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Research Report – Update

Investors should consider this report as only a single factor in making their investment decision.

Phunware, Inc.

Rating: Speculative Buy

Howard Halpern

August 20, 2020

PHUN $1.29 — (NASDAQ)

	2017 A	2018 A*	2019 A	***2020 E***	***2021 E***
Revenue (in millions)	$26.7	$22.5	$19.2	***$10.5***	***$16.0***
Earnings (loss) per share	($1.06)	($0.38)	($0.35)	***($0.33)***	***($0.26)***

52-Week range	$3.00 – $0.54	Fiscal year ends:	December
Shares outstanding a/o 08/12/20	43.6 million	Revenue/shares (ttm)	$0.32
Approximate float	34.9 million	Price/Sales (ttm)	4.0X
Market Capitalization	$56.2 million	Price/Sales (2021) E	3.5X
Tangible Book value/shr	($0.58)	Price/Earnings (ttm)	NMF
Price/Book	NMF	Price/Earnings (2021) E	NMF

**Excludes $8.4 million in one-time revenue stemming from the company becoming publicly traded in 2018.*

Phunware Inc., headquartered in Austin, Texas, designed and developed the Multiscreen-as-a-Service (MaaS) platform, a fully integrated enterprise cloud platform for mobile to its customers. MaaS platform provides customers with the products, solutions, data and services needed to build, manage, and monetize their mobile application portfolios at scale. PHUN's MaaS technology platform includes its patented location based services technology and service offerings.

Key Investment Considerations:

Maintaining Speculative Buy rating and increasing our 12-month price target to $2.00 per share from $1.50 due to a significant increase in sector valuation, partly offset by a decrease in our sales per share estimate.

Phunware has substantial growth potential for its Multiscreen-as-a-Service (MaaS) technology platform that includes its patented location based service technology and service offerings within markets such as healthcare, smart cities, and corporate campuses. Analysts project the mobile healthcare and smart cities markets could generate revenue of nearly $214 billion in 2025 and $464 billion in 2027, respectively.

While 2Q20 revenue was impacted by COVID-19 conditions and completing work for a large customer in 3Q19, we forecast sequential revenue growth resuming in 3Q20 through 2021. Supporting our forecast is a $10 million backlog of projects/deferred revenue for PHUN's MaaS technology and services to its customers.

In 1H20, PHUN obtained a combination of 15 new MaaS partnerships and customer contracts. The pent up demand caused by COVID-19 conditions should translate into sequential revenue growth and the company building its backlog of projects and deferred revenue through the end of 2021.

PHUN reported a 2Q20 loss (on 8-14-20) of ($0.08) per share on revenue of $2.2 million. In 2Q19, the loss per share was ($0.08) on sales of $5.5 million. Reduced 2Q20 sales reflects COVID-19 conditions and completing work for a large customer in 3Q19. We projected a loss of ($0.09) per share on revenue of $2.4 million.

For 2020, we project a loss of ($0.33) per share (unchanged) on revenue of $10.5 million (prior was $12.3 million). Our revenue forecast reflects reduced 2Q20 results due to the impact of COVID-19 pandemic conditions, offset in part by 2H20 sequential growth as pandemic conditions ease.

For 2021, we project a loss of ($0.26) per share (prior was ($0.30) per share) on 52.3% revenue growth to $16 million (unchanged), reflecting the easing of COVID-19 conditions and new customer deployments of higher margin recurring revenue from prior year partnerships.

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Appreciation Potential

Maintaining Phunware, Inc., with a Speculative Buy rating and increasing our 12-month price target to $2.00 per share from $1.50 due to a significant increase in sector valuation, partly offset by a decrease in our sales per share estimate stemming from a higher than anticipated share count (43.9 million, prior was 41 million). Our price target should be supported by the company growing its customer-base of higher margin recurring revenue to 2021. Recurring quarterly revenue has grown to approximately $2 million in 2Q20, up from approximately $700,000 in 1Q18. PHUN has accomplished recurring revenue growth through increasing its average customer contract length by 50% to 18-months and average contract value by 250% to $250,000. We anticipate recurring quarterly revenue could reach at least $3.5 million in 4Q21. Our revenue forecasts does not include the potential for its offering to penetrate additional markets (entertainment, aviation, hospitality, etc.) or one-time project work for political campaigns during the 2020 election cycle.

Our rating reflects the company obtaining in 1H20 a combination of 15 new MaaS partnerships and customer contracts, which include deployments of its MaaS technology platform in March/April/May 2020 even during the COVID-19 pandemic environment. In March 2020, its location based services technology and service offering was deployed by one of the largest US health systems within 30 facilities covering more than 22 million square feet. In April 2020, a global multinational customer plans to use PHUN's technology to manage its room bookings, enable positioning, wayfinding and navigation throughout its facilities, as well as enable employee location sharing. In May 2020, one of the largest US teaching hospitals located in New York deployed PHUN's mobile healthcare solution.

We also anticipate the company will continue to enhance its portfolio of service offerings based on its MaaS technology platform and patented location based service technology as it strives to become an integral part of the cloud-based big data mobile apps infrastructure.

Our 12-month price target of $2.00 per share implies shares could appreciate in excess of 50% over the next twelve months. According to finviz (a/o 08/18/20), the average trailing twelve-month price-to-sales multiple for companies in the Software – Application and Infrastructure sectors are 7X (prior was 4.6X). PHUN's trailing twelve-month price-to-sales multiple is 4X. We anticipate investors are likely to accord PHUN the sector multiple given its forecasted sales growth of 52.3% for 2021 exceeds the 12.5% sales growth for the industry. We applied a price-to-sales multiple of 7X (prior was 4.6X) to our 2021 sales per share forecast of $0.37, discounted for execution and COVID-19 risks, to obtain a year-ahead price target of approximately $2.00 per share.

A higher valuation of Phunware is likely to be supported by quarterly sequential sales growth that should begin in 2H20, a narrowing of operating losses, reduced cash burn, and an increase in its recurring revenue customer-base. In 2021, we forecast PHUN's operating losses narrowing to $9.7 million from an estimated loss of $12.2 million in 2020. The company's cash burn should narrow to $8.1 million in 2021 from $9.7 million in 2020.

We believe Phunware, Inc. is most suitable for high-risk tolerant investors that seek exposure to a micro cap company providing an integrated enterprise cloud MaaS technology platform for mobile to its customers.

Overview

Phunware Inc., headquartered in Austin, Texas, is a provider of the Multiscreen-as-a-Service (MaaS) platform, which is a fully integrated enterprise cloud platform for mobile infrastructures in order to provide companies the products, solutions, data, and services needed to build, manage, and monetize their mobile application portfolios at scale. PHUN's technology includes its patented location based service technology that provides in real-time unique features that include indoor and offshore tracking (as well as outdoor and onshore tracking) on the ground, in large buildings, and in the air. The offering meets the needs of the hearing and visually impaired and people that are in wheelchairs.

The company's mission is to assist customers in defining their brands, as well as to create, launch, promote, monetize and scale their mobile identities as a means to anchor consumers brand interactions. PHUN's MaaS technology platform of service offerings provides the entire mobile lifecycle of applications, media and data in one login through one procurement relationship at scale.

Phunware is striving through its development of technologies and services to become an integral part of the cloud-based big data mobile apps infrastructure. Over time, the company aims to dominate the intersection of mobile, cloud, and big data, enabling consumers to take control over how their data is used, shared and monetized.

History
Phunware, Inc. was incorporated in February 2009. On February 27, 2018, Phunware entered into an agreement and plan of merger with Stellar Acquisition III, Inc. Upon completion of the reverse merger (prior to the end of 2018), Phunware Inc., became a publicly traded corporation with its common stock trading on the Nasdaq Capital Market under the symbol PHUN.

Technology Platform

The company's technologies have evolved into its Multiscreen-as-a-Service (MaaS) cloud-based technology platform and service offerings, which are designed for the licensing and creation of category-defining mobile experiences for brands and their application users worldwide at scale. Phunware is transitioning its technology and service offering to generate a stream of recurring revenue (a Software-as-a-Service model) through the licensing of its technology platforms and service offerings. The higher margin recurring revenue subscription model is offered to customers typically on one-to-three year contracts. The MaaS cloud-based platform, which operates at scale for its customers is comprised of software development kits (SDKs), vertical solutions, a mobile application framework, data products, and location-based services.

<u>Software Development Kits (SDKs)</u>
SDKs are a collection of software development tools in one installable package and ease the creation of applications. Phunware offers SDKs for organizations developing their own applications via customized development services and prepackaged solutions. The company's MaaS platform is built on technological components that include SDKs, application programming interfaces, scripts, portals, integrations, interfaces and other software tools, solutions and services in order to address and provide application use and engagement analytics. Most importantly, it provides content management that allows application administrators to create and manage app content in a cloud-based portal, as well as alerts, notifications and messaging that enables brands to send messages to users. The company's MaaS platform and service offerings include a marketing automation tool that enables a customer to send messages (based on consumers location) as well as monitor workflow within an enterprise. The platform can also allow for location-based advertising within an app.

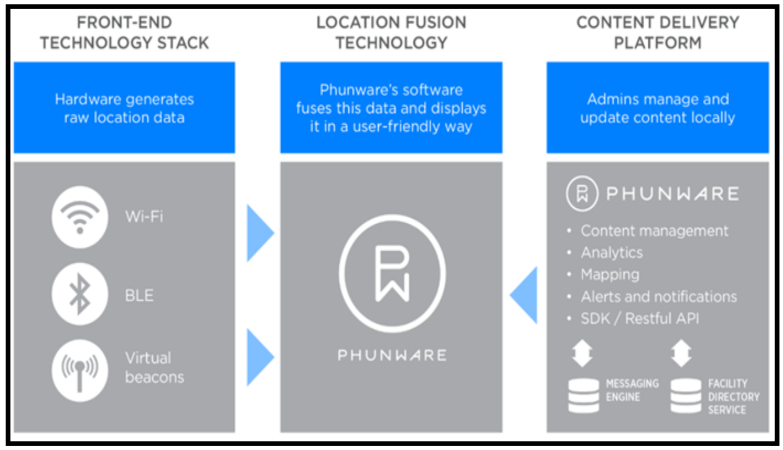
<u>Vertical Solutions</u>
The cloud-based vertical solutions offered by the company within its MaaS platform provide customers pre-integrated operating systems (iOS and Android) for its mobile application portfolio within the healthcare, media, retail, real estate, hospitality, sports, and aviation sectors. The company's MaaS offering is designed to enhance the end-user experience.

<u>Mobile Application Framework and Data</u>
PHUN's mobile application framework and data products offer real-time mobile audience targeting, reach, engagement, and monetization for insights and interactions globally at scale, as well as pre-integration of all the company's software technology modules for use within mobile application portfolios, solutions, and services. A long-term goal of Phunware is to empower and enable consumers or end users of mobile applications to own, control and be rewarded for the use of their personal data and information.

<u>Location-based Services</u>
A critical element for the company's future deployments and customer growth is its location-based services technology and service offerings. This module includes mapping, navigation, wayfinding, workflow, asset management and policy enforcement. A key differentiator of Phunware's location-based services is the ability to track (a mobile device) indoors and offshore within a hospital, buildings, stadiums/arenas, cruise ships, and airplane. The company's real-time blue-dot position uses Bluetooth Low Energy beacons, or Wi-Fi, GPS and/or Li-Fi (wireless communication utilizing light to transmit data and position between devices). Its location-based services comply with the Americans with Disability Act (i.e., for the wheelchair bound and visually impaired).

Facility-wide navigation enables users to navigate to, from, and throughout a large facility that includes dynamic points of interest, has customizable mapping elements and landmark based routing with intuitive, natural language. Overall, the offering allows for the leveraging of a users' location to enable step-by-step navigation to or from a facility with a routing experience that starts outside of the facility and continues indoors, between floor levels and throughout buildings.

Location sharing enables users to share, view and route to another person's location. This part of the company's location-based services allows for the finding of friends in a crowded venue or requesting in-store assistance from a retail associate directly to a user's real-time location.



An overall view of Phunware's location-based service technology flowchart is pictured on the right. The maps are easy to edit, manage and update directly within the Cloud, as well as configure and display points of interest (restroom facilities, restrict access areas, or wheelchair-accessible routes). The company anticipates being able to leverage its location-based service module within its MaaS technology platform to provide smart campuses for corporations and higher educational customers since this technology has the capability to potentially improve internal workflows and increase operational efficiency. It can make such improvements by taking advantage of location awareness to track employees, equipment and assets, as well as trigger customer workflows based on proximity alerts and gather valuable data on traffic patterns and more.

With social distancing becoming a key element of life due to COVID-19 pandemic conditions, location-based services are likely to be used by corporations and cities to assist in maintaining social distancing, tracking and identifying where medical equipment is located, and aid in contact tracing for individuals that contract COVID-19. Most importantly, this service in the current and post pandemic environment can provide assistance in handling real-time emergency response scenarios on mobile devices by contacting and dynamically routing people to safety, while simultaneously guiding first responders to an identified threat or emergency.

Growth Strategy

Phunware's mission is to expand not only its technology and service offering capabilities in order to become an integral part of the cloud-based big data mobile apps infrastructure, but to use those capabilities and service offerings to increase its higher margin recurring platform subscriptions and services customer-base.

Technology and services offerings

The company is taking advantage of their investments in research and development since its founding in 2009 in order to continually extend the technology within and functionality of its service offerings. A key to future growth was expansion of technological capabilities to include location-based services, which was solidified in April 2019, when a patent award was granted for a component of the technology. Phunware's patented location-based services software and management solution technology should provide it with a competitive market differentiator for customers deploying its MaaS platform. This technology should enable the company to obtain new customers in the healthcare industry, corporations looking to develop smart campuses to manage workers and workflow in the current and post COVID-19 environment, as well as cities and municipalities looking to develop smart city applications.

In 2020, the company launched new services based on its Maas technology platform. The new services include Gather Safe, a mobile application designed to assist customers as employees are brought back to corporate work environments and facilities, Smart City Pandemic Response Solution on mobile for government officials, and

Healthy Spaces, to help people and businesses track and monitor personal health information and gather together more safely by tech-enabling pre-screening, health and safety protocols.

Customer Base

The company aims to grow its customer base by primarily developing indirect channel relationships and partnerships, as well as developing an internal staff to support existing customers and the sales process for obtaining new customers. Phunware should be able to leverage its mobile expertise and capabilities to compete effectively for new customers both directly and indirectly.

In 1H20, the company increased its customer base by eight through new engagements for its technology platform and services. The sectors were healthcare (five), mobile corporate campus offering (two), and a MaaS enterprise deployment (1). Most of these new customer wins should enable the company to grow its base of recurring revenue. The company's high margin recurring revenue reached approximately $2 million in 2Q20, up from $700,000 in 1Q18.

Partnerships

By expanding the number of partnerships and achievements, the company should be able to have its MaaS technology platform service offering marketed to a broad base of potential new customers. The company's partners should be able to use and leverage the mobile expertise Phunware's support professionals have developed over the last ten years. In August 2020, the company announced a co-sell partnership with Tech Data, an end-to-end technology distributor specializing in information technology products and services. This co-sell partnership provides Phunware's products and solutions to regional, national and global technology providers through Tech Data relationships that includes Allied Automation, Connection, and ePlus.

Healthcare

We anticipate the mobile and virtual healthcare market is likely to be a key growth vertical for the company. In 1H20, the company announced the deployment of its MaaS platform to provide an integrated health system in New York with its mobile healthcare solution to enhance the patient experience, but also to address critical challenges clinicians face in responding to the COVID-19 pandemic. Also, a mobile telemedicine solution was launched for new and existing healthcare customers of its MaaS technology platform. This new service offering should find a place within the virtual healthcare segment of the marketplace. Phunware announced the deployment of its MaaS technology platform in support of a custom mobile application for one of the nation's largest health systems. The technology deployment is across 30 facilities covering more than 22 million square feet. This comprehensive integration of the company's patented location based services offering will enhance the customer's digital front door by engaging patients on mobile across the continuum of care, while optimizing both operational and staff efficiencies.

Technology

The company's technology portfolio and associated applications supports its growth initiatives. Phunware has a portfolio of intellectual property that includes 17 US issued patents and 5 pending patent applications. In August 2020, the USPTO issued a US Patent Covering – Systems and Methods for Enterprise Branded Application Frameworks for Mobile and Other Environments. The new patent allowance should support, expand, and protect its core patent portfolio underlying its Multiscreen-as-a-Service (MaaS) platform. The company's fully integrated services platform enables brands to engage, manage and monetize users on mobile.

Projections

Basis of Forecast

The company's revenue growth should be driven primarily by new higher margin recurring platform subscriptions and services revenue customers for its MaaS technology platform and service offering. The company has built its recurring revenue of platform subscriptions and services to $2.4 million in 1Q20, up from $700,000 in 1Q18. In 2Q20, recurring revenue of platform subscriptions dipped to approximately $2 million. Entering 2H20, the company has increased its average customer contract length by 50% to 18-months and grown its average contract value nearly 250% to $250,000.

We anticipate 2H20 recurring revenue to show sequential revenue growth as COVID-19 pandemic conditions begin to ease. Growth in revenue in 2H20 and 2021 should be supported by the company's customers returning to work, as well as short-term deferred revenue of nearly $3 million, up from $1 million in 2017. Our overall revenue forecast should be supported by the company's total backlog of approximately $10 million.

While application transaction revenue decrease in 1H20 to $439,000 from $912,000 in the year-ago period, a rebound in application transactions and recurring revenue customers should occur in 2H20 and in 2021 as technology companies could have the ability to rebound faster than industrial or service orientated organizations.

Gross margin should expand during our forecast period as the company maintains its higher margin recurring platform subscriptions and services sales of at least 80% of total sales. We project by 4Q21, gross margin should reach 66.1%, up from 52.9% in 4Q19.

Operations – 2020

We project revenue decreasing to $10.5 million (prior was $12.3 million) compared to $19.2 million in 2019 due primarily to the loss of its largest customer in 3Q19 and COVID-19 pandemic conditions in 1H20. Gross profit should decrease to $6.7 million from $10.1 million due primarily to lower sales, partly offset by gross margin improving to 64.2% compared to 52.9% in 2019.

We project the operating loss to be flat at approximately $12.2 million as lower sales are offset by gross margin improvement and operating expenses decreasing to $19 million from $22.4 million in 2019. Our operating expense forecast includes $4 million in non-cash stock-based compensation compared to $1.8 million in 2019. The decrease in operating expense is due to cost reductions made in 1H20 that should translate into approximately $3.3 million in annualized savings. We anticipate G&A expense flat at $15.4 million. Sales and marketing expenses are expected to decrease by $1.1 million to nearly $1.6 million reflecting rationalization of costs in 1H20 due to the COVID-19 pandemic. We anticipate R&D expenses decreasing $2.3 million to nearly $2 million.

Non-operating expense consists of an increase in interest expense to $1.5 from $581,000 in 2019 due primarily to higher debt balances.

Our net loss projection is unchanged at $13.8 million or ($0.33) per share, on an estimated 42.2 million average outstanding shares compared to a loss of $12.8 million or ($0.35) per share, on nearly 36.9 million average outstanding shares.

At December 31, 2019, the company had federal net operating loss carryforwards of $106.6 million, of which $21 million will never expire and $85.7 million will expire at various dates beginning in 2030. State and local net operating loss carryforwards were $53.2 million.

Finances – 2020

We project cash burn of nearly $9.7 million and a decrease in working capital of $2.2 million. The decrease in working capital is due primarily to increases in payables, accruals, and deferred revenue, as well as a decrease in receivables. Borrowings are unlikely to cover cash used in operations of $7.5 million, capital expenditures, and repayment of the company's receivable factoring agreement. Cash should decrease by $250,000 to $112,000 at December 31, 2020.

Operations – 2021

We project revenue increasing 52.3% to $16 million (unchanged) due primarily to the company's recurring revenue customers for its MaaS technology platform and service offerings expanding within the healthcare, smart cities, and corporate campus sectors and modest growth of application transaction revenue. Gross profit should increase 56.9% to nearly $10.6 million due to sales growth and gross margin expanding to 66.1% compared to an estimated 64.2% in 2020. The improvement in gross margin reflects increasing higher margin platform subscriptions and services sales.

We project the operating loss narrowing to $9.7 million compared to an estimated loss of $12.2 million in 2020 as operating expense margin improves to 127% from an estimated 181% in 2020. We anticipate operating expenses increasing 7% to $20.3 million which includes approximately $3.2 million in non-cash stock-based compensation. We project a 3.7% increase in G&A expense to nearly $16 million due primarily to support customer growth. Sales and marketing expense should increase by 72.3% to $2.7 million as the company will be spending on marketing initiatives to increase the company's customer base. We anticipate R&D expenses of $1.6 million compared to an estimated $2 million in 2020.

We project non-operating interest expense increasing to $1.6 million compared to $1.5 million due to higher debt balances, offset in part by a lower interest rate. We project a net loss of $11.3 million or ($0.26) per share on average shares outstanding of nearly 43.9 million. We previously projected a net loss of $12.1 million or ($0.30) per share on average shares outstanding of nearly 41 million.

Finances – 2021

We project cash burn of nearly $8.1 million and a decrease in working capital of $5.3 million. The decrease in working capital is due primarily to increases in payables, accruals, and deferred revenue. Borrowings and the exercise of stock options could cover cash used in operations of $2.7 million, capital expenditures and repayment of debt. Cash should increase $14,000 to $126,000 million at December 31, 2021.

2Q20 and 1H20 Results

2Q20

Revenue decreased to $2.2 million compared to $5.5 million, reflecting lower platform subscriptions and services sales stemming from the company completing its statement of work for Fox Networks Group in 3Q19 and application transactions decreasing $228,000 to $190,000 due to decreased/ceased advertising campaigns. Excluding the revenue from Fox, which was approximately $3.1 million in 2Q19, platform subscriptions and services sales, would have been unchanged.

Gross profit was $1.4 million compared to $2.8 million reflecting lower sales, offset in part by gross margin expansion to 65.3% from 50.6% in the year-ago period reflecting a shift to higher margin subscription customers. Operating expenses decreased to $4.4 million from $5.7 million in 2Q19. The decrease in operating expenses was driven by lower sales and marketing and R&D expenses, which decreased a combined $1.1 million to $655,000. G&A expenses decrease by $210,000 to nearly $3.8 million due primarily to reduced headcount and a reduction in professional fees, partly offset by an increase in stock-based compensation.

Non-operating expense was $541,000 compared to $138,000 in the year-ago period. Interest expense increased to $460,000 from $151,000 in 2Q20, due primarily to higher debt balances. The company recorded a loss of $81,000 on extinguishment of debt, which did not occur in the year-ago period.

The net loss was $3.5 million or ($0.08) per share on nearly 41.9 million outstanding average shares, compared to a net loss of $3.1 million or ($0.08) per share on over 38.8 million outstanding average shares. We forecast a loss of ($0.09) per share on revenue of $2.4 million.

1H20 Results

Revenue decreased to nearly $4.9 million compared to $10.8 million, reflecting lower platform subscriptions and services sales stemming from the company completing its statement of work for Fox Networks Group in 3Q19 and application transactions decreasing $473,000 to $439,000 due to decreased/ceased advertising campaigns. Excluding the revenue from Fox, which was approximately $6.4 million in 1H19, platform subscriptions and services sales would have increased to $10.8 million compared to $9.9 million in the year-ago period.

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Total Revenue	**$ 4,853**	**$ 10,825**	**(55.2%)**
Total Cost of Sales	1,859	5,339	**(65.2%)**
Gross Profit	$ 2,994	$ 5,486	**(45.4%)**
Total Operating Expenses	9,826	11,720	**(16.2%)**
Operating Income	(6,832)	(6,234)	**9.6%**
Total Other Income (Expense)	(642)	(322)	**NMF**
Pre-Tax Income	(7,474)	(6,556)	**14.0%**
Income tax expense	-	(5)	
Net Income (loss)	$ (7,474)	$ (6,561)	**39.9%**
Earnings (loss) per share	($0.18)	($0.19)	
Avg Shares Outstanding	40,982	34,537	
Margins			
Gross margin - combinded	61.7%	50.7%	
Operating Margin	(140.8%)	(57.6%)	
Pre-Tax Margins	(154.0%)	(60.6%)	
Tax Rate	0.0%	(0.1%)	
Source: company reports			

Gross profit was nearly $3 million compared to $5.5 million reflecting lower sales, offset in part by gross margin expansion to 61.7% from 50.7% in the year-ago period. Operating expenses decreased to $9.8 million from $11.7 million in 1H19. The reduction in operating expenses was due primarily to reduced headcount and a reduction in professional fees, partly offset by an increase in stock-based compensation.

Non-operating expense was $642,000 compared to $322,000 in the year-ago period. The increase was due primarily to higher interest expense reflecting higher debt balances in 2Q20. The company recorded a loss of $81,000 on extinguishment of debt, which did not occur in the year-ago period.

The net loss was $7.5 million or ($0.18) per share on nearly 41 million outstanding average shares, compared to a net loss of $6.6 million or ($0.19) per share on over 34.5 million outstanding average shares.

Finances
In 1H20, cash burn of $5.3 million and a $587,000 decrease in working capital resulted in cash used in operations of nearly $4.8 million. The decrease in working capital was due primarily to a decrease in receivables and increases in payables and accruals. Borrowings did not cover cash used in operations and payments of the company's factoring agreement. Total cash and restricted cash combined decreased $117,000 to $245,000 at June 30, 2020. On the balance sheet, non-current restricted cash was $91,000.

Capital Structure
At June 30, 2020 the company had total outstanding debt of nearly $5.7 million, of which nearly $4.4 million is long-term (a combination of convertible debt of $1 million, paycheck protection program loan of nearly $2.9 million, and related party promissory notes of $555,000) and $1.3 million is short-term. The company also has $1.2 million PhunCoin rights listed as short-term deposits on the company's balance sheet, as well as $363,000 in factored receivables payable.

On July 15, 2020, PHUN issued a Series A Senior Convertible Note to an institutional investor with an initial principal amount of over $4.3 million (including an original issue discount of $320,000) in a private placement. The company repaid in full the outstanding principal balance, accrued and unpaid interest and make-whole amount on the senior convertible note issued on March 20, 2020. After the repayment, aggregate net cash proceeds were nearly $1.8 million. PHUN issued a Series B Senior Secured Convertible Note to an institutional investor with an initial principal amount of $17.3 million (reflecting an original issue discount of nearly $1.3 million). The investor paid for the Series B Note by delivering a secured promissory note with an initial principal amount of $16 million.

The company will only receive cash under the series B note upon cash repayment of the corresponding investor note. The investor may, at its option and at any time, voluntarily prepay an Investor Note, in whole or in part. The note may be satisfied through netting against the Series B Note rather than through the payment of cash.

The series A note and outstanding balance on the series B note will each bear interest at a rate of 7% per annum and includes a make-whole of interest from the date of issuance through the maturity date of December 31, 2021. The unused proceeds of the series B note bears interest at a rate of 3% per annum.

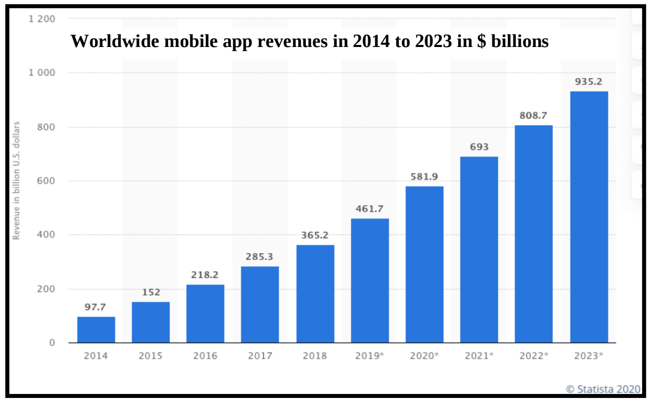
On August 14, 2020, PHUN entered into an at-the-market issuance sales agreement of its common stock (up to $15 million) with Ascendiant Capital Markets. PHUN is not obligated to sell any common stock under the agreement.

Mobile Markets

Mobile Applications Market
In December 2019, Comscore issued a report that indicated that US consumers spent 77% of their time online on a mobile device with 89% spent in mobile apps compared to mobile Websites. Comscore reported that in June 2019, US consumers spent 63% of their mobile minute's time using smartphone apps, up from 50% in June 2017. All other categories were flat to down with desktop usage falling to 23% compared to 34% in June 2017. Comscore's data show that the share of mobile time spent is significant in certain US industries with gaming leading the way at 94%.

Some of the key verticals Phunware's technology and service offerings seek to penetrate are at 77% mobile for healthcare, 63% for corporations, and 28% and 23% for government and education, respectively. The latter two categories are likely to increase due to the COVID-19 pandemic environment.

The chart on the right (source: Statista 2020) shows that the mobile apps market could reach $935 billion in 2023, up from $365 billion in 2018 for annualized growth of approximately 20.7%. Growth is driven by increased paid downloads and in-app advertising.



Location-based Services

In March 2020, ResearchAndMarkets.com published a report projecting the global location-based services market to reach $126.4 billion in 2025, up from $36.2 billion in 2019 for annualized growth of 23.2%. Primary drivers are expected to be increased smartphone usage as the United Nations reported that approximately 41.5% of the total world population used a smartphone in 2019. As technology advances, industries seem to be willing to adopt new systems, primarily to improve their efficiency. With the development of cloud computing and Internet of Things systems, corporations have the ability to automate a significant portion of their operations. Driving location-based services growth should be increased usage within the healthcare sector. An example provided in the report was a Texas healthcare system saving $412,000 using a real-time location-based system for medical equipment as it is now easy to locate and be maintained. Additional data in the report that should support future grow was as of October 2018, there were more than 9.1 billion mobile connections and nearly 5.2 billion unique mobile subscribers.

We anticipate location-based services are likely to expand into mobile and virtual healthcare, aid in government's smart cities technology initiatives, and mobile corporate campus technology infrastructure due primarily to the COVID-19 pandemic.

Healthcare

In February 2020, MarketandMarket published a report indicating that the mHealth (mobile) Solutions Market could grow annually by 33% reaching $213.6 billion by 2025 from an estimated $50.8 billion in 2020. The mHealth market should be driven by the increases in the adoption of smartphones, penetration of 3G/4G networks, utilization of connected devices, and mHealth apps for the management of chronic diseases, as well as a rising focus on cost containment in healthcare delivery. North America should dominate the mHealth solutions market, followed by Europe and the Asia Pacific region.

In 2019, the Journal of mHealth reported that healthcare technology with a focus on healthcare apps for smartphone devices is a rapidly growing field with vastly different targets and purposes. Continuous improvements in both tablets and smartphones should drive growth. The benefit of mobile healthcare apps includes the ability to make clinical decisions within a home healthcare management setting. The Journal of mHealth wrote that the purposes of the apps are incredibly diverse, with some apps providing in-hospital clinical support, while other apps aim to provide healthcare services to developing countries that lack medical devices for proper patient care.

Smart Cities

In February 2020, Grandview Research projects that the global smart cities technology market could grow annually by 24.7% reaching nearly $464 billion in 2027 from approximately $84 billion in 2019. The report by Grandview Research indicates that smart cities include a number of different domains and application areas that are enhanced with technological advancements and their effective use to provide services to people. This should fit well with Phunware's technology platform and services that includes its patented location-based services offering. The company's smart cities service offering, which is based on its MaaS platform, addresses a diverse set of problems, such as efficient transportation, smart and enhanced buildings and homes, optimization of energy utilization, as well as providing state and local government agencies with tools to improve administrative services such as healthcare given COVID-19 pandemic conditions.

Competitive Landscape

The mobile applications technology and solutions market is highly competitive and fragmented. The introduction of new technologies and the potential entry of new competitors into the market would result in increased competition. PHUN competes primarily with companies offering cloud-based software solutions for location-based services, mobile marketing automation, content management, analytics and audience monetization, as well as data and campaign management for audience building and engagement. Also, competition includes in-house mobile teams and products developed by software providers that allow customers to build and scale new mobile applications. Primary publicly trading competitors include Adobe and Oracle, along with private companies such as Urban Airship, Chaotic Moon, and Adroll.

Phunware's competitors are likely to have the ability to devote greater resources to the development, promotion and sale of their products and services. To be competitive in the mobile applications technology market a company needs to have established marketing relationships, access to large customer bases, and major distribution agreements with consultants, system integrators and resellers. Also companies in this market may establish cooperative relationships among themselves or with third parties that would enhance their own product offerings. The major competitive factors in this market include product features and functionality, location accuracy, customer satisfaction, deployment options and hardware flexibility, functionality, implementation services and customer support, as well as total cost of ownership.

Many of PHUN's competitors have significantly greater financial, research and development, and sales and marketing resources. These competitors could potentially use their greater financial resources to acquire other companies to gain and develop additional technologies and market share, as well as enhance systems and analytical capabilities and/or products or features that could effectively compete with Phunware's technology and applications that provide mobile application technology services.

Risks

In our view, these are the principal risks underlying the stock.

<u>Operating Losses – Going Concern</u>
Phunware Inc. has yet to generate an operating profit. At June 30, 2020, the company's accumulated deficit was nearly $131.1 million, up from $102 million in 2017. Losses are likely to continue but diminish through our forecast period. The lack of operating profits could result in the company's inability to execute its growth strategy and diminish its operations. The company's ability to continue as a going concern will depend upon the availability and terms of future funding, sales growth, improved operating margins, and the ability generate profits. If PHUN is unable to achieve these goals, its business could be jeopardized and may not be able to continue.

<u>Customer Concentration</u>
In 2Q20, PHUN had three customers accounting for 60% of net sales compared to three customers accounting for 69% of net sales in the year-ago period. In 2Q20, three customers accounted for 45% of receivables compared to four customers accounting for 59% in 2Q19.

<u>COVID-19 Global Pandemic</u>
A potential disruption of US economic conditions lies in the global spread of COVID-19 that is likely to cause supply chain and demand issues which could adversely impact corporate operating results.

<u>Workforce Reductions</u>
PHUN has been implementing certain initiatives to improve the performance of its business; however, during 2019, two workforce reductions occurred (44 persons combined). In 1Q20, in response to the COVID-19 outbreak, the company furloughed 37 workforce professionals. The workforce reductions could prevent the company from engaging in certain initiatives to improve the performance of its business, due to an insufficiency of workforce size or an insufficiency of certain required skills that could have an adverse effect on overall operations.

Legal Proceedings

The company and its CEO are parties to legal proceedings with Uber and the company and executive officers and former and current board members are parties to legal proceedings with Wild Basin Investments, LLC. The company is unable to predict with certainty the outcomes of the legal proceedings. The outcomes could require the company to take, or refrain from taking, actions which could negatively affect its operations. Legal proceedings could involve substantial costs, including the costs associated with investigation, litigation and possible settlement, judgment, penalty, or fine. An adverse ruling in respect of the Uber or any other litigation could have a significant impact of the company's financial condition and operations. In August 2020, the court issued its order on Uber's sanctions motion. The court's order, struck Phunware's complaint and its answer to Uber's first amended cross-complaint so that default judgment should be entered against the company. PHUN intends to contest the order and will file an appeal with the appellate court. The case is still proceeding as to the remaining third party defendants.

In March 2020, Ellenoff Grossman & Schole filed a lawsuit against PHUN seeking monetary damages of $690,000 for alleged unpaid invoices related to legal services rendered for Stellar in conjunction with the reverse merger. Pursuant to a stipulation, PHUN has until September 15, 2020 to respond to the complaint. The company and EGS are exploring the possibility of resolution of this matter and are in the process of drafting a settlement agreement, but there can be no guarantees that a resolution will be successful.

Intellectual Property

The company protects its intellectual property through trade secrets law, patents, copyrights, trademarks and contracts, as well as the establishment of business procedures designed to maintain the confidentiality of proprietary information such as the use of its licenses with customers and use of confidentiality agreements and intellectual property assignment agreements with employees, consultants, business partners, etc.

In the US, PHUN has 17 patents issued and 5 non-provisional patent applications. The issued patents expire between 2027 and 2036.

Third parties may infringe on or misappropriate IP rights, or otherwise independently develop substantially equivalent products and/or services. The loss of intellectual property protection or the inability to secure or enforce intellectual property protection could harm its business and/or ability to compete.

Cyber Security

PHUN operates large and complex technology networks and systems to process, transmit and securely store electronic information and to communicate among locations and customers that contain significant amounts of client data. Unauthorized third parties could attempt to gain entry to its computer systems for the purpose of stealing data or disrupting the systems. The company believes appropriate measures are in place to protect client data from intrusion, and will constantly work to improve and enhance its computer systems. However, if its systems prove not to be secure, the company could suffer significant harm since client contracts typically contain provisions that require their data to remain confidential.

Shareholder Control

Executive officers and directors combined, own 12.9% of the outstanding voting stock (April 2020). Two investors own 9.9% of the company's outstanding voting stock. These owners could greatly influence the outcome of matters requiring stockholder approval, which decisions may or may not be in the best interests of the other shareholders.

Miscellaneous Risk

The company's financial results and equity values are subject to other risks and uncertainties, including competition, operations, financial markets, regulatory risk, and/or other events. These risks may cause actual results to differ from expected results.

Trading Volume

Based on our calculations, the average daily-volume in 2019 was 503,800 shares. During the three months to August 19, 2020, volume increased to 6.3 million. The company has a float of 34.9 million shares and shares outstanding of 43.6 million.

Phunware, Inc.
Consolidated Balance Sheets
FY2017 – FY2021E
(in thousands)

	FY17A	FY18A	FY19A	1Q20A	2Q20A	**FY20E**	**FY21E**
ASSETS							
Current assets:							
Cash	$ 308	$ 844	$ 276	$ 833	$ 154	**$ 112**	**$ 183**
Accounts receivable, net	6,206	3,606	1,671	913	928	**1,021**	**1,333**
Prepaid expenses and other current assets	385	272	368	475	560	**525**	**560**
Total current assets	6,899	4,722	2,315	2,221	1,642	**1,658**	**2,077**
Property and equipment, net	128	66	24	16	15	**15**	**15**
Goodwill	25,886	25,821	25,857	25,784	25,781	**21,165**	**20,000**
Intangible assets, net	901	521	253	212	175	**100**	**25**
Deferred tax asset - long term	-	64	241	241	241	**241**	**241**
Restricted cash	-	5,500	86	91	91	**91**	**91**
Other assets	187	187	276	276	276	**276**	**276**
Total assets	$ 34,001	$ 36,881	$ 29,052	$ 28,841	$ 28,221	**$ 23,546**	**$ 22,725**
LIABILITIES AND STOCKHOLDERS' EQUITY							
Current liabilities:							
Accounts payable	3,548	9,890	10,159	10,670	9,737	**10,556**	**12,734**
Accrued expenses	8,796	3,028	4,035	4,404	4,415	**4,962**	**6,400**
Deferred revenue	1,044	2,629	3,360	3,132	2,980	**3,480**	**4,530**
PhunCoin deposits	-	-	1,202	1,202	1,202	**1,202**	**1,202**
Factored receivables payable	1,816	2,434	1,077	450	363	**-**	**-**
Notes payable - related party	-	1,993	-	1,195	1,333	**1,333**	**1,333**
Total current liabilities	15,204	19,974	19,833	21,053	20,030	**21,533**	**26,199**
Debt	-	-	910	2,104	3,810	**3,835**	**7,835**
Debt - related party	-	-	195	755	555	**555**	**555**
Deferred tax liabilities	387	64	241	241	241	**241**	**241**
Deferred revenue	7,165	5,622	3,764	3,200	2,876	**3,476**	**4,726**
Deferred rent	98	17	83	135	195	**200**	**188**
Investor deposits	3,243	-	-	-	-	**-**	**-**
Redeemable convertible preferred stock, $0.0001	-	5,377	-	-	-	**-**	**-**
Stockholders' equity:							
Common stock,$.0001 par value; authorized 1,00,000,000 shares;	3	3	4	4	4	**4**	**4**
Additional paid-in capital	110,265	118,062	128,008	129,370	132,045	**132,013**	**135,213**
Accumulated other comprehensive income	(347)	(418)	(382)	(454)	(457)	**(878)**	**(3,478)**
Retained earnings (accumulated deficit)	(102,017)	(111,820)	(123,604)	(127,567)	(131,078)	**(137,433)**	**(148,758)**
Total stockholders' equity	7,904	5,827	4,026	1,353	514	**(6,294)**	**(17,019)**
Total liabilities and stockholders' equity	$ 34,001	$ 36,881	$ 29,052	$ 28,841	$ 28,221	**$ 23,546**	**$ 22,725**
SHARES OUT	24,560	27,253	39,818	40,400	43,555	**43,700**	**44,100**

Source: Company reports and Taglich Brothers estimates

Phunware, Inc.
Annual Income Statement
FY2017 – FY2021E
(in thousands)

	FY17A	FY18A	FY19A	2Q20A	**FY20E**	**FY21E**
ASSETS						
Current assets:						
Cash	$ 308	$ 844	$ 276	$ 154	**$ 112**	**$ 126**
Accounts receivable, net	6,206	3,606	1,671	928	**905**	**1,156**
Prepaid expenses and other current assets	385	272	368	560	**525**	**560**
Total current assets	6,899	4,722	2,315	1,642	**1,542**	**1,842**
Property and equipment, net	128	66	24	15	**15**	**15**
Goodwill	25,886	25,821	25,857	25,781	**21,165**	**20,355**
Intangible assets, net	901	521	253	175	**100**	**25**
Deferred tax asset - long term	-	64	241	241	**241**	**241**
Restricted cash	-	5,500	86	91	**91**	**91**
Other assets	187	187	276	276	**276**	**276**
Total assets	$ 34,001	$ 36,881	$ 29,052	$ 28,221	**$ 23,430**	**$ 22,845**
LIABILITIES AND STOCKHOLDERS' EQUITY						
Current liabilities:						
Accounts payable	3,548	9,890	10,159	9,737	**10,995**	**12,734**
Accrued expenses	8,796	3,028	4,035	4,415	**4,962**	**6,520**
Deferred revenue	1,044	2,629	3,360	2,980	**3,480**	**4,530**
PhunCoin deposits	-	-	1,202	1,202	**1,202**	**1,202**
Factored receivables payable	1,816	2,434	1,077	363	**-**	**-**
Notes payable - related party	-	1,993	-	1,333	**1,333**	**1,333**
Total current liabilities	15,204	19,974	19,833	20,030	**21,972**	**26,319**
Debt	-	-	910	3,810	**3,835**	**7,835**
Debt - related party	-	-	195	555	**555**	**555**
Deferred tax liabilities	387	64	241	241	**241**	**241**
Deferred revenue	7,165	5,622	3,764	2,876	**3,476**	**4,726**
Deferred rent	98	17	83	195	**200**	**188**
Investor deposits	3,243	-	-	-	**-**	**-**
Redeemable convertible preferred stock, $0.0001	-	5,377	-	-	**-**	**-**
Stockholders' equity:						
Common stock,$.0001 par value; authorized 1,00,000,000 shares;	3	3	4	4	**4**	**4**
Additional paid-in capital	110,265	118,062	128,008	132,045	**132,013**	**135,213**
Accumulated other comprehensive income	(347)	(418)	(382)	(457)	**(1,433)**	**(3,478)**
Retained earnings (accumulated deficit)	(102,017)	(111,820)	(123,604)	(131,078)	**(137,433)**	**(148,758)**
Total stockholders' equity	7,904	5,827	4,026	514	**(6,849)**	**(17,019)**
Total liabilities and stockholders' equity	$ 34,001	$ 36,881	$ 29,052	$ 28,221	**$ 23,430**	**$ 22,845**
SHARES OUT	24,560	27,253	39,818	43,555	**43,700**	**44,100**

*Includes $8.4 million in one-time revenue stemming from the company becoming publicly traded in 2018.

Source: Company reports and Taglich Brothers estimates

Phunware, Inc.
Income Statement Model
Quarters FY2019A – 2021E
(in thousands)

	Q1 19 A	Q2 19 A	Q3 19 A	Q4 19 A	FY19 A	Q1 20 A	Q2 20 A	Q3 20 E	Q4 20 E	**FY20 E**	Q1 21 E	Q2 21 E	Q3 21 E	Q4 21 E	**FY21 E**
Net revenues	$ 5,315	$ 5,510	$ 5,637	$ 2,688	$ 19,150	$ 2,640	$ 2,213	$ 2,650	$ 3,000	**$ 10,503**	$ 3,400	$ 3,800	$ 4,200	$ 4,600	**$ 16,000**
Cost of sales	2,617	2,722	2,418	1,263	9,020	1,091	768	900	1,005	**3,764**	1,135	1,265	1,450	1,575	**5,425**
Gross Profit	2,698	2,788	3,219	1,425	10,130	1,549	1,445	1,750	1,995	**6,739**	2,265	2,535	2,750	3,025	**10,575**
Operating Expenses:															
Sales and marketing	724	665	705	612	2,706	605	277	300	400	**1,582**	550	650	750	775	**2,725**
General and administrative	3,975	3,970	3,754	3,704	15,403	3,945	3,760	3,800	3,900	**15,405**	3,850	3,925	4,000	4,200	**15,975**
Research and development	1,309	1,077	1,052	895	4,333	861	378	375	375	**1,989**	400	400	400	400	**1,600**
Total Operating Expenses	6,008	5,712	5,511	5,211	22,442	5,411	4,415	4,475	4,675	**18,976**	4,800	4,975	5,150	5,375	**20,300**
Operating Income (loss)	(3,310)	(2,924)	(2,292)	(3,786)	(12,312)	(3,862)	(2,970)	(2,725)	(2,680)	**(12,237)**	(2,535)	(2,440)	(2,400)	(2,350)	**(9,725)**
Interest (expense) income	(188)	(151)	(145)	(97)	(581)	(101)	(460)	(475)	(475)	**(1,511)**	(400)	(400)	(400)	(400)	**(1,600)**
Loss os extinguishment of debt	-	-	-	-	-	-	(81)	-	-	**(81)**	-	-	-	-	**-**
Fair value adjustment for warrant liabilities	-	-	-	-	-	-	-	-	-	**-**	-	-	-	-	**-**
Impairment of digital currencies	-	-	-	-	-	-	-	-	-	**-**	-	-	-	-	**-**
Other income (expense)	4	13	11	(1)	27	-	-	-	-	**-**	-	-	-	-	**-**
Total Other Income (expense)	(184)	(138)	(134)	(98)	(554)	(101)	(541)	(475)	(475)	**(1,592)**	(400)	(400)	(400)	(400)	**(1,600)**
Pre-Tax Income (loss)	(3,494)	(3,062)	(2,426)	(3,884)	(12,866)	(3,963)	(3,511)	(3,200)	(3,155)	**(13,829)**	(2,935)	(2,840)	(2,800)	(2,750)	**(11,325)**
Income Tax Expense (Benefit)	-	5	-	-	5	-	-	-	-	**-**	-	-	-	-	**-**
Net income (loss)	(3,494)	(3,067)	(2,426)	(3,884)	(12,871)	(3,963)	(3,511)	(3,200)	(3,155)	**(13,829)**	(2,935)	(2,840)	(2,800)	(2,750)	**(11,325)**
Earning (loss) per share	$ (0.12)	$ (0.08)	$ (0.06)	$ (0.10)	$ (0.35)	$ (0.10)	$ (0.08)	$ (0.07)	$ (0.07)	**$ (0.33)**	$ (0.07)	$ (0.06)	$ (0.06)	$ (0.06)	**$ (0.26)**
Avg Shares Outstanding	30,264	38,810	39,027	39,415	36,879	40,095	41,869	43,000	43,700	**42,166**	43,750	43,850	43,950	44,000	**43,888**
Adjusted EBITDA	$ (3,037)	$ (2,597)	$ (1,529)	$ (3,038)	$ (10,201)	$ (3,178)	$ (1,817)	$ (1,558)	$ (1,508)	**$ (8,061)**	$ (1,635)	$ (1,540)	$ (1,500)	$ (1,450)	**$ (6,125)**
Margin Analysis															
Gross margin	50.8%	50.6%	57.1%	53.0%	52.9%	58.7%	65.3%	66.0%	66.5%	**64.2%**	66.6%	66.7%	65.5%	65.8%	**66.1%**
Sales and marketing	13.6%	12.1%	12.5%	22.8%	14.1%	22.9%	12.5%	11.3%	13.3%	**15.1%**	16.2%	17.1%	17.9%	16.8%	**17.0%**
General and administrative	74.8%	72.1%	66.6%	137.8%	80.4%	149.4%	169.9%	143.4%	130.0%	**146.7%**	113.2%	103.3%	95.2%	91.3%	**99.8%**
Research and development	24.6%	19.5%	18.7%	33.3%	22.6%	32.6%	17.1%	14.2%	12.5%	**18.9%**	11.8%	10.5%	9.5%	8.7%	**10.0%**
Operating margin	(62.3%)	(53.1%)	(40.7%)	(140.8%)	(64.3%)	(146.3%)	(134.2%)	(102.8%)	(89.3%)	**(116.5%)**	(74.6%)	(64.2%)	(57.1%)	(51.1%)	**(60.8%)**
Pre-tax margin	(65.7%)	(55.6%)	(43.0%)	(144.5%)	(67.2%)	(150.1%)	(158.7%)	(120.8%)	(105.2%)	**(131.7%)**	(86.3%)	(74.7%)	(66.7%)	(59.8%)	**(70.8%)**
Tax rate	0.0%	(0.2%)	0.0%	0.0%	(0.0%)	0.0%	0.0%	0.0%	0.0%	**0.0%**	0.0%	0.0%	0.0%	0.0%	**0.0%**
YEAR / YEAR GROWTH															
Total Revenues	NA	NA	NA	NA	(61.3%)	(50.3%)	(59.8%)	(53.0%)	11.6%	**(45.2%)**	28.8%	71.7%	58.5%	53.3%	**52.3%**

Source: Company reports and Taglich Brothers estimates

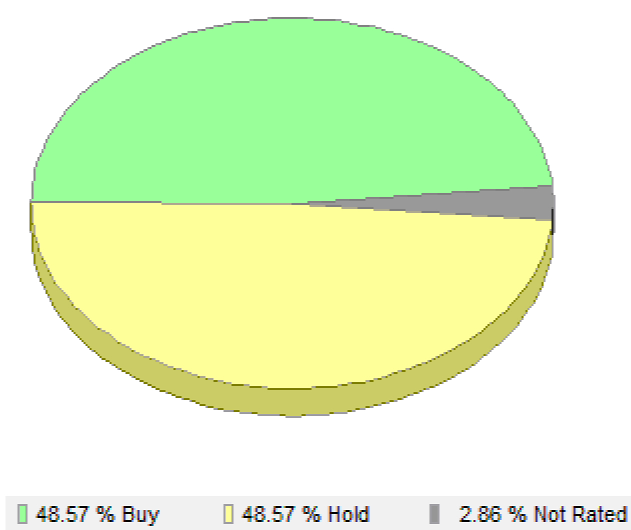
Phunware, Inc.
Cash Flow Statement
FY2017 – FY2021E
(in thousands)

	FY2017A	FY2018A	FY2019A	6 Mos20A	**FY2020E**	**FY2021E**
Cash Flows from Operating Activities						
Net Income (loss)	$ (25,938)	$ (9,803)	$ (12,871)	$ (7,474)	**$ (13,829)**	**$ (11,325)**
Depreciation	154	62	59	9	**11**	**28**
Loss on sale of digital currencies	-	21	4	-	-	-
Bad debt expense (recovery)	3,101	167	114	(63)	**(63)**	-
Amortization of acquired intangibles	1,284	372	268	78	**(156)**	**45**
Amortization of debt discount and deferred financing costs	-	-	-	227	**227**	-
Loss on extinguishment of debt	-	-	-	81	**81**	-
Non-cash interest expense	-	-	-	55	**55**	-
Change in fair value of warrants	-	1,329	-	-	-	-
Impairment of digital currencies	-	334	-	-	-	-
Stock-based compensation	118	450	1,784	1,750	**4,005**	**3,200**
Defered income taxes	(93)	(387)	-	-	-	-
Cash earnings (burn)	(21,374)	(7,455)	(10,642)	(5,337)	**(9,669)**	**(8,052)**
Changes In:						
Accounts receivable	(1,243)	2,439	1,817	815	**766**	**(251)**
Prepaid expenses and other assets	46	15	184	(193)	**(157)**	**(35)**
Accounts payable	(903)	4,156	740	356	**836**	**1,739**
Accrued expenses	2,993	(5,789)	1,133	877	**927**	**1,558**
Deferred revenue	3,491	42	581	(1,268)	**(168)**	**2,300**
(Increase)/decrease in Working Capital	4,384	863	4,455	587	**2,204**	**5,311**
Net cash provided (used in) Operations	(16,990)	(6,592)	(6,187)	(4,750)	**(7,465)**	**(2,741)**
Cash Flows from Investing Activities						
Proceeds received from sale of digital currencies	-	913	88	-	-	-
Payments for note receivable	-	(536)	-	-	-	-
Capital expenditures	(27)	-	(18)	-	**(20)**	**(20)**
Cash flow provided (used in) Investing Activities	(27)	377	70	-	**(20)**	**(20)**
Cash Flows from Financing Activities						
Payment on capital lease obligation	(83)	-	-	-	-	-
Net proceeds (payment) from factoring agreement	1,036	618	(1,357)	(714)	**(1,077)**	-
Proceeds from borrowings, net of issuance costs	-	-	1,105	5,436	**5,436**	**4,000**
Bridge loans - related parties	-	-	-	560	**560**	-
Payments on senior convertible note	-	-	-	(455)	**(455)**	-
Payments on related party notes	-	-	-	(200)	**(200)**	-
CARES Act loan	-	-	-	-	**2,850**	**(1,425)**
Proceeds from PhunCoin deposits	-	-	212	-	-	-
Proceeds from common stock, net of issuance costs	410	-	-	-	-	-
Proceeds from common stock subscriptions, net of issuance costs	3,243	5,448	-	-	-	-
Proceeds from warant exercise	-	-	6,092	-	-	-
Proceeds from exercise of options to purchase common stock	10	152	287	85	**200**	**200**
Issuances of and redemptions/dividend payments Series A preferred stock	-	6,000	(6,240)	-	-	-
Proceeds from Business combination	-	98	-	-	-	-
Net cash provided (used) by Financing	4,616	12,316	99	4,712	**7,314**	**2,775**
Effect of exchange rates	80	(65)	36	(79)	**(79)**	-
Net change in Cash and restricted cash	(12,321)	6,036	(5,982)	(117)	**(250)**	**14**
Cash and restricted cash Beginning of Period	12,629	308	6,344	362	**362**	**112**
Cash (and restricted) End of Period	$ 308	$ 6,344	$ 362	$ 245	**$ 112**	**$ 126**

Source: Company reports and Taglich Brothers estimates

Price Chart

Taglich Brothers Current Ratings Distribution



Investment Banking Services for Companies Covered in the Past 12 Months

Rating	#	%
Buy	2	11
Hold		
Sell		
Not Rated		

Important Disclosures

As of the date of this report, we, our affiliates, any officer, director or stockholder, or any member of their families do not have a position in the stock of the company mentioned in this report. Taglich Brothers, Inc. does not currently have an Investment Banking relationship with the company mentioned in this report and was not a manager or co-manager of any offering for the company with in the last three years.

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I, Howard Halpern, the research analyst of this report, hereby certify that the views expressed in this report accurately reflect my personal views about the subject securities and issuers; and that no part of my compensation was, is, or will be directly or indirectly related to the specific recommendations or views contained in this report.

Public Companies mentioned in this report:

Adobe, Inc.	(NASDAQ: ADBE)	CISCO Systems, Inc.	(NASDAQ: CSCO)

Meaning of Ratings

Buy – The growth prospects, degree of investment risk, and valuation make the stock attractive relative to the general market or comparable stocks.

Speculative Buy – Long-term prospects of the company are promising but investment risk is significantly higher than it is in our BUY-rated stocks. Risk-reward considerations justify purchase mainly by high risk-tolerant accounts. In the short run, the stock may be subject to high volatility and could continue to trade at a discount to its market.

Neutral – Based on our outlook the stock is adequately valued. If investment risks are within acceptable parameters, this equity could remain a holding if already owned.

Sell – Based on our outlook the stock is significantly overvalued. A weak company or sector outlook and a high degree of investment risk make it likely that the stock will underperform relative to the general market.

Discontinued – Research coverage discontinued due to the acquisition of the company, termination of research services (includes non-payment for such services), diminished investor interest, or departure of the analyst.

Some notable Risks within the Microcap Market

Stocks in the Microcap segment of the market have many risks that are not as prevalent in Large-cap, Blue Chips or even Small-cap stocks. Often it is these risks that cause Microcap stocks to trade at discounts to their peers. The most common of these risks is liquidity risk, which is typically caused by small trading floats and very low trading volume which can lead to large spreads and high volatility in stock price. In addition, Microcaps tend to have significant company-specific risks that contribute to lower valuations. Investors need to be aware of the higher probability of financial default and higher degree of financial distress inherent in the microcap segment of the market.

From time to time our analysts may choose to withhold or suspend a rating on a company. We continue to publish informational reports on such companies; however, they have no ratings or price targets. In general, we will not rate any company that has too much business or financial uncertainty for our analysts to form an investment conclusion, or that is currently in the process of being acquired.