Filed by Hub Cyber Security (Israel) Ltd. pursuant to Rule 425 under the Securities Act of 1933 and deemed filed pursuant to Rule 14a-12 under the Securities Exchange Act of 1934 Subject Company: Mount Rainier Acquisition Corp. Commission File No.: 001-40870

# Investors Conference April 4th, 2022



#### Disclaimer

This presentation was prepared by Hub Cyber Security (Israel) Ltd. (the "Company" or "HUB") and does not constitute an offer to purchase or sell the Company's securities or an invitation to receive such offers and is intended solely for the provision of information. The information contained in the pre-the need to review the Company's reports which have been published to the public, including the Company's periodic report for 2021, in order to receive a complete picture of the Company's activities and risks, including the immediate reports about the merger transaction detailed in slides 17 and 19, ntation is pre

In addition, this presentation includes data and estimates based on external sources, the content of which has not been independently examined by the Company and therefore the Company is not responsible for their accuracy or correctness. Additionally, the images presented throughout this presentation purposes only.

The information contained in the presentation does not constitute a recommendation or opinion nor a substitute for the discretion or collection and analysis of independent information or any potential invostor; The presentation, and in particular the information eronities in solicies 13.4.15, and 13.-22, include Forward-looking information as define information or substitute for the discretion or collection and analysis of independent information or any potential invostor; The based or matters, the degree of realization or hybrich is uncertain and not in the control of the Company. All or part of its non-realization will be affected, inter alia, by th Company's subjective and shown to the Company's number of the information relating to future events and needs, competing behavior and beeview and heeds environment and other external Tactors. As stated, it is based solely on the Company's subjective assessment, based on facts and data regarding the currents to facts and data in a known to the Company's the linter of the contained on facts and data regarding the currents to facts and data in a known to the Company at the time of potentiation.

#### Forward-Looking Statem

Forward-Looking Statements
Certain statements included in this Presentation are ont historical facts that for proposes of the safe hard provisions under the United States Private Securities Läigation Reform Act of 1995. Forward-Looking statements agencally relate to future events or the Company's or Moont Rainist Acquisition Corp 's ("
complex projections of flaure EURD's and EURD's And EURD's And EURD's Advectory's or Moont Rainist Acquisition Corp 's ("
complex projections of flaure EURD's and EURD's Advectory's and the assessment in and forward-looking statements, in some cases, you can identify forward-looking statements are subject to risks, uncertainties, and other factors that could cause actual results to fifter materially from the expressed or implied by used forward with some provision of the proposed by the Company. To intervation and by the informative proposes of the safe to the source and and material to from the expressed or implied by used forward-looking statements are privated for future errors and to preveation of the proposed by the Company. To intervation errors and events are privated for future errors and to preveation of the proposed binding statements are provided for the statement are provided for the statement and the related to in y and more that intervation or the proposed binding statements are provided for the there are provided for the statement and the related to any and the relation or the proposed binding statement are provided for the statement and the proposed binding statement are provided for the statement and the proposed binding statement are provided for the statement and the proposed binding statement are provided for the statement and the proposed binding statement and the prelated to a state and regardistical and prelating pro

Forward-looking statements speak only as of the date they are made. Nothing in this Presentation should be regarded as a representation by any person that the forward-looking state as of the date they are made. Neither the Common nor SPAC undertakes any daty to undate these forward-looking statements. nts set forth herein will be achi ved or that any of the contemplated res ults of such forward-looking stat nts will be achieved. You sl

In the new new year hands in we compare year of the comparison of the compare year of

#### Use of Projection

Use of Projections This resentation contains financial forecasts with respect to the Company's projected financial results for the Company's fiscal years 2021 through 2026. The Company's independent auditors have not audited, reviewed, compiled or performed any procedures with respect to the projections for the purpose of their inclusion in this Presentation provide any other form of assumption with respect to the Company's projected financial results for the Company's fiscal years 2021 through 2026. The Company's independent auditors have not audited, reviewed, compiled or performed any procedures with respect to the projections for the purpose of their inclusion in this Presentation and should not be relied upon as being necessarily indicative of future crosults. The assumptions and estimate underlying the projection, contained in such to the purpose of this presentation in the projections, regulatory and a special company, Ser, Gravard-Looking Statements" above. Accordingly, there can be no assume that the propertive results in this Presentation in this Presentation in this Streamation and adjust of the respective financial and threads on that the company. SPA, Creating and argents to be a reliable production of future events or as a reliable production of f

Industry and Market Data The information, data and statistics contained herein are derived from various internal (including data that the Company and SPAC have internally collected) and external third-party sources. While the Company and SPAC believe such third-party information is reliable; there can be no assurance as to the accuracy or completeness of the information display. The information is reliable accuracy or completeness of the information provided by third party sources. No representation is made, by the Company's or SPAC's management, as to the reasonableness of the assumptions made within or the accuracy or completeness of any projections or modeling or any other information in this presentation. An modeling contained berein is not an indication as to future performance. The Company and SPAC assume no obligation to update the information in this presentation.

Participants in the Sulicitation The Company and SPAC and descentive officers and essentive officers, ander SEC rules, may be deemed participants in the solicitation of provises from SPAC's stockholders in connection with the Proposed Banisnes Combination. A list of the names of those directors and essentive officers and a descentivie officers and a descentivie officers and a descentivie officers and interview in the solicitation of provises from SPAC's tockholders in connection with the Proposed Banisnes Combination. A list of the names of those directors and essentive officers and a descentive officers and a descentive officers and a descentive officers and a descentive officers and interview with the SPC stockholders in SPAC's tockholders of SPAC in connection with the Proposed Banisnes Combination. A list of the names of the sentences of the sentences and interview with less of the annes of the sentences of the sentences of provide structure officers and a descentive officers and interview with set of channes of sentences and executive officers and interview with set of the providence and sentences of the providence officers and executive officers and interview officers an

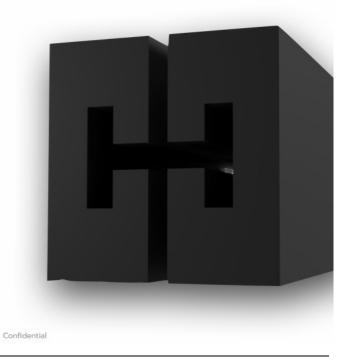
Additional Information for Investors and Stockholders
In connection with the Proposed Business Combination, the Company intends to File with the SEC a registration statement of Form 7-4 containing a proxy statement/prospectus, and after the registration statement is declared effective by the SEC, SPAC will mail a definitive proxy statement/prospectus relating to the Proposed Business Combination. This Presentation is not a substitute for any registration statement of roa my other decision or any other decision or any other decision or any other decision or any other decision for any other decision or any other decisis decision or any other decisis decision or any other deci

When available, the definitive proxy statement prospectus and other relevant materials for the Proposed Business Combination will be mailed to stockholders of SPAC as of a second date to be established for voting on the Proposed Business Combination. Stockholders will also be able to obtain copies of the preliminary proxy statement prospect documents filed with the SEC, without charge, once available, through the website maintained by the SEC at www.sec.gov, or by directing a request to: Mount Rainier Acquisition Corp., 256 W. 38th Street, 15th Floor, New York, NY 10018, Attention: Matthew Kearney, INVESTORS AND SECURITY HOLDERS ARE URGED TO R CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

Trademats Tackemats Tackemats

# Agenda

- About HUB
- Technology & Products
- Growth Strategy
- Mergers & Acquisitions
- The SPAC Merger
- 2021 Financial Results



## About HUB

# HUB was established in 2017 by veterans of the 8200 and 81 elite intelligence unit of the Israeli Defense Forces



**Eyal Moshe** Founder & CEO

Eyal is a serial entrepreneur and a former executive at CA Software with decades of experience working with government intelligence, defense industries and international track record in both enterprise and consumer implementation arenas. Formetly, Eyal was the Co-Founder of PlanetSoho, Co-Founder of PlanetSoho, Co-Founder of Chosen/Blin.gy, a consumer application neural network on a mobile GPU camera for Snapchat gen.



Andrey Laremenko Founder & CTO

Andrey served over 13 years in the IDF elite 8200 intelligence unit where he led some of IDF's most advanced intelligence computing projects for national security. Andrey specializes in system and architecture design for complex cybersecurity requirements with proficiency in in RF, board design, embedded programming, FPGA design and implementation. He holds a Bachelor of Science in Signal Processing from Tel Aviv University and leads all technology innovations in HUB.



Ido Helshtock CPO

Ido is a telecommunication and cybersecurity expert with over 20 years of experience in the IDF Intelligence. He has led missioncritical research and development projects in the field of secure communication, electronic & cyber warfare. In the last 13 years, Ido spearheaded and delivered 2G and LTE encrypted Military Cellular programs, including the IDF Flagship Digital Army program. Ido has an M.Sc. in Electrical and Computer Engineering from Ben Gurion University and an MBA from Bar Ilan University.

Confidential



Alon Saban VP Corporate Development

Alon brings with him over 23 years of experience in national security cyber agencies holding multiple roles as a top ranked IDF Intelligence officer. Alon was part of the IDF cyber strategy overhaul across all Israeli Security Agencies, where he led over 70 engineers in diverse R&D cyber teams developing custom solutions and special cyber defense capabilities. Alon holds an M.Sc. in Mathematics from the University of Haifa and an MBA from the Technion Institute of Technology.



**Ran Lifshitz** VP R&D

Ran has over 20 years of experience in advanced cybersecurity technology development projects for National Cyber Security A Matzov. He is as an embe software expert with high proficiency in proprietary protocols development fc embedded systems, Symmetric/Asymmetric cryptography protocols a firmware low-level drivers development (ASM & C).

# HUB's 'WHY'

#### HUB's main goal is to offer innovative technologies that would change the paradigm of defensive cyber

#### Why?

- Because we think that Cybersecurity is flawed
- Cyber hacks are a daily phenomena within the largest enterprises and governments in the world despite billions of dollars in defence budgets

Confidential

• Millions of records are being stolen, held ransom and exposed daily



# What we do



#### This field is n Confidential Comp

#### There are 3 main areas of cyber protection

Almost all companies are dealing with 1&2

1. Data protection while AT REST

2. Data protection while IN TRANSIT

For example: When data is stored on a hard-drive For example: When data is sent by Email

#### This is the largest breach in IT defences

3. Data protection while IN

For example: When a file is being doubleand being used in computer memory & CPU

This is how Ransomwal works

#### HUB has developed a holistic hardware solution for end-to-end cyber pro

# Joining Confidential Computing leadersh

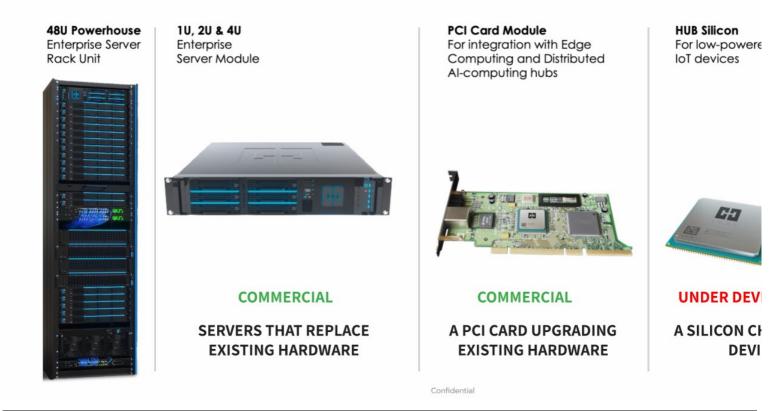
This is one of the most innovative and hottest areas of cyber defense, and HUB has joined the companies that serve as leaders in this field worldwide

**Important to note:** This is an entire new field! The cutting edge of cyber defense that has just begun to evolve



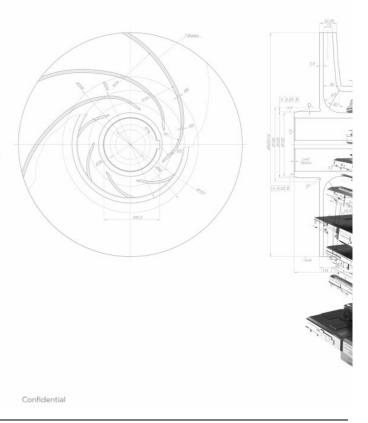
#### Our Solutions – 4 product families

#### HUB has a wide range of solutions for organizations, governments and



#### Market Potential

The Confidential Computing sector is expected to grow at a rate of near 100% per year CAGR over the next 5 years and reach approximately \$54 billion in 2026.





Confidential Computing Research © 2021, Everest Global, Inc

# The Challenge

However,

- 1. Achieving a recognized supplier status with governments and organizations may take years!
- 2. The value chain and contractual control is usually maintained by integrators and not mere technology providers

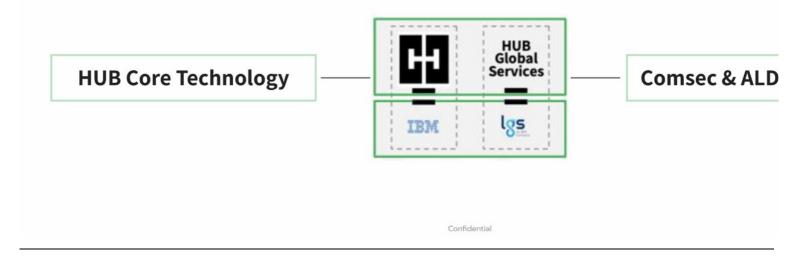
# Strategic Solution

However,

- 1. Achieving a recognized supplier status with governments and organizations may take years!
- 2. The value chain and contractual control is usually maintained by integrators and not mere technology providers
  - 1. HUB merged with ALD to gain immediate access to top clientele and saved years
- 2. HUB acquired Comsec to ability of becoming a prin integrator in large govern and enterprise tenders

# Our Achievement

In just 12 months, we've transitioned from a technology-only provider to a global integration company specializing in the field of defensive cyber confidential computing with potential for growth and the ability to take larg projects with governments and organizations



# Highlights for this period

#### **HUB today:**

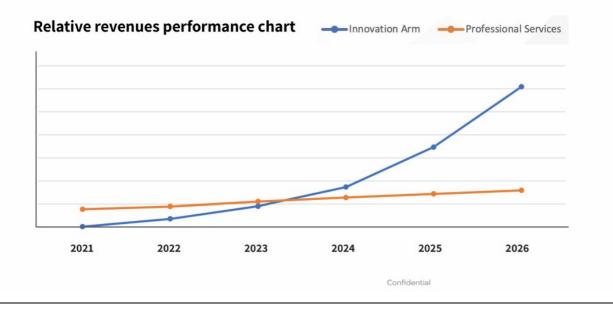
- About 600 employees
- A distribution network of 30+ countries
- Direct access (as an approved supplier) to approx. 1,500 high-profile custom
- A company with leading technology in a cutting-edge cybersecurity field



# Our Revenue Projections

There is a complete synergy between the technology and professional services arm

- Both arms support each other in cross sales
- While both are expected to grow, the technology and innovation arm is expected to be the marevenue generator



## **SYR** Financial Projections

USD (Millions)	2020		2021E <sup>(1)</sup>		2022E <sup>(2)</sup>		2023E		2024E		2025E		2026E	
Revenue														
Professional Services	\$ 67.0	\$	76.4	\$	76.8	\$	82.7	\$	89.0	\$	95.9	\$	103.4	
Innovation & Tec.	\$ 1.6	\$	1.8	\$	38.4	\$	91.8	\$	175.3	\$	348.9	\$	608.5	
Total Revenue	\$ 68.6	\$	78.3	\$	115.2	\$	174.5	\$	264.3	\$	444.8	\$	712.0	
Professional Services COGS	\$ 57.7	\$	66.2	\$	64.3	\$	69.2	\$	74.6	\$	80.5	\$	86.8	
Innovation & Tec. COGS	\$ 0.8	\$	0.8	\$	14.7	\$	30.5	\$	55.5	\$	109.9	\$	178.5	
Cost of sales	\$ 58.5	\$	67.0	\$	79.0	\$	99.7	\$	130.1	\$	190.4	\$	265.3	
Gross profit	\$ 10.1	\$	11.2	\$	36.2	\$	74.7	\$	134.2	\$	254.4	\$	446.6	
Professional Services GM%	13.9%		13.4%		16.3%		16.2%		16.2%		16.1%		16.1%	
Innovation & Tec. GM%	51.7%		57.4%		61.7%		66.8%		68.4%		68.5%		70.7%	
Gross Margin %	14.8%		14.4%		31.5%		42.8%		50.8%		57.2%		62.7%	
Operating Expenses	\$ 12.6	\$	21.0	\$	29.3	\$	60.3	\$	99.7	\$	181.4	\$	306.6	
Research & Development	\$ 1.9	\$	2.7	\$	6.6	\$	15.6	\$	27.2	\$	50.3	\$	86.9	
Revenue %	2.8%		3.5%		5.8%		8.9%		10.3%		11.3%		12.2%	
Selling & marketing	\$ 3.1	\$	5.6	\$	12.3	\$	25.5	\$	42.7	\$	77.2	\$	123.7	
Revenue %	4.6%		7.2%		10.6%		14.6%		16.2%		17.3%		17.4%	
General & administrative	\$ 7.5	\$	12.7	\$	10.4	\$	19.2	\$	29.9	\$	53.9	\$	96.1	
Revenue %	10.9%		16.2%		9.0%		11.0%		11.3%		12.1%		13.5%	
Operating profit	\$ (2.4)	\$	(9.8)	\$	7.0	\$	14.5	\$	34.5	\$	73.1	\$	140.0	
Revenue %	(3.6%)		(12.5%)		6.1%		8.3%		13.1%		16.4%		19.7%	
EBITDA (3)	\$ (1.4)	\$	(6.1)	\$	10.9	\$	20.6	\$	45.0	\$	95.6	\$	175.7	
EBITDA Margin %	(2.1%)		(7.8%)		9.4%		11.8%		17.0%		21.5%	11	24.7%	

We expect rapid technology arm ( two years with a \$38 million in rev as 2022

We expect techn revenues to exce services arm rev with \$91 million

The estimated preliminary results for the year ended December 31, 2021 have not been audited or reviewed by the Company's independent registered public accounting firm. The Company's actual results may vary from the estimated preliminary results presented here due to the completion of its financial closing procedures and final adjustments. Accordingly, you should not place undue reliance on this preliminary data.
 \$38.4m estimates for FY2022E Innovation & Technology is based on existing pipeline of deals in various stages of consideration and progress with over 70 companies worldwide.
 BIIDA is a non-IFRS measure. See "Disclaimer."
 Note: Revenue projections do not include potential consolidated revenues from expected M&A activities.

## **SYR Financial Projections**

How did we substantiate our technology revenues forecast?

The Company has been in the process of selling the technology for over a year now and is in advanced stages of sales with many customers around the world.

The basis for the forecast comes from an existing order backlog of approximately NIS 30 million and an additional NIS 90 million (approx.) in sales pipeline with over 70 companies and organizations around the world (already in January 2022).

## SPAC Merger on NASDAQ – Intro

- The pro forma enterprise valuation was made by all parties on the basis of comparable companies cultraded on the Nasdaq
- Institutional investors have made irrevocable commitments to invest approximately \$50 million in a F financing at a valuation of \$1.28 billion.
- This \$50 million PIPE investment is the minimum investment amount required to close the merger transaction (even if all of the \$173 million of SPAC funds are redeemed by the SPAC investors).
- Proceeds from the PIPE are expected used as working capital to support continued growth and to fun acquisitions.



#### SPAC Merger on NASDAQ – on track

- The transaction is scheduled to close in the second half 2022 at approximate 34 per share of HUB.
- HUB investors and shareholders will be left with approximately 81% (in the that none of the \$173 million SPAC cash investments are being redeemed) a approximately 92% of the combined company (in the case of 100% SPAC cas redemptions)



#### SPAC Merger on NASDAQ

# The merger will help HUB to accelerate global growth and mainly in the U.S.



#### 2021 Financial Results

The company presents record revenues for YE2021 with strong revenue bookings and pipeline supporting 2022 and 2023 growth potential

# Highlights for 2021 financial Results

#### 1. Record revenues of approximately 250 million NIS compared to 224 million NIS in 2020

#### 2. Revenue growth forecast for 2022 of approximately 48% to NIS 370 million based on the following points:

- A. An accumulation of orders of approximately NIS 228 million already at the beginning of January 2022, divided as follo
  - (1) A backlog of orders of approximately NIS 114 million for the field of professional services
    - (2) A backlog of orders of approximately NIS 31 million for the field of products and technology
    - (3) Backlog of orders of approximately NIS 83 million for 2023
- B. Sales procedures (pipeline) of an additional NIS 90 million in approximately 70 transactions at various stages of sale v
- C. Full merge and synergistic work with Comsec and ALD activities
- D. Existing long-term contracts that generate cyclical revenues in the field of professional services

3. Increase in gross profit of approximately NIS 36 million (compared to nis 33 million in the corresponding period)

4. Adjusted operating loss from business operations of approximately NIS 13 million (excluding expenses for options approximately NI depreciation approximately NIS 15.7 million, and another NIS 2 million in one-time expenses for a merger transaction and the acquisiti to approximately NIS 50 million)

#### 5. Expected transition to operating profit in 2022

6. A significant increase in equity to NIS 204 million (compared to only NIS 2.2 million in the corresponding period)

7. Capital to balance sheet ratio of approximately 54% - total equity of NIS 204 million out of a balance sheet of approximately NIS 374

## Summary

- HUB has developed unique technology and products in the field of Confidential Computing, a relatively n with the potential to change the paradigm in the world of cyber security
- HUB intends to be a significant player in this field and provides solutions for governments and organizatic
- HUB strengthened its position through mergers and acquisitions that gave the Company access to huge cl and integration capability that put the Company at the top of the value chain in international tenders
- HUB intends to merge with a Nasdaq listed SPAC (RNER) to mobilize additional economic power that will the Company to continue to grow both organically and through mergers and acquisitions
- The merger agreement was signed and represents a potential valuation of \$1.28 billion (which is approxin NIS 34 per share) on the day of the merger.
- The Company's management continues to take aggressive steps to increase growth and the chances of ac leadership in the confidential computing field

