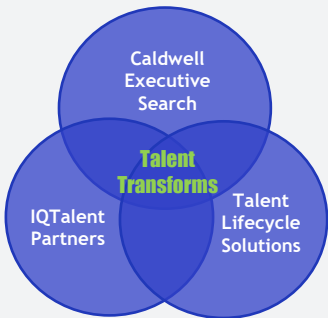
London
Zurich



INVESTING FOR THE FUTURE

Multiple opportunities to invest and grow

- Organic
- Acquisitions



GEOGRAPHIES



We foresee continued expansion in the United States, and further expansion into Europe and Asia Pacific in a possible affiliate/joint venture approach.

TECHNOLOGIES



AI search technology for better identification of, and ability to connect to, passive candidates.

SOLUTIONS



There are complementary services that would expand our spectrum of solutions:

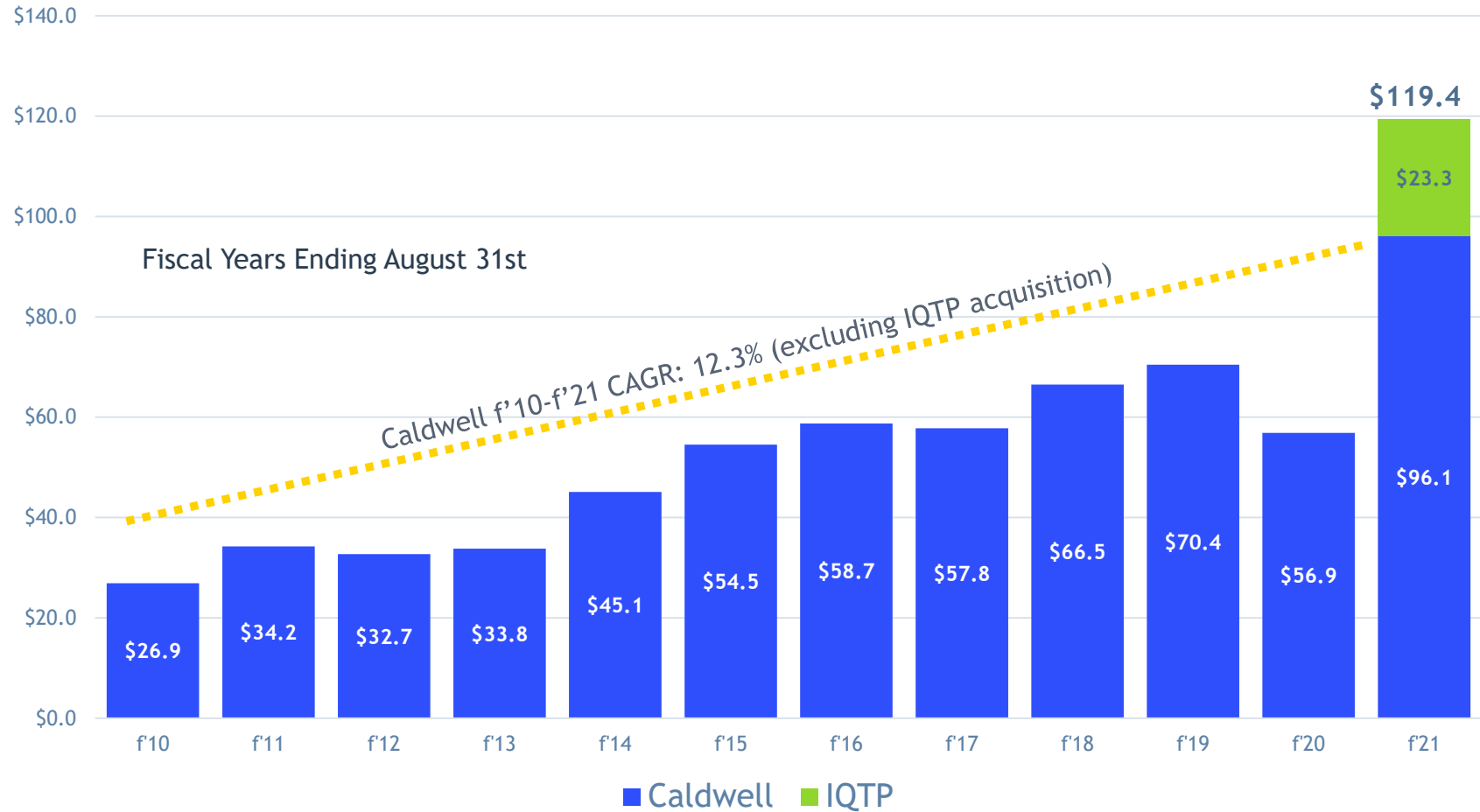
- Diversity, Equity and Inclusion (“DEI”) consulting to help clients attract, retain and develop diverse talent.
- Interim/fractional executives for project work.
- Talent strategy consulting, leveraged by Caldwell Analytics.

HISTORICAL REVENUE TREND

Caldwell’s executive search operations have a historical CAGR of 12.3%. Now on an accelerated growth trajectory with the addition of IQTalent.

Executive search anticipated to moderate inf f’22 after volume easing from post-pandemic surge. F’23 results dependent on economic conditions.

Annual Professional Fees Trend (CAD \$ in millions)



Note: f'21 IQTP revenue of \$23.2 million represents eight-month ownership period since acquired on 12/31/20.

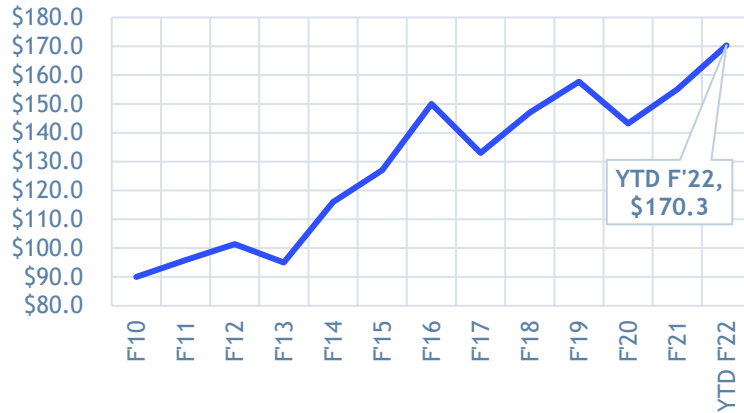
CALDWELL EXECUTIVE SEARCH METRICS

Continued strong business environment

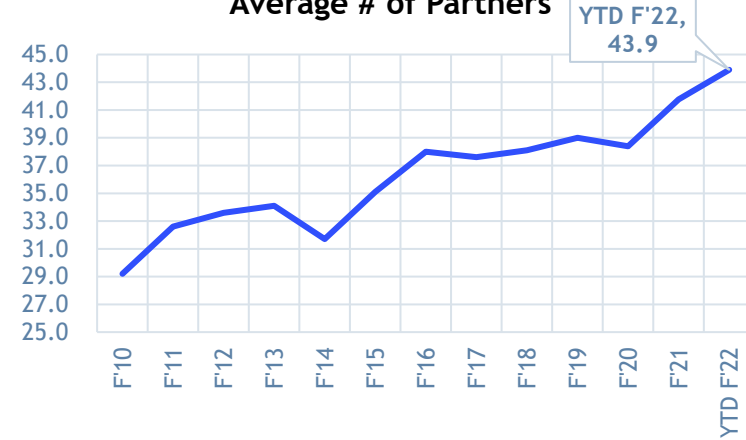
Some easing of post-pandemic surge volumes (Q4 f'21 annualized rate of 16.8 assignments per partner)

YTD f'22 metrics (9 months ending 5/31/2022) are annualized numbers

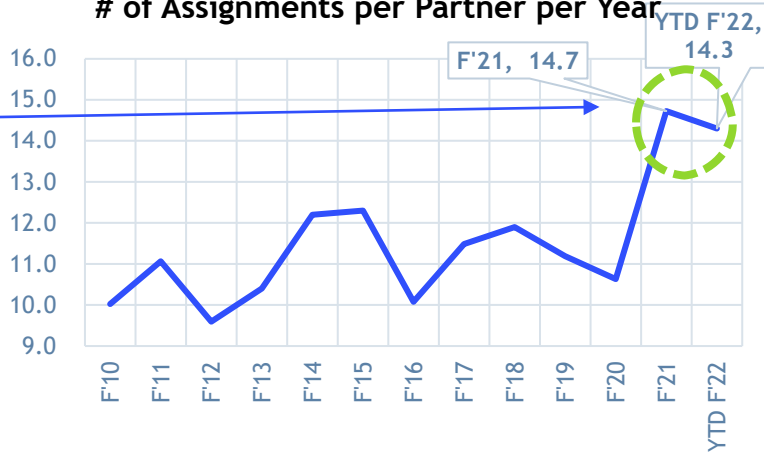
Average Fee per Assignment (CAD \$000s)



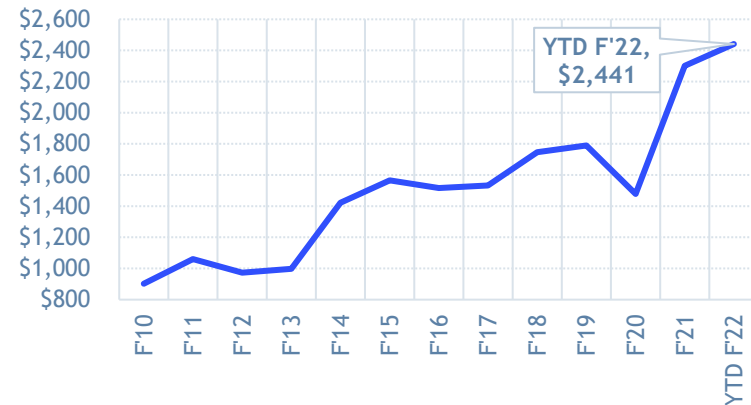
Average # of Partners



of Assignments per Partner per Year



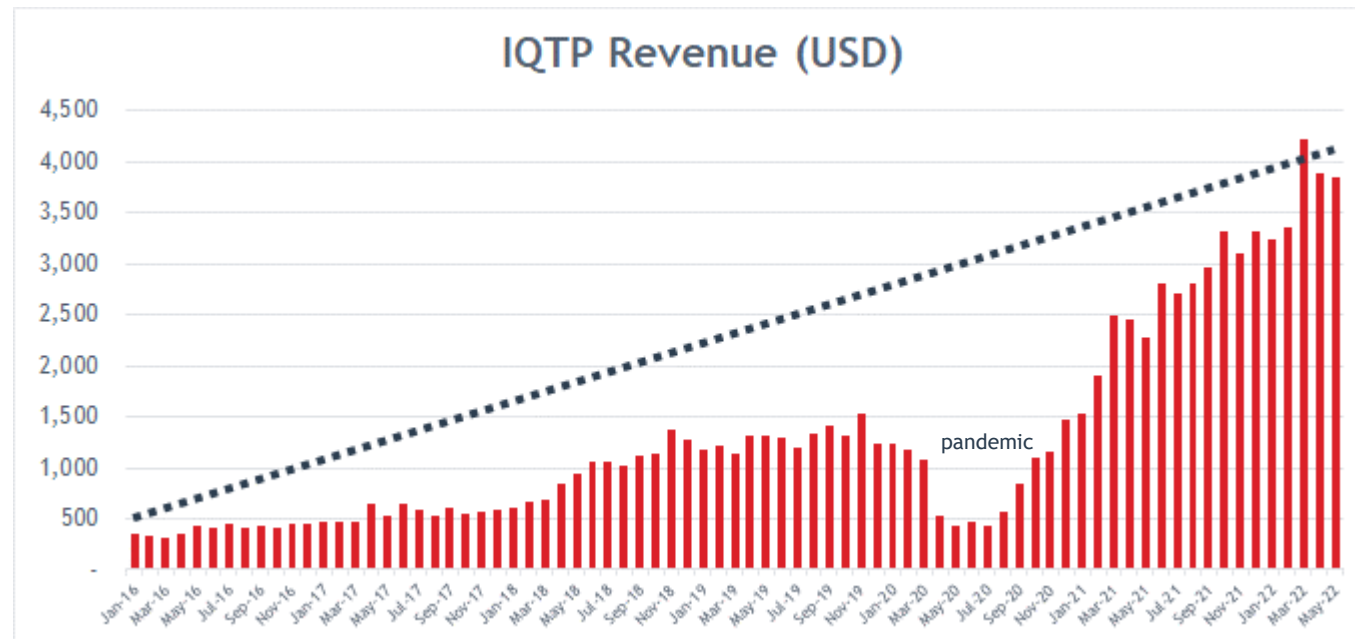
Avg. Revenue per Partner (CAD \$000s)



IQTALENT GROWTH PATH

CONSISTENT, HIGH GROWTH

- Recovered from pandemic with resumed growth trend
- 25%-35% annual organic growth anticipated under stable economic conditions
- Growth is cyclical to talent acquisition cycles and would be negatively impacted by economic conditions or a recessionary environment

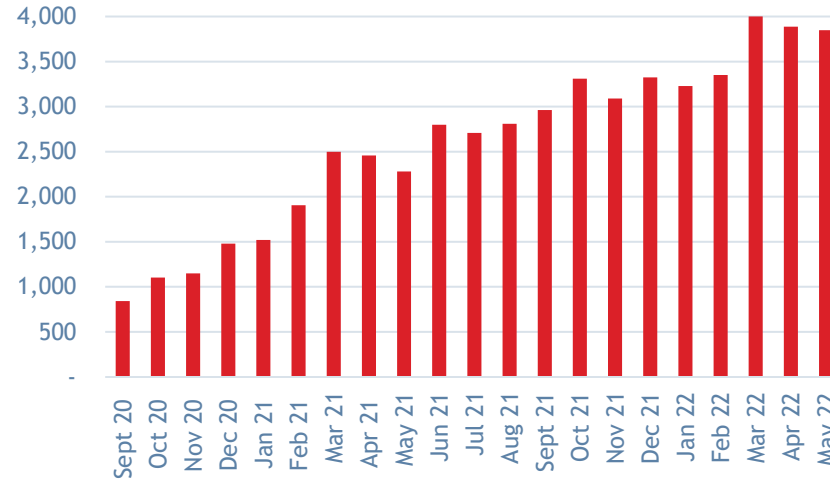


Please refer to the Forward Looking Statements slide at the beginning of this presentation.

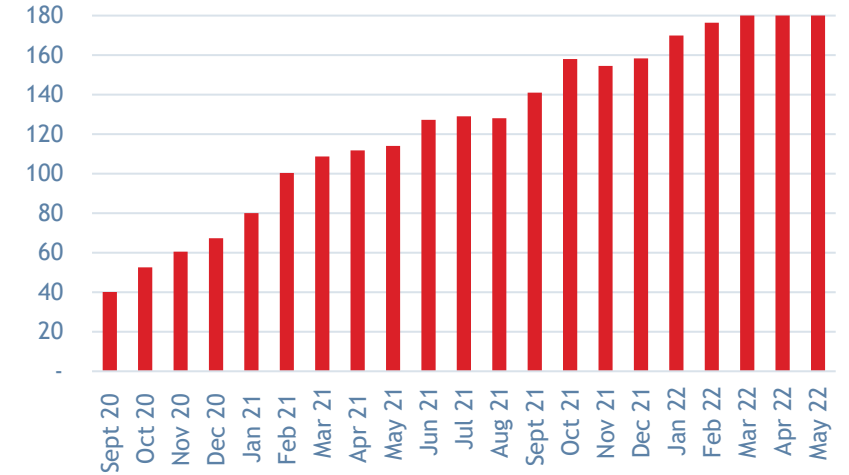
IQTALENT METRICS

MOMENTUM IN KEY METRICS

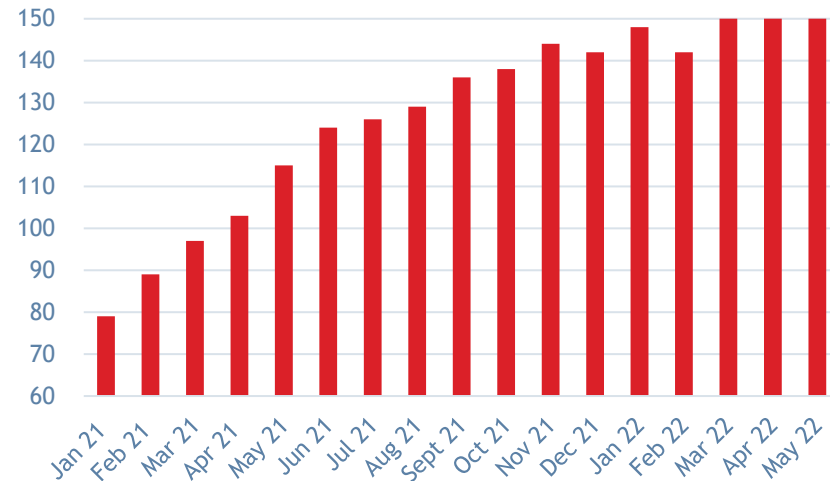
IQTP Revenue (USD \$000s)



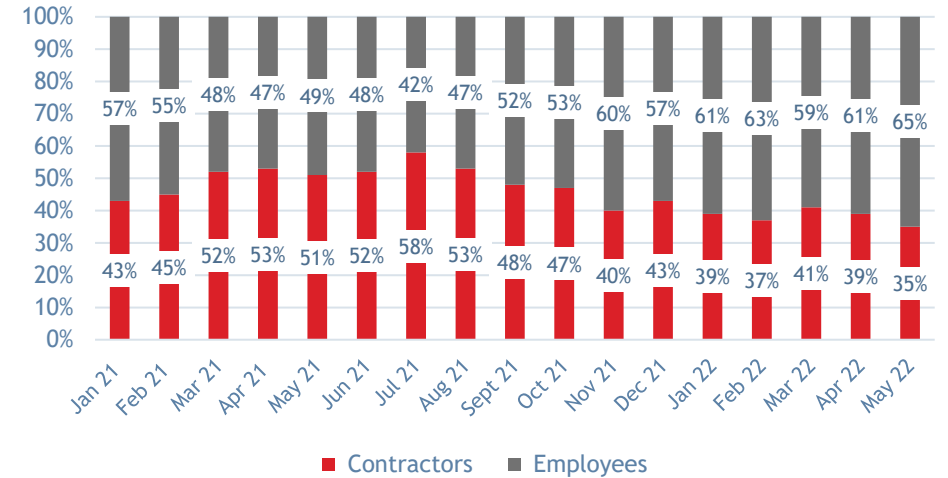
IQTP Average Daily Billing Rate (USD \$000s)



IQTP Client Metrics--# of Active Clients



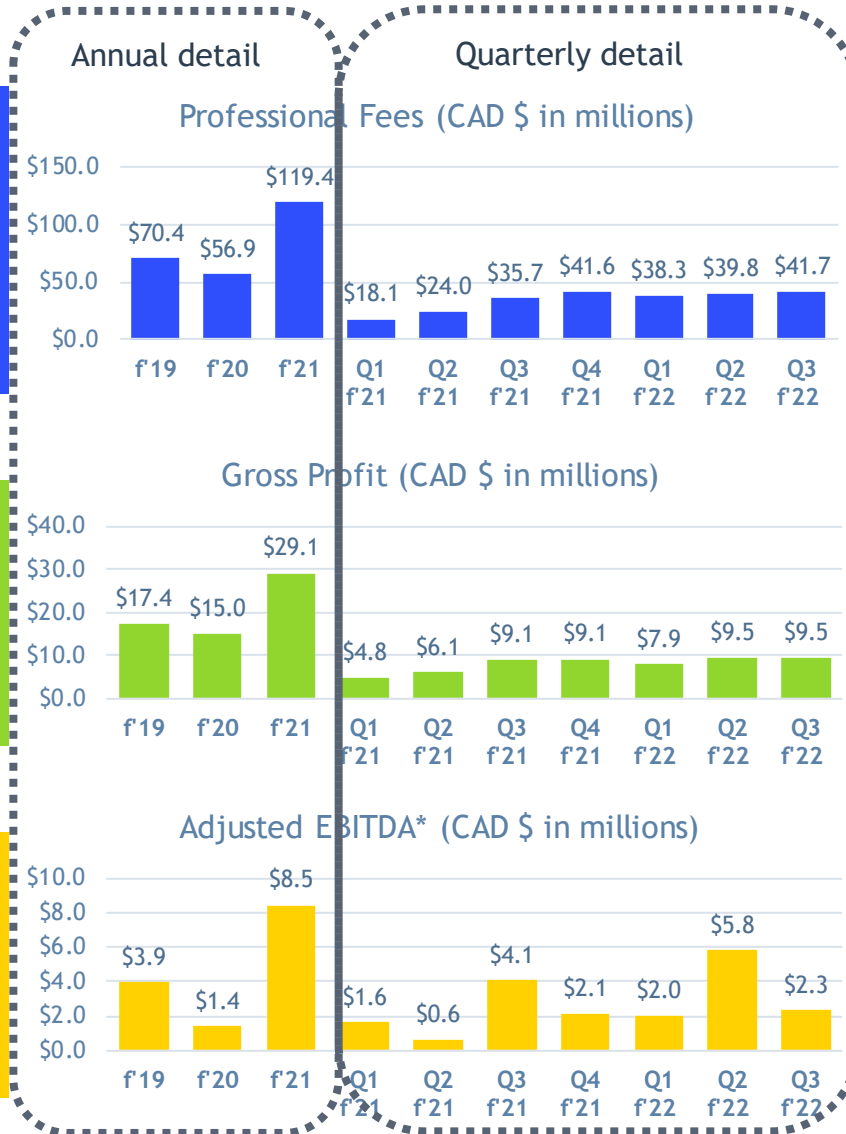
IQTP Direct Cost Employees to Contractors



FINANCIAL HIGHLIGHTS

IQTalent's contribution reflected only since acquisition date on 12/31/20 (two months in Q2 f'21 and full quarter beginning Q3 f'21)

(CAD \$ in millions)



- *Adjusted EBITDA is a non-gaap term. Please see Appendix 3 for details of EBITDA adjustments.
- Please see Appendix 4 for an analysis of how changes in our share price impact our earnings.
- Amounts rounded to nearest million.

AN ATTRACTIVE INVESTMENT OPPORTUNITY

- Growing cash flow with a current net debt-free balance sheet
- Experiencing transformative growth with the recent acquisition of IQTalent
- Multiple opportunities to expand talent solutions across all life-cycle stages
- Leadership team and Board - together owning more than 40% of Caldwell's shares - aligned with shareholders and committed to maximizing value

*“Our vision for our two segments working in tandem is for IQTalent to be a constant presence at our clients, providing recurring talent acquisition support, with Caldwell engaged for higher end retained executive searches not undertaken by our clients’ in-house teams. Together we will provide seamless support for the talent acquisition needs at all levels for our clients who will benefit from an increasingly diversified mix of products and services, with cross-collaboration opportunities between the two business segments expected to amplify our long-term success. We will continue to review business and technology acquisition opportunities that align with client-driven talent offerings and our belief that **Talent Transforms.**”*

APPENDIX 1:

BOARD OF DIRECTORS



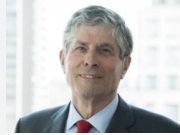
Elias Vamvakas, Director and Chair of the Board (2019)

Mr. Vamvakas is the Chairman, CEO and founder of Greybrook Capital, and Chairman of Greenbrook-TMS NeuroHealth centers, (TSX:GTMS). He is also Founder of TLC Vision.



Chris Beck, Director; President, Caldwell and Chief Financial Officer (2022)

Mr. Beck is the president of Caldwell's executive search group and chief financial officer of the enterprise. Responsible for financial and investor relations functions, he also provides day-to-day leadership and management across the executive search and Caldwell Analytics businesses.



Paul Daoust, Director and Chair of the Nomination, Corporate Governance and Compensation Committee (2013)

Mr. Daoust is an experienced board director and CEO/senior executive with a successful track record in both turnaround and growth situations in human resources, technology and insurance industries. Previous operating experience includes more than 28 years with Watson Wyatt (now Willis Towers Watson), including 5 years as global chief operating officer and 9 years as a board director.



Darcy Morris, Director and Chair of the Investment Committee (2018)

Mr. Morris is the co-founder of Ewing Morris & Co. Investment Partners. He currently serves on the boards of Caldwell Partners, Cedar Realty Trust (NYSE: CDR), the Toronto Public Library Foundation and the Art Gallery of Ontario (AGO) Foundation.



John Wallace, Director and Chief Executive Officer (2009)

Mr. Wallace is the CEO of the combined organization. John draws on 20 years of successful executive search direction experience to drive exceptional results based on objective measures, market intelligence, strategic planning initiatives, and clear targets for growth.



Kathryn A. Welsh, Director and Chair of the Audit Committee (2009)

Ms. Welsh is an experienced director and former senior financial executive. Her expertise covers a broad range of sectors with experience in M&A in both public and private companies. She also currently serves as Director and Audit Committee Chair for Pizza Pizza Royalty Corp.



David Windley, Director and President, IQTalent (2021)

Mr. Windley is the President of IQTalent. He sits on the Tennant Company Board of Directors as the Compensation Committee Chair in addition to earning an appointment to the Board of Directors with the DHI Group. He is a Governance Fellow with the National Association of Corporate Directors (NACD) and served as the Board Chair for the Society for Human Resources Management (SHRM) through 2020.



John Young, Director (2019)

Mr. Young is the CEO of Boat Rocker Media and the Chair of the Board of the Academy of Canadian Cinema and Television and a member of the Board of SIR Corp. He is also the Chairman of the Board of Feeding Canadian Kids, a Canadian charity committed to feeding nutritious dinners to children in underprivileged communities who suffer food insecurity.

APPENDIX 2:

REPORTING SHAREHOLDERS (PER SEDI)

D&O interests
aligned with
public
shareholders

Name	Title/Relation	Shares Owned	%
Darcy Morris	Director (CEO, Ewing Morris & Co.)	3,820,250	14.8%
David Windley	President, IQTalent; Director	1,840,904	7.1%
Tom Milic	VP, Accounts Management and Co-founder, IQTalent	1,638,886	6.3%
Chris Murdock	Chief Sourcing Officer and Co-founder, IQTalent	1,555,847	6.0%
John Wallace	CEO, Caldwell; Director	765,500	3.0%
Chris Beck	President, Caldwell and CFO; Director	635,000	2.5%
Elias Vamvakas	Director	275,000	1.1%
Paul Daoust	Director	250,000	1.0%
Mike Falagario	Vice President, Finance	200,000	0.8%
Kathy Welsh	Director	40,000	0.2%
John Young	Director	8,777	0.0%
Subtotal Reporting Management/Board		11,030,164	42.6%
Doug Caldwell	Founder of Caldwell (no current relationship)	2,772,807	10.7%
Other		12,077,722	46.7%
Total outstanding		25,880,693	100.0%

* Includes 27,550 shares held directly and 3,792,700 held indirectly by Ewing Morris & Co. Investment Partners Ltd.

APPENDIX 3:

FINANCIAL HIGHLIGHTS

	fiscal '19	fiscal '20	fiscal '21	Q1 f'21	Q2 f'21	Q3 f'21	Q4 f'21	Q1 f'22	Q2 f'22	Q3 f'22
(\$000s Canadian)	<u>8/31/2019</u>	<u>8/31/2020</u>	<u>8/31/2021</u>	<u>11/30/2020</u>	<u>2/28/2021</u>	<u>5/31/2021</u>	<u>8/31/2021</u>	<u>11/30/2021</u>	<u>2/28/2022</u>	<u>5/31/2022</u>
Professional fees	70,449	56,867	119,407	18,053	24,009	35,735	41,610	38,314	39,808	41,705
Cost of sales	53,046	41,906	90,287	13,227	17,923	26,669	32,468	30,432	30,271	32,180
Gross profit	17,403	14,961	29,120	4,826	6,086	9,066	9,142	7,882	9,537	9,525
Gross margin	24.7%	26.3%	24.4%	26.7%	25.3%	25.4%	22.0%	20.6%	24.0%	22.8%
General & administrative	15,595	11,195	23,191	3,399	6,033	5,849	7,910	6,755	4,510	7,822
Operating Profit	1,808	3,766	5,929	1,427	53	3,217	1,232	1,127	5,027	1,703
Adjustments to operating profit:										
D&A	614	461	412	93	108	115	96	105	96	118
UK goodwill impairment	1,521	-	-	-	-	-	-	-	-	-
Government stimulus	-	(2,839)	(334)	(110)	(156)	(68)	-	-	-	-
Acquisition-related costs	-	-	2,453	225	644	791	793	801	690	504
Adjusted EBITDA	3,943	1,388	8,460	1,635	649	4,055	2,121	2,033	5,813	2,325
Adjusted EBITDA margin	5.6%	2.4%	7.1%	9.1%	2.7%	11.3%	5.1%	5.3%	14.6%	5.6%

- Adjusted EBITDA is a non-GAAP measure without any standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other issuers
- Government stimulus received in both US and Canada—now complete
- Acquisition costs represent IQTP deal fees and accrual of deferred purchase price structured as compensation expense

APPENDIX 4:

IMPACT OF SHARE PRICE ON EARNINGS

- Our compensation plans, and therefore earnings, are impacted by the price per share of our common stock.
- A meaningful component of executive and director compensation are Performance Share Units (PSUs) and Deferred Share Units (DSUs).
- PSUs and DSUs are annual grants as a portion of total compensation. PSUs and DSUs are notional share units that fluctuate to the price of our common shares. Additionally, PSUs have a performance component based on our revenue and operating profit results relative to targets established by the board over the life of the PSUs.
- Please see our financial statements, MD&A and annual general meeting circulars for further discussion on these plans.
- The following chart shows the impact share price changes have had on our operating profit (including within G&A as part of compensation expense). The chart does not set forth changes resulting from performance factors. The increase/(decrease) to operating profit shown has NOT been added back as an adjustment to EBITDA on the previous chart.

	fiscal '20	fiscal '21	Q1 f'21	Q2 f'21	Q3 f'21	Q4 f'21	Q1 f'22	Q2 f'22	Q3 f'22
(CAD in \$000s, except \$/share)	<u>8/31/2020</u>	<u>8/31/2021</u>	<u>11/30/2020</u>	<u>2/28/2021</u>	<u>5/31/2021</u>	<u>8/31/2021</u>	<u>11/30/2021</u>	<u>2/28/2022</u>	<u>5/31/2022</u>
PSU/DSU share price impact analysis (10-day trailing dollar weighted avg)									
\$/share beginning of period	1.27	0.79	0.79	0.82	1.76	1.51	2.21	2.49	1.82
\$/share end of period	0.79	2.21	0.82	1.76	1.51	2.21	2.49	1.82	2.30
\$/share change during period	-0.48	1.42	0.03	0.94	-0.25	0.70	0.28	-0.67	0.48
\$/share increase/(decrease) to earnings	628	(2,923)	(46)	(1,455)	446	(1,868)	(832)	1,688	(1,415)
Impact to earnings per \$0.01 change	13	21	15	15	18	27	30	25	29