

BUSINESS VALUATION

Smart Media by Shamrock®

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Prepared by



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I. INTRODUCTION AND VALUATION DEFINITIONS

Introduction. Shamrock Roofing and Construction is Class A roofing services company with headquarters in Overland Park, Kansas, serving the KC Metro area. The Company's primary strategic focus is roof restoration claims (hail and storm damage), and was formed in the state of Kansas in 1977.

After years of leveraging industry software and experiencing its limitations, executives at Shamrock began developing a proprietary Software Platform, to be a comprehensive solution for the roofing industry, with capabilities which could serve other field service industries. The software is owned by Smart Media LLC., a patent for the platform was filed on May 17, 2022, and its inventors are Garen Armstrong, Paul Payne, and Shae Adams. For the purposes of this valuation, the Company will be referred to as "Smart Media," "Platform," or "Software."

Development and Results. Since 2021, executives at Shamrock Roofing have been working with inventors and developers to create the Smart Media platform. The software is in its final stages of completion. Key development accomplishments include:

- Framework and data architecture developed;
- Over 150 APIs have been integrated and coded;
- Full Task/Activity Framework was finalized;
- Key migrations have taken place, such as moving excel sheets to Google Data Studio, then onto Big Query and Acculynx Syncs, and finally migrations to Hevo Sync, Mongo Database and migration to the AI Analytics Dashboard;
- Grasshopper VOIP was converted to Spoke and Twilio, while enabling Twilio number provisioning for social campaigns;
- The payment processing portal was created, passing extensive Dwolla security reviews; Dwolla, Maverick, and Plaid have been fully implemented and tested, and a unique CRM send payment link has been implemented;
- Hail 2 Lead is in Phase I of development;
- And the Homeowner Portal is in Phase I of development.

Industry-leading functionality includes customized workflows and automations such as Document Generation, eSignature, SMS/Email, and Status Lifecycle; an integrated core roofing workflow with includes a My Leads/My Projects start and follow automations, a Kanban integration (visual project management board), and certain approvals available without login such as via SMS, email and slackbot; and a project initiation-to-invoice workflow which includes dimensions via Eagleview or Hover, side-by-side building estimates, production orders and tickets with supplier integration and crew scheduling, a Field Crew Tracker, invoice and contract worksheets, and submit for review capabilities.

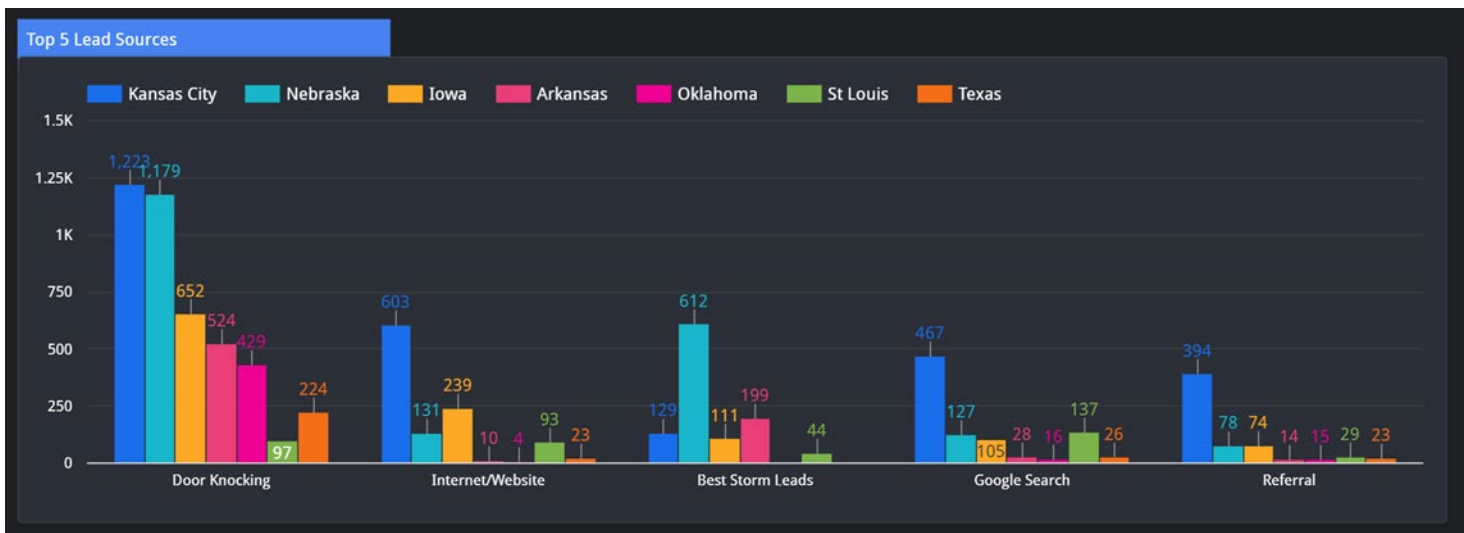
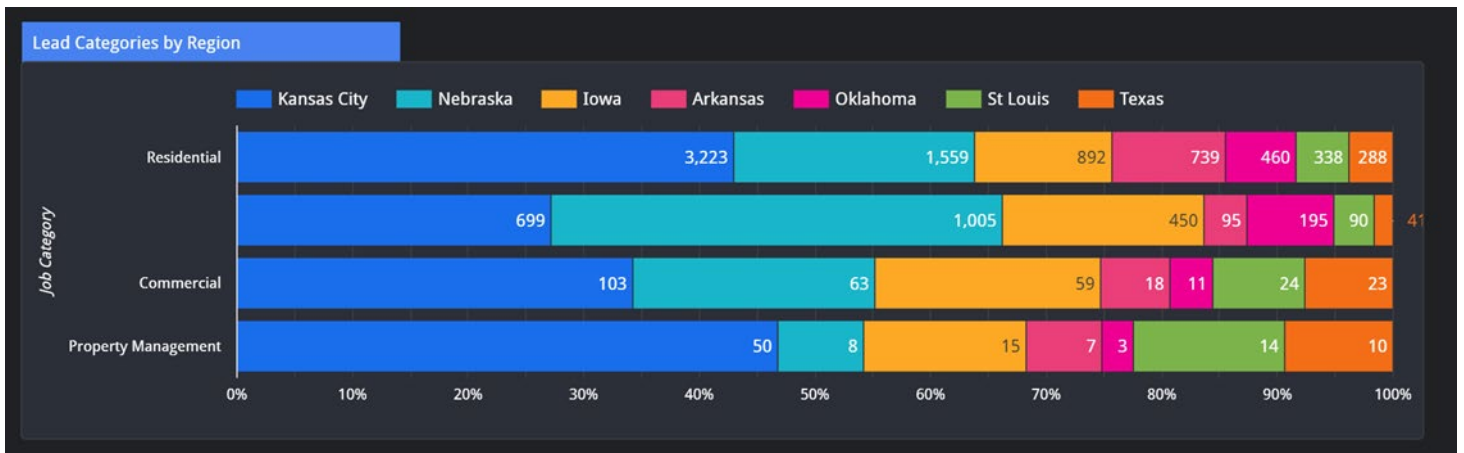


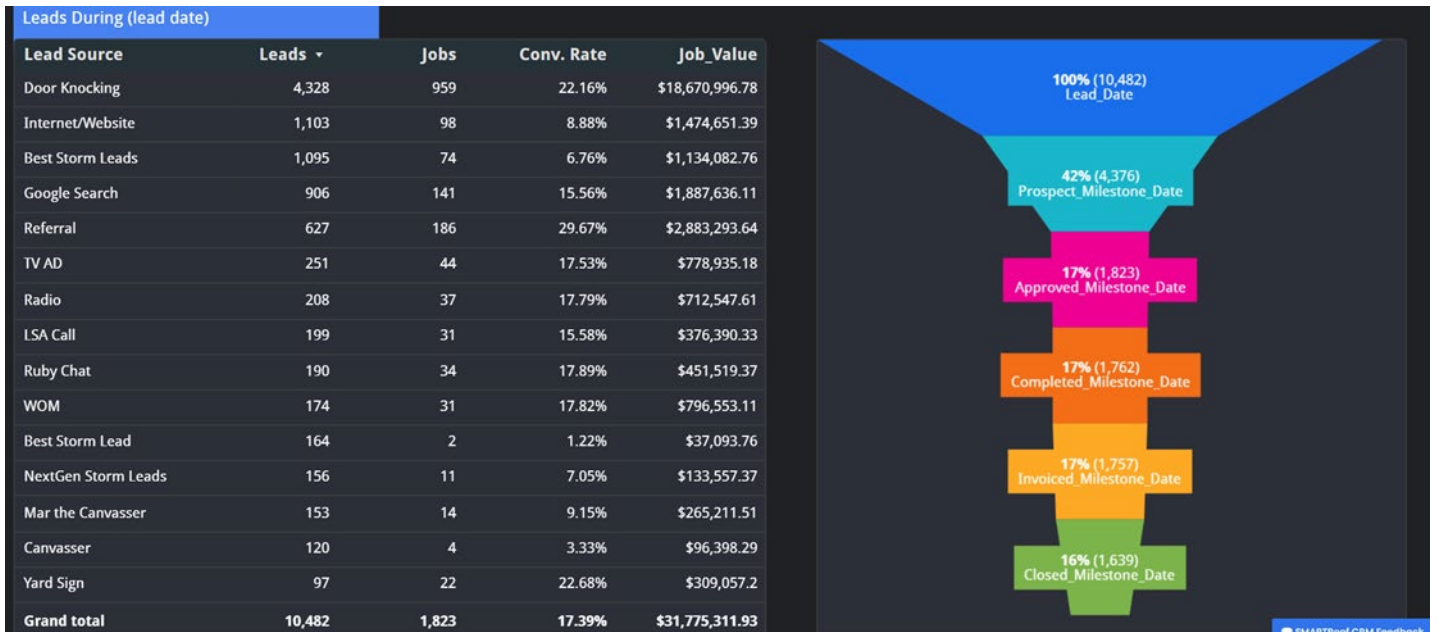
Predictive Analytics. In a roofing industry first, Smart Media has developed AI-enabled predictive analytics within the platform. Key algorithms include:

- Hail Alerts By Target City: user can query historical Hail data for the past 50 days, display in list, choose location via map, plus overlay two heat maps including affected areas of hail.
- Weather Data: Obtain list of all homeowners within affected hail area.
- Lead Score: User can filter by the highest lead score of homeowners within an affected area closest to either the desired project manager, or field service rep; user can use lead score homeowner data to create a door-knock route.
- Historical Hail: user can find homeowners affected by hail more than 5 years ago who have insurance, a lead score > 80, and within the highest by heatmap area; user can instantly send an SMS Campaign to these homeowners which can include a customer sign-up form, contingency form, and closing forms.
- Forecasting: User can utilize insurance data including time-to-pay data, and combine with lead scores and conversion ratios to forecast sales and margins of a group of homeowners/potential customers.
- Geolocation: User can view coverage areas by project manager, based upon current and/or past geolocation activities.
- Additional AI Models: User can predict job values, profitability of projects, etc.

Analytics and Reporting. Analytics and reporting are real-time and actionable on the Smart Media platform. Project managers and field service reps can choose from either 21 pre-built reports, or they can build their own customized reports. Users can export data, and can create, schedule and share reports. The reporting platform can be white-labeled and reports are flexible enough to be created without additional coding, which is a function that roofing CRM provider Acculynx does not provide. Finally, data can be aggregated across locations, another function that Acculynx does not provide. Chart visualizations include line, bar, table, pivots, pie charts and maps. Data can be customized by time series, aggregations and even moving averages. The application is secure and fast, utilizing data pipelines and transformations using Hevo, custom syncs and Pipedream.

The Executive Dashboard is another critical piece of the Smart Media platform. It includes a high-level overview of all projects and statuses, crews and reps, with drill-down capabilities and detail behind each report. The data is integrated with Shamrock's financial data, CRM and Trussy data, crew data, and marketing campaign data including social media. Sample screenshots of platform reports and the executive dashboard are below.





Leads with Insurance Claim				Insurance Company Buy Ratio			
Insurance Company	Leads	Leads w/Claim	Conv % Lead to Prospect	Insurance Company	Jobs Not Dead	Total Ins Jobs	Job Ratio %
State Farm	963	798	82.9%	Lititz Mutual	4	4	100.00%
Other	708	588	83.1%	Kemper	8	10	80.00%
American Family	332	281	84.6%	USAA	116	165	70.30%
Farmers	293	255	87.0%	Progressive	25	36	69.44%
Allstate	284	237	83.5%	Country Financial	21	31	67.74%
Nationwide	232	198	85.3%	American Family	181	271	66.79%
Travelers	219	186	84.9%	Auto-Owners	8	12	66.67%
USAA	203	171	84.2%	Chubb	6	10	60.00%
Safeco	125	111	88.8%	Liberty Mutual	23	39	58.97%
Farm Bureau	115	98	85.2%	Hartford	10	17	58.82%
AAA	85	77	90.6%	Safeco	62	106	58.49%
	6,636	69	1.0%	AAA	42	73	57.53%
Liberty Mutual	43	41	95.3%	Grand total	1,561	3,101	50.34%
Grand total	10,482	3,318	31.7%				

Lead Score. The Company has developed a proprietary Lead Score, which enables project managers and field service reps to prioritize the most attractive business leads. This score was developed by a Salesforce VS3 specialist, and modeled after Salesforce’s own lead score. The score utilizes past hail data, 35 other data points (e.g., whether the homeowner is a past customer), plus 150 homeowner data points such as household income, value of the home, equity in the home, credit score and foreclosure history. Sales campaigns, door knocking and lead pop-ups all utilize this proprietary lead score. The lead score has helped Shamrock Roofing to grow at its 68% year-over-year pace, while also increasing profits.



Mobile First. Finally, the Smart Media platform is cloud-enabled and mobile-first, which enables field service reps to manage every customer and project from their tablet or mobile phone. This structure also enables the field to take photo and video of projects and roofs, use voice notes and scratchpad to capture key information, use location services and track equipment through GPS, scan inventory in real time, and set up notifications and reminders for each project, and even track the weather.

Smart Media has outpaced the competition with its vision for a mobile-first, AI enabled platform that helps roofing companies (and other field service organizations) to manage their customers, projects, people and assets while growing their businesses and enjoying increased profits.

Valuation Definitions. Using confidential information provided by the Company, Imara has analyzed Smart Media's savings plus revenue benefit, future cash flow, and competitive placement in the industry. Each valuation highlights a unique aspect of the Company's appeal to potential investors. These valuations are defined below.

1. **Savings plus revenue valuation.** Savings plus revenue valuation is a method of determining the value of a solution by calculating the worth of its anticipated cost savings, plus the anticipated increased revenue the Company expects from implementing the solution. The costs savings plus revenue increases have been totaled over the next five years of Shamrock Roofing's anticipated cost savings plus increased revenue, as it benefits from the implementation of the Smart Media platform.
2. **Discounted cash flow (DCF) valuation.** The discounted cash flow method is based on the concept that the Company's total value is based on its projected future earnings, using industry-appropriate pricing models, and a 2% to 19% market penetration rate over the next five years. A discount rate of 10% back to net present value (NPV) has been used, which accounts for the time value of money and what returns can be expected in the future over a set period of time.
3. **Industry comparables valuation.** Industry comparables analysis is a process used to evaluate the value of a company using the metrics of other businesses in the same industry, using publicly available data from funding, acquisitions and mergers within the industry. Comparable company analysis operates under the assumption that similar companies will have similar valuation multiples. Companies who show competitive advantages in critical industry success factors can garner higher valuations.



II. COST SAVINGS PLUS INCREASED REVENUE VALUATION

Basis of Reporting. Management estimates that Shamrock Roofing will realize significant annual cost savings and material annual revenue increases as it shifts all software needs to the Smart Media platform. Smart Media's CRM, quoting and estimating integrations, and project management capabilities will replace Shamrock's current providers, saving the company an estimated \$75,000 per month, or \$900,000 per year. Shamrock leadership also estimates that Smart Media's predictive analytics, payment processing, and scheduling and supplier management capabilities will enable the company to realize an additional \$125,000 revenue per month, or \$1,500,000 per year. As Shamrock Roofing has realized a compounded annualized growth rate (CAGR) of 68% over the past four years, Imara used a conservative 20% CAGR to estimate growth over the next five years in the analysis of future revenue and cost savings.

Smart Media's Cost Savings Plus Increased Revenue Valuation. Based upon management's estimated cost savings plus increased revenue, and assuming a growth rate of 20% over the next five years, Smart Media is anticipated to bring to Shamrock Roofing the value shown in the analysis below. This would be considered Smart Media's most conservative valuation, as it is derived from the cost savings and increased revenue of just one company, Shamrock Roofing. This model could be used as a template for estimating revenue increases and cost savings for future customers of Smart Media.

Savings plus Revenue	Amount
Revenue increase - \$125k/month	\$1,500,000
Expense decrease - \$75k/month	\$900,000
Year One Impact	\$2,400,000
Year Two Impact, plus 20% Shamrock growth	\$2,880,000
Year Three Impact, plus 20% Shamrock growth	\$3,456,000
Year Four Impact, plus 20% Shamrock growth	\$4,147,200
Year Five Impact, plus 20% Shamrock growth	\$4,976,640
Five-Year Savings plus Revenue Valuation	\$17,859,840



III. DISCOUNTED CASH FLOW VALUATION

Future products and commercialization. Smart Media has invested over \$1 million in research, development and coding of its robust software platform. The Company has developed more than 15 functions including customer relationship management (CRM), quotes, contract and project management, equipment tool and supplier management, scheduling and crew management, payments and processing, and predictive analytics for maximizing growth opportunities. All of these functions are cloud-based, mobile first (using either a tablet or phone), and the system integrates with other software systems such as financial, estimating, and VOIP functions for ease of communication with customers and the back office. This multitude of functions, workflows and automations have no industry peer. Additionally, Smart Media’s capabilities can serve not only roofing companies, but the system can serve other types of construction and remodeling companies, and even property management and field service management companies.

Imara analyzed over 50 software products serving the Roofing Industry, Construction, and Field Service Management. Smart Media’s functions were compared to these products’ capabilities and pricing. None had all of the functions Smart Media offers, and most offer only one or two capabilities at a steep monthly price. The chart below shows a subset of competitors analyzed, including pricing and functionality.

Product	Industry Served	Price/ User/ Mo	Cust/ Contract Mgmt	Order + Cust DB	Quotes	Sched	Paymt & Inv	Mg Assets	Mg Proj	Ms Tools	Mg Supplier	Mg Crews	Cloud	Mobile	Analytics	AI/ Predictive	Inte- grations	LAAS, Lead Score, etc
SmartMedia	R+C+FS+E	TBD	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Jobba	R	\$150	Y		Y	Y	Y		Y			Y		Y	Y			
Stack	R	\$49-\$299	Y		Y	Y		Y	Y	Y	Y	Y	Y	Y	Y			
Jobber	R	\$9-\$200	Y		Y	Y	Y		Y			Y		Y	Y			
Acculynx	R	\$69+	Y						Y			Y						
ServiceFusion	R + FS	\$126-\$339	Y		Y	Y	Y	Y	Y	Y		Y		Y	Y		Y	
JobNimbus	R + FS	\$250	Y		Y	Y	Y		Y			Y		Y	Y			
BuilderTrend	R + C	\$99-\$699	Y		Y	Y	Y		Y			Y		Y	Y			
Faciliworks	FS	65+				Y		Y	Y	Y	Y	Y	Y	Y				
HouseCallPro	FS	\$49+			Y	Y	Y		Y	Y		Y					Y	
Service Pro	FS	\$99+	Y	Y	Y	Y			Y			Y						
UpKeep	FS	\$45-\$75+		Y		Y		Y	Y	Y	Y		Y	Y	Y			
MaintainX	FS	\$16-\$41				Y		Y	Y		Y	Y	Y	Y	Y		Y	
FMX	FS	\$35+	Y	Y	Y	Y	Y		Y	Y	Y	Y	Y	Y	Y			
FiiX	FS	\$45-75+				Y			Y			Y	Y	Y	Y	Y		
Limble	FS	\$55-\$120+				Y	Y	Y	Y	Y	Y	Y	Y	Y	Y		Y	
The EDGE	C + E	once: \$12k	Y		Y	Y	Y					Y	Y	Y	Y		Y	

Basis of analysis. Estimates of cash flows are based on a 10% discount rate back to net present value (NPV), percentage market penetration by year, percentage of users per year at each price level, investment costs for marketing, sales and infrastructure costs as the Company expands, and a 50% profit margin after start-up costs have been paid. Future cash flows include the first five years of anticipated revenue and profits per year and assume a 2% to 19% market penetration over time. This analysis is based upon 81,000 US-based roofing companies employing 265,000 workers per year.



Discounted Cash Flow Valuation. If the markets respond accordingly and based the Company's estimated cash flow through the terminal period at a 10% discount rate, Smart Media may expect an aggregate Discounted Cash Flow valuation at the Net Present Value shown below, or nearly \$52 million.

<u>Pricing Model /Month</u>	<u>Price Levels</u>	<u>% of Customers /Price Level</u>	<u>Customers Y1 - 2%</u>	<u>Customers Y2 - 4%</u>	<u>Customers Y3 - 7.5%</u>	<u>Customers Y4 - 13%</u>	<u>Customers Y5 - 19%</u>	<u>Five-Year Cash Flow</u>
\$59	Basic	75%	\$2,655,000	\$5,310,000	\$10,620,000	\$18,585,000	\$26,550,000	
\$99	Pro	20%	\$1,188,000	\$2,376,000	\$4,752,000	\$8,316,000	\$11,880,000	
\$299	Pro+	5%	\$897,000	\$1,794,000	\$3,588,000	\$6,279,000	\$8,970,000	
Customers per Year*			5,000	10,000	20,000	35,000	50,000	
Revenue			\$4,740,000	\$9,480,000	\$18,960,000	\$33,180,000	\$47,400,000	
Expenses			\$4,000,000	\$8,000,000	\$10,000,000	\$13,000,000	\$25,000,000	
Profit (50% start-up)			\$740,000	\$1,480,000	\$8,960,000	\$20,180,000	\$22,400,000	\$53,760,000
DCF Valuation: NPV @ 10% DR								\$51,939,875

*81k US-based Roofing Co's employing 265k workers; Y1 Numbers represent 2% market penetration, Y2 4%, etc.



IV. INDUSTRY COMPARABLES VALUATION

Market Introduction and Growth Factors. Companies in the Business Analytics and Enterprise Software Publishing industry develop and distribute business analytics, customer relationship management, business intelligence and other enterprise-oriented software. Operators may also provide consulting and technical support related to this software. This industry does not include publishers of productivity or database software or manufacturers of computer hardware. The industry has expanded, resulting from buoyant demand from the late 2010s and high private investment in computers and software. While revenue grew at a CAGR of 5.7% to \$161.7 billion over the five years to 2023, growth has dramatically slowed as the largest potential clients for industry software are saturated. Many enterprise software suites, including customer relationship management (CRM) and enterprise resource planning (ERP) software, have become fundamental corporate operations and management tools. Despite the pandemic, revenue growth soared in 2020 alongside profit as businesses rapidly shifted operations online. Furthermore, revenue is expected to grow 5.7% in 2023 despite economic fears.¹

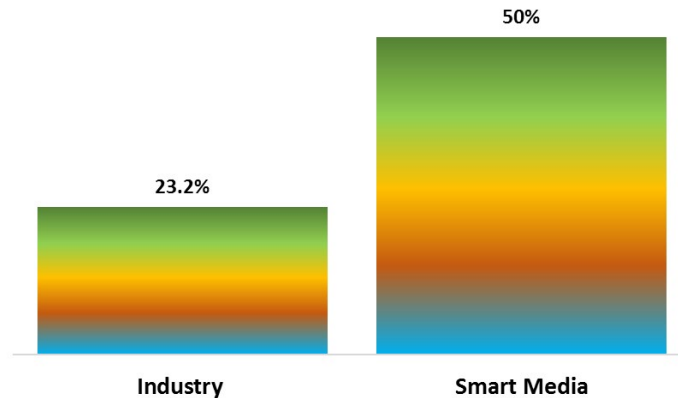
Business software use is expanding rapidly. High private investment in computers and software has been stimulated by positive trends toward automation, large capital investments and greater acceptance of technology in the workplace. Large businesses use business software to analyze data, such as their sales patterns, customer preferences and other information vital to their performance. Software companies are particularly interested in developing predictive analytics to be content-neutral so the software can analyze any type of data set without significant modification.

Wealthy players make strategic acquisitions to expand cross-selling strategies. With many start-ups joining the software development space by catering to niche markets, dominant operators have continued to focus on expansion by acquiring promising smaller developers. Despite these acquisitions, the number of industry enterprises increased based on low barriers to entry. Many successful software companies are cash-rich enterprises and rely on acquisitions to hone their product portfolios. Extreme profit gives the largest developers huge runways to test out new products and make risky ventures to push business software forward.

Profitability. In recent years, industry profit has remained steady. Over the five years to 2023, profit accounted for 23.2% of revenue with a slight dip in 2020 due to the pandemic. However, profitability can vary wildly from the industry average of 23.2% across companies in business software, as entrants often post operating losses, while established companies such as SAP and Microsoft maintain double-digit profit figures. A company's business strategy also affects profit: a solid player may reinvest heavily into a new product, sacrificing profit for market share later. The pandemic failed to diminish profit for software makers, as businesses continued to spend on products promising to improve income. Smart Media anticipates a profit margin of 50%, after its initial investments of infrastructure and marketing costs. The industry is expected to realize 22.5% profits in the years 2023-2028, a slight decrease from the past five years. The chart below shows Smart Media's forecast profit margin v. the industry's expected profits.

¹ Unless otherwise indicated, industry data is from IBIS World Industry research.

2023-2028 Forecast Profitability



Legal. Any entrants must avoid copyrights and nondisclosure agreements held by incumbents, but no formal restrictions fundamentally hold back new software developers. Smart Media has a strong legal start, as it has a patent pending on the platform.

Start-Up. Costs Start-up costs range from tiny to enormous. Entrants must find an office space, hire labor, develop a differentiated product and bring the product to market. One person can meet these challenges, but the most successful products frequently require teams of programmers to be paid for months before any income is made. Venture capital firms may be able to mitigate these start-up costs, but these trades can introduce more risk. Smart Media has a competitive advantage, in that Shamrock Roofing is able to pay for its start-up costs, and also provide a useful first client in order to test and quality control its platform.

Outlook. Increasingly powerful predictive analytics tools are expected to unlock business insights moving toward 2028, prompting revenue growth. When combined with existing data-mining technologies, these tools can automatically forecast business statistics trends, such as per-store revenue and consumer behavior. As businesses across numerous industries adopt and update IT infrastructure into their operations, the potential for these technologies is expected only to expand. In particular, small- and mid-sized companies, which have often been slower to upgrade or adopt various enterprise software products, will likely offer a growing market for operators. New software developers are expected to continue entering the industry with more niche programs. Thus, enterprise software revenue is projected to grow at a CAGR of 2.7% to \$184.6 billion over the five years to 2028 as business software matures.

The level of private investment in computers and software reflects the general implementation of information technology within the private sector. When organizations increasingly rely on information technology, potential improvements from using business analytics software increase. Private investment in computers and software is expected to rise in 2023, representing a potential opportunity for the industry.



Success Factors. Industry research indicates several success factors for the Roofing industry. As Smart Media expands into the roofing, construction markets and field service markets, some of the most important capabilities will be:

- Provide back-up training, manuals and other assistance: Ease of use is an important design element for enterprise software because it has such a large and diverse user base. Quality training materials are also essential to creating a smooth user experience.
- Quick technology adoption: Software industries are subject to extremely quick technological advancement. Adopting new technologies faster than competitors provides companies with a competitive advantage.
- Products are priced on value rather than cost: The most successful operators in this industry are adept at crafting price structures that reflect the potential value of an enterprise solution to a customer rather than the cost of producing that software.
- Maintaining a highly skilled workforce: Software development is a highly specialized skill set in high demand from a variety of industries. Attracting and building up highly skilled software developers is key to continued business success in this industry.
- Providing related products and services: Enterprise software vendors that offer related products and services, such as database software packages, support and update programs, are more successful than vendors that do not provide those services.
- Having a high profile in the market: Products in this industry can represent significant investments and must often be purchased before the customer has direct experience with their quality or effectiveness. Maintaining a high profile is key to attracting customers in such an environment.

Smart Media Competitive Software Analysis. As shown in the previous section, Smart Media has developed a high-performance, peerless platform in the industry. The software is expected to be a compelling product for roofing, construction and field service companies with its ability to manage all critical service functions, integrations, and AI predictive capabilities. Further, the platform is being developed under the watchful eye of an expert roofing company, which ensures that performance and quality will be well-suited to the industry. Finally, profitability is expected to exceed industry forecast margins by a factor of 2x. Based upon these considerations, Smart Media may enjoy a factor of 1x above other funded players in the industry.

Industry research found six examples of recent funding rounds disclosed among Roofing and Field Service Software companies.ⁱ Additionally, revenues the year prior to these funding rounds were available for all six companies. This data enabled Imara to analyze the likely revenue multiple that could be expected if Smart Media were to either seek funding, or to be acquired. The average revenue multiple for these transactions was 1.7x revenue. Given Smart Media's competitive advantages and its potential to serve multiple industries, Imara included a 1x factor plus-up to the 1.7x revenue multiple on the Company's forecasted second year of revenue, which totals \$9.5 million. If the markets respond accordingly and based upon its advantages vis-à-vis its competitors, Smart Media may expect a valuation similar to amount shown below.

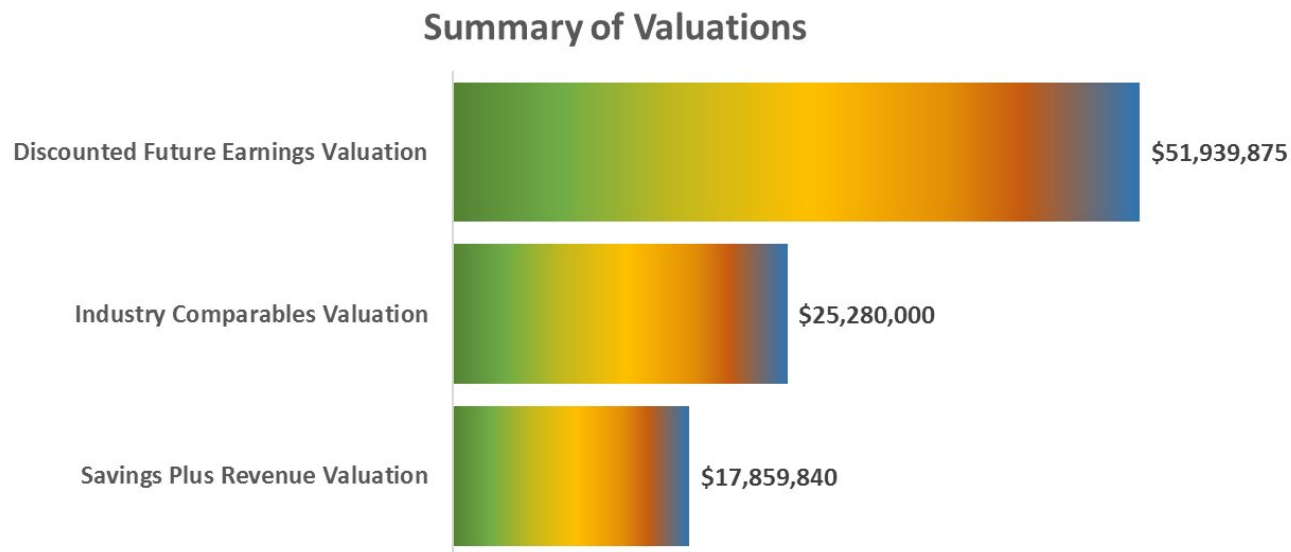


<u>Software</u>	<u>Capital Raised</u> <u>2021-2023</u>	<u>Valuation /Rev</u>	<u>Notes</u>
ServiceFusion	\$10,000,000	1.2	\$10M on \$8.3M rev
Stack	\$17,000,000	2.5	\$17M on \$6.7M rev
Roofr	\$19,000,000	0.7	\$19M on \$27M rev
JobNimbus	\$53,000,000	1.9	\$53M on \$27.3M rev
Jobber	\$100,000,000	1.7	\$100M on \$58.8M rev
ServiceTitan	\$500,000,000	2.0	\$500M on \$250M rev
Industry Comparables Valuation	\$25,280,000	2.7	\$9.5M rev @1.7x + 1x plus-up



VI. SUMMARY OF VALUATIONS

In summary, based on analysis of the Company’s performance, cash flow and competitive industry position, and depending upon the response of markets and investors, the Owners may expect to realize a valuation somewhere in the range below for Smart Media, if presented to the market.



VII. CONCLUDING COMMENTS



Disclaimer. This valuation is intended for the sole and exclusive use of the advisor's Client to which this report is addressed. This valuation is intended to provide the Client with an estimate of its value on the market, giving the Client salient information for its own use. This valuation does not impart any guarantee or promise that the Client will ultimately be offered any of the potential funding or purchase prices herein.

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Original Documents. This valuation contains summaries of the securities and of certain documents, agreements and opinions relating to the Company. Reference is hereby made to the actual documents for complete information concerning the rights and obligations of the parties thereto. All such summaries are qualified in their entirety by this reference. Copies of the documents, agreements and opinions referred to in this valuation may be available from the Company at the appropriate time in the course of its business process.

Date. The date of this valuation is May 22, 2023.

ⁱ https://www.crunchbase.com/organization/service-fusion/company_financials
https://www.crunchbase.com/organization/stack-construction-technologies/company_financials; <https://getlatka.com/companies/stack-construction-technologies>
<https://www.prnewswire.com/news-releases/rooft-closes-series-a-round-adding-12-million-for-a-total-of-19-million-in-funding-to-build-out-saas-platform-for-roofers-by-roofers-301622731.html>
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