



WM Technology, Inc. Q1 2023 Results

May 9, 2023



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This presentation includes "forward-looking statements" regarding WM's future business expectations which involve risks and uncertainties. Forward-looking statements may be identified by the use of words such as "estimate," "plan," "project," "forecast," "intend," "will," "expect," "anticipate," "believe," "seek," "target" or other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding estimates and forecasts of financial and performance metrics and projections of market opportunity and market share. These statements are based on various assumptions, whether or not identified in this presentation, and on the current expectations of our management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond our control. These forward-looking statements are subject to a number of risks and uncertainties, including the Company's financial and business performance, including key business metrics and any underlying assumptions thereunder; market opportunity and the Company's ability to acquire new customers and retain existing customers; expectations and timing related to commercial product launches; success of the Company's go-to-market strategy; ability to scale its business and expand its offerings; the Company's competitive advantages and growth strategies; the Company's future capital requirements and sources and uses of cash; the Company's ability to obtain funding for our future operations; the outcome of any known and unknown litigation and regulatory proceedings; changes in domestic and foreign business, market, financial, political and legal conditions; risks relating to the uncertainty of the projected financial information with respect to the Company; future global, regional or local economic and market conditions affecting the cannabis industry; the development, effects and enforcement of and changes to laws and regulations, including with respect to the cannabis industry; the Company's ability to successfully capitalize on new and existing cannabis markets, including its ability to successfully monetize its solutions in those markets; the Company's ability to manage future growth; the Company's ability to develop new products and solutions, bring them to market in a timely manner, and make enhancements to its platform and the Company's ability to maintain and grow its two-sided digital network, including its ability to acquire and retain paying customers; the effects of competition on the Company's future business; the Company's success in retaining or recruiting, or changes required in, officers, key employees or directors, including the CEO transition; the possibility that we may be adversely affected by other economic, business or competitive factors; the possibility that the Company may be adversely affected by other economic, business or competitive and those factors discussed in our Quarterly Report on Form 10-K filed on March 16, 2023 and subsequent Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q or Current Reports on Form 8-K filed with the SEC. If any of these risks materialize or these assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that we do not presently know or that we currently believe are immaterial that could also cause actual results to differ from those contained in the forward looking statements. In addition, forward-looking statements reflect our expectations, plans or forecasts of future events and views as of the date of this presentation. We anticipate that subsequent events and developments will cause our assessments to change. However, while we may elect to update these forward-looking statements at some point in the future, we specifically disclaims any obligation to do so, except as required by law. These forward-looking statements should not be relied upon as representing our assessments as of any date subsequent to May 9, 2023. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Distribution or reference of this deck following May 9, 2023 does not constitute the Company re-affirming guidance.

Financial Information; Non-GAAP Financial Measures

Our financial statements, including net income (loss), are prepared in accordance with principles generally accepted in the United States of America ("GAAP").

To provide investors with additional information regarding our financial results, we have disclosed EBITDA, Adjusted EBITDA and Adjusted EBITDA before Provision for Doubtful Accounts, all of which are non-GAAP financial measures that we calculate as net income (loss) before interest, taxes and depreciation and amortization expense in the case of EBITDA and further adjusted to exclude stock-based compensation, change in fair value of warrant liability, change in tax receivable agreement liability, impairment charges, transaction related bonuses, transaction costs, legal settlements and other legal costs, reduction in force and executive departures and other non-cash, unusual and/or infrequent costs in the case of Adjusted EBITDA. Adjusted EBITDA is further adjusted to exclude provision for doubtful accounts for the case of Adjusted EBITDA before Provision for Doubtful Accounts. Below we have provided a reconciliation of net (loss) income (the most directly comparable GAAP financial measure) to EBITDA; from EBITDA to Adjusted EBITDA; and from Adjusted EBITDA to Adjusted EBITDA before Provision for Doubtful Accounts; from GAAP OPEX to Adjusted OPEX.

We present EBITDA, Adjusted EBITDA, Adjusted EBITDA before Provision for Doubtful Accounts, and Adjusted OPEX because these metrics are a key measure used by our management to evaluate our operating performance, generate future operating plans and make strategic decisions regarding the allocation of investment capacity. Accordingly, we believe that EBITDA, Adjusted EBITDA, Adjusted EBITDA before Provision for Doubtful Accounts, and Adjusted OPEX provide useful information to investors and others in understanding and evaluating our operating results in the same manner as our management.

EBITDA, Adjusted EBITDA and Adjusted EBITDA before Provision for Doubtful Accounts have limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are as follows:

- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and EBITDA, Adjusted EBITDA and Adjusted EBITDA before Provision for Doubtful Accounts do not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements;
- EBITDA, Adjusted EBITDA and Adjusted EBITDA before Provision for Doubtful Accounts do not reflect changes in, or cash requirements for, our working capital needs; and
- EBITDA, Adjusted EBITDA, and Adjusted EBITDA before Provision for Doubtful Accounts do not reflect tax payments that may represent a reduction in cash available to us.

Because of these limitations, you should consider these non-GAAP alongside and not as a substitute for other financial performance measures, including net income (loss), our GAAP expenses, and our other GAAP results. For more information on these non-GAAP financial measures, please see the section titled "Non-GAAP Reconciliations: Reported Net Income (Loss) to Adj. EBITDA" and "Non-GAAP Reconciliations: Reported OPEX to Adj. OPEX" included at the end of this presentation and the footnotes provided for such non-GAAP measures.

- Revenue of \$48 million as compared to \$57 million in the first quarter of 2022 (“prior year period”)
- Gross Profit of \$45 million (93% implied Gross Margin rate as compared to 93% in the prior year period)
- Net Loss⁽¹⁾ of \$4 million as compared to net income of \$31 million in the prior year period
- Adj. EBITDA⁽²⁾ of \$7 million as compared to -\$1M in the prior year period
- Avg. Monthly Paying Clients: 5,641 as compared to 5,026 in the prior year period
- Avg. Monthly Revenue per Paying Client: \$2,837 as compared to \$3,810 in the prior year period

Note: See our Q1 FY 2023 8-K Earnings Release and Q1 FY 2023 10-Q issued on May 9, 2023, and filed with the SEC for additional information and/or certain adjustments

(1) For additional information, see our 8-K Earnings Release and form 10-Q filed May 9, 2023

(2) Adjusted EBITDA is Net Income (loss) before interest, taxes and depreciation and amortization expense and further adjusted to exclude stock-based compensation, transaction related bonuses, transaction costs, legal settlements and other legal costs, reduction in force and executive departures and other non-cash, unusual and/or infrequent costs. See page 11 for a reconciliation from Reported Net Income to Adjusted EBITDA

Q1 FY23 P&L Summary



(\$M)	Q1 FY23	
	P&L	Δ vs. PY
Total Revenue	\$48	(16%)
Gross Profit	45	(17%)
Margin Rate	93%	
Adj. Sales & Marketing ⁽¹⁾	(9)	(50%)
Adj. Product Development ⁽²⁾	(9)	(22%)
Adj. G&A ⁽³⁾	(19)	(22%)
Total Adj. OPEX ⁽⁴⁾	(\$37)	(32%)
Other Expenses ⁽⁵⁾	(0.4)	
Adj. EBITDA	\$7	NM
Margin Rate	15%	
Reported Net Income	(\$4)	(87%)

Note: See our Q1 FY 2023 10-Q issued on May 9, 2023, and filed with the SEC for additional information and/or certain adjustments. For a reconciliation from Reported OPEX to Adjusted OPEX, see page 12

Note: Totals and sub-totals may not sum due to rounding

(1) Adjusted Sales & Marketing (Non-GAAP) excludes stock-based compensation expense of \$1M in Q1 FY2023 and transaction related bonuses of \$2M in Q1 FY2023

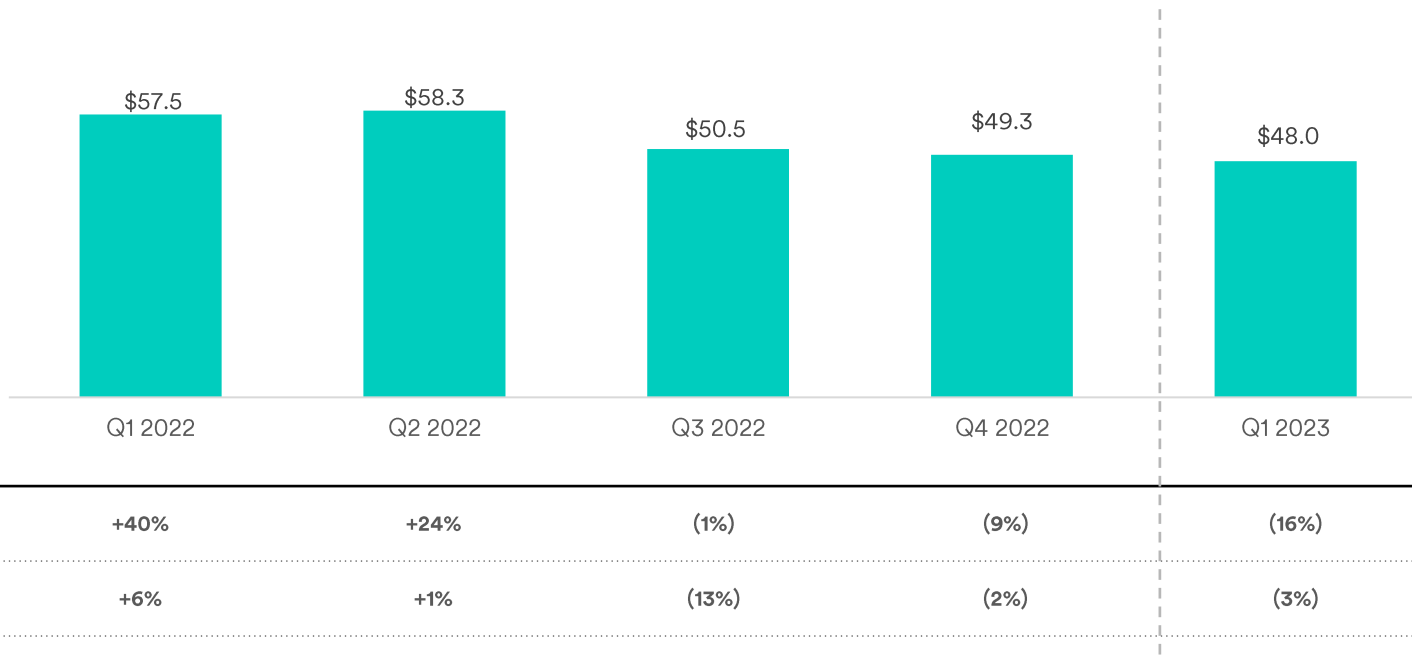
(2) Adjusted Product Development (Non-GAAP) excludes stock-based compensation expense of \$1M in Q1 FY2023 and transaction related bonuses of \$1M in Q1 FY2023

(3) Adjusted General & Administrative (Non-GAAP) excludes stock-based compensation expense of \$2M in Q1 FY2023 and reduction in force and legal settlements of \$1M in Q1 FY2023

(4) Total Adjusted OPEX (Non-GAAP) excludes Depreciation & Amortization expense of \$3M in Q1 FY2023

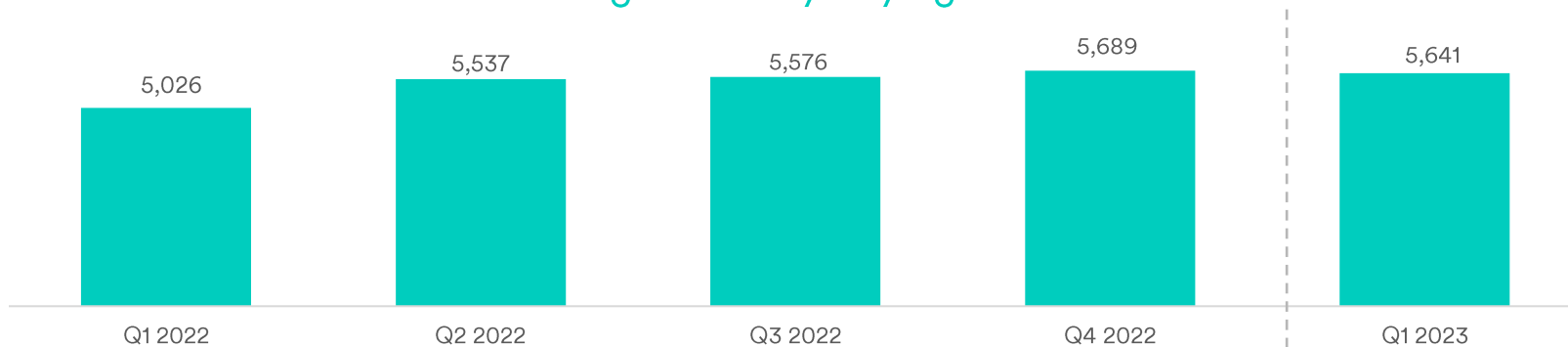
(5) Includes property and other taxes, political contributions, and gain/loss on sales of assets

Quarterly Revenue (\$M)

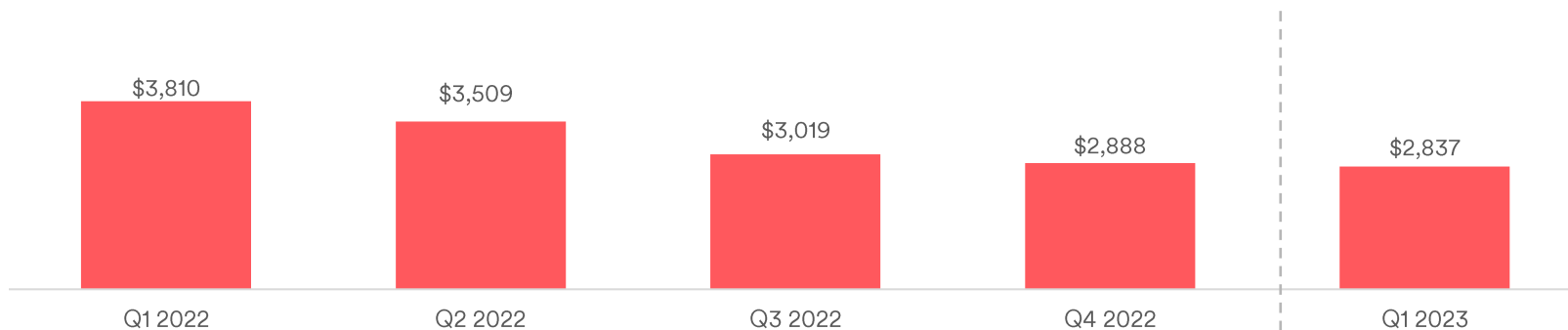


Note: See our Q1 FY 2023 10-Q issued on May 9, 2023, and filed with the SEC for additional information and/or certain adjustments

Average Monthly Paying Clients



Average Monthly Revenue per Paying Client



(\$M)	Q1 FY23	
	P&L	Δ vs. PY
Weedmaps for Business and other SaaS subscriptions ⁽¹⁾	\$12	(8%)
Featured and deal listings ⁽²⁾	33	(19%)
Subtotal	\$45	(17%)
Other ad solutions ⁽³⁾	3	(13%)
Total Revenues	\$48	(16%)

Note: See our Q1 FY 2023 10-Q issued on May 9, 2023, and filed with the SEC for additional information and/or certain adjustments

(1) Includes Standard Listings, Brand Standard Listings, WM CRM, WM Dispatch, WM Screens

(2) Includes Premium Listings, Nearby Positions, Featured Brand Listings, Standard Deals, and Premium Deals

(3) Includes WM AdSuite and all other revenue

Summary Balance Sheet and Cash Flow



Balance Sheet

(\$M)	31-Dec-22	31-Mar-23
Cash & Cash Equivalents	\$29	\$26
Other Current Assets	26	22
Total Current Assets	\$55	\$48
Property & Equipment, Net	\$25	\$26
Goodwill & Intangibles	79	78
Deferred Tax Assets	–	–
Other Assets and Right-of-Use Assets	40	39
Total Other Assets	\$119	\$117
Total Assets	\$199	\$191
Total Current Liabilities	\$46	\$40
LT Operating Lease Liabilities	33	31
Tax Receivable Agreement	1	0.1
Warrant Liability	2	1
Other LT Liabilities	2	3
Total Liabilities	\$84	\$75
Total Equity	\$115	\$115
Total Liabilities & Equity	\$199	\$191

Cash Flows

(\$M)	31-Mar-23
CASH FLOWS FROM OPERATING ACTIVITIES	
Net Loss	(4)
Depreciation & Amortization	3
FV of Warrant Liability	(1)
Change in tax receivable agreement liability	0.1
Stock-based Compensation	4
Deferred Tax Asset	–
Impairment	–
Provision for Doubtful Accounts	2
Change in Op. Assets & Liabilities	(3)
Net Cash from Operating Activities	\$2
CASH FLOWS FROM INVESTING ACTIVITIES	
Cash Paid for Acquisitions & Investments	–
Purchases of PP&E	(3)
Net Cash from Investing Activities	(\$3)
CASH FLOWS FROM FINANCING ACTIVITIES	
Distribution to Members	(0.3)
Repayment of Insurance Premium Financing	(1)
Net Cash from Financing Activities	(\$2)
Net Change in Cash	(\$3)
Cash at Beginning of Period	\$29
Cash at End of Year	\$26

Note: See our Q1 FY 2023 10-Q issued on May 9, 2023, and filed with the SEC for additional information and/or certain adjustments
 Note: Totals and sub-totals may not sum due to rounding

Basic and Fully Diluted Share Count



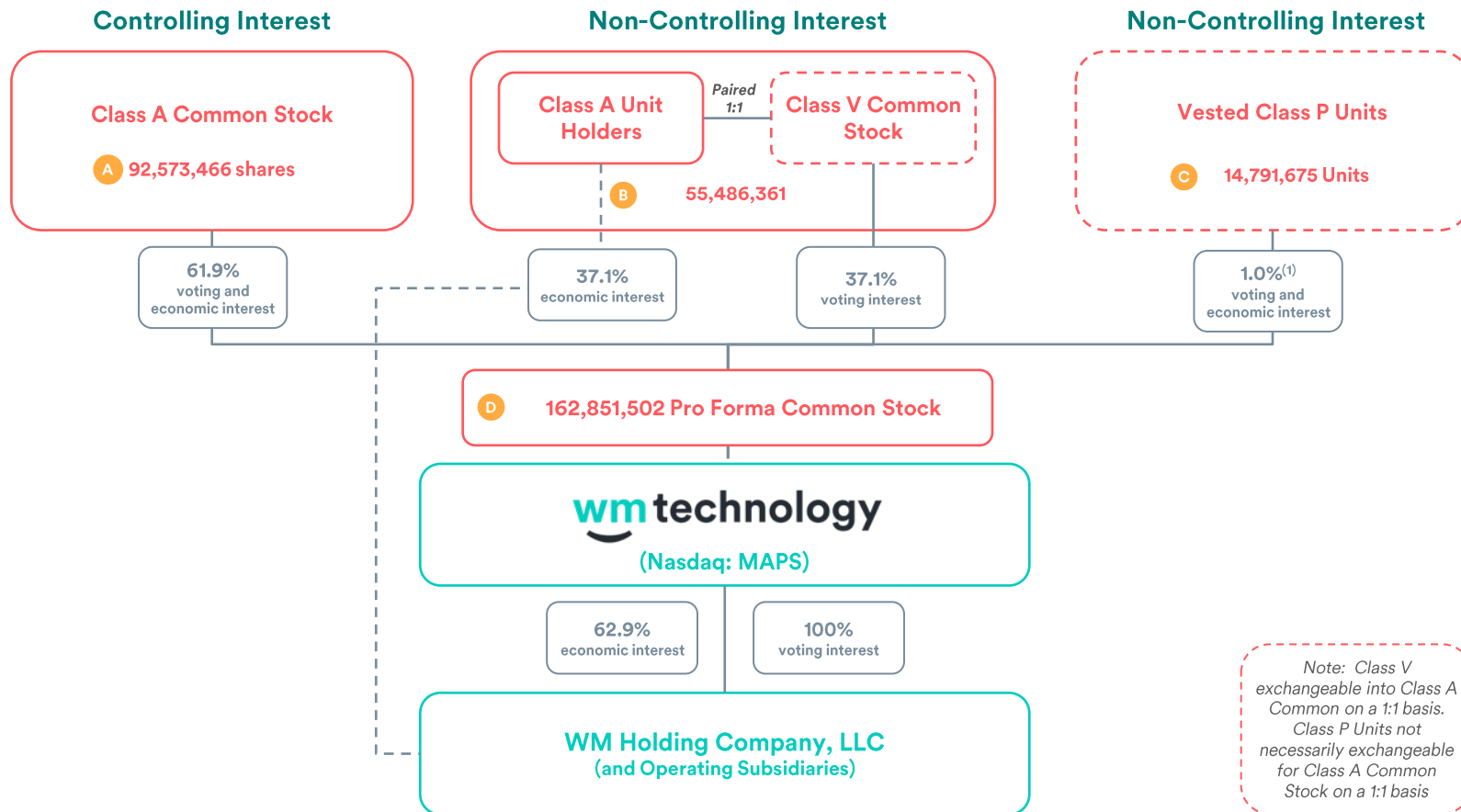
Ownership	Calculation	Percentage	10-Q Reference
Non-controlling interests ownership as of March 31, 2023		38.1%	F-23
Controlling interests ownership as of March 31, 2023		61.9%	
Common Shares as of March 31, 2023		Shares	10-Q Reference
Common Stock Class A (voting publicly traded)	A	92,573,466	Statement of Equity
Class V Common Stock ⁽¹⁾ (not publicly trade but has a voting right and exchangeable into shares of Class A common stock on a 1:1 basis)	+ B	55,486,361	Statement of Equity
Total Common Voting Shares		148,059,727	
Other Securities		Units	10-Q Reference
Class P units ⁽²⁾ (vested)	+ C	14,791,675	F-24
Pro Forma Share Count		Shares	
Pro Forma Common Stock – basic (assuming vested P units covert at 1:1)	= D	162,851,502	
Pro Forma Common Stock – basic + 19.5M public & private placement warrants ⁽³⁾		182,351,475	
Warrants		Shares	10-Q Reference
Public warrants		12,499,973	F-13
Private placement warrants		7,000,000	F-13

Note: See our Q1 FY 2023 10-Q issued on May 9, 2023, and filed with the SEC for additional information and/or certain adjustments

(1) The Company issued shares of Class V Common Stock to Class A Unit holders, representing the same number of Class A Units retained by the Legacy WMH equity holders. Each holder of the shares of Class V Common Stock is entitled to one vote for each share of Class V Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote.

(2) 15,024,862 outstanding as of March 31, 2023. Conversion ratio from P units to Common Stock Class A based on MAPS share price and not necessarily 1:1. See filings for additional detail.

(3) In this situation, MAPS to receive cash proceeds of \$224M (19.5M warrants * \$11.50 exercise price), subject to adjustments



Note: See our Q1 FY 2023 10-Q issued on May 9, 2023, and filed with the SEC for additional information and/or certain adjustments

Note: Totals may not sum due to rounding

(1) Assumes conversion of 1,429,860 Class P Units to Class A Common Stock based on 3/31/23 share price of \$0.85

Non-GAAP Reconciliations: Reported Net Income (Loss) to Adj. EBITDA



\$M	Q1 FY23	Commentary
Reported Net Income	(\$4)	
EBITDA Adjustments:		
– Change in FV of Warrant Liability	(1)	FASB guidance requires fair value accounting on warrant liabilities. This represents the mark-to-market adjustments
+ Stock-Based Compensation	4	Represents SBC related to RSUs, PSUs, and Class P Units
+ Transaction Related Bonuses	3	Expense amortization related to future bonus payouts in connection with prior acquisitions
+ Legal Settlements and Other Legal Costs	1	Legal settlements and non-recurring legal fees
+ Change in Tax Receivable Agreement Liability	0.1	Related to the remeasurement of the tax receivable agreement liability
+ Reduction In Force and Executive Departures	0.5	Severance and restructuring costs related to reduction in force
+ Depreciation and Amortization Expenses	3	Primarily due to amortization of capitalized software development assets and depreciation of computer equipment
– Benefit from (provision for) Income Taxes	–	
Adj. EBITDA	\$7	

Non-GAAP Reconciliations: Reported OPEX to Adj. OPEX



	Sales & Marketing	Product Development	General & Administrative	Total OPEX
(\$M)	Q1 FY23	Q1 FY23	Q1 FY23	Q1 FY23
GAAP OPEX (excluding Cost of revenues and D&A)	\$12	\$11	\$23	\$45
Stock-Based Compensation	(1)	(1)	(2)	(4)
M&A Transaction Costs	-	-	-	-
Transaction Related Bonus	(2)	(1)	-	(3)
Legal Settlements and Other Legal Costs	-	-	(1)	(1)
Reduction in Force	-	-	(0.5)	-
Impairment Loss	-	-	-	-
Non-GAAP Adjusted OPEX	\$9	\$9	\$19	\$37

Note: See our Q1 FY 2023 8-K issued on May 9, 2023, and filed with the SEC for additional information and/or certain adjustments
 Note: Totals and sub-totals may not sum due to rounding