UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 26, 2020

CODA OCTOPUS GROUP, INC.
(Name of Small Business Issuer in its Charter)

Delaware	**001-38154**	**34-200-8348**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification Number)

3300 S Hiawassee Rd., Suite 104-105
Orlando, Florida 32835
(Address, Including Zip Code of Principal Executive Offices)

863-937-8985
(Issuer's telephone number)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	CODA	Nasdaq

Item 7.01 Regulation FD Disclosure

On March 26, 2020, Coda Octopus Group, Inc. (the "Company") posted on its website a revised corporate presentation. A copy of the presentation is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Current Report on Form 8-K is being furnished under Item 7.01 and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liabilities of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibits are filed with this report:

Exhibit No.	Description
99.1	Corporate Presentation

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 27, 2020

Coda Octopus Group, Inc.

By: */s/ Annmarie Gayle*
Chief Executive Officer


Coda Octopus Group, Inc.
CODA OCTOPUS GROUP, INC.
World Leader in Sound Underwater Technology
Corporate Presentation
March 2020

Forward-Looking Statements

Coda Octopus Group, Inc.

This presentation contains forward-looking statements concerning Coda Octopus Group, Inc. within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Those forward-looking statements include, without limitation, statements regarding the Company's expectations for the growth of the Company's operations and revenue. Such statements are subject to certain risks and uncertainties, and actual circumstances, events or results may differ materially from those projected in such forward-looking statements. Factors that could cause or contribute to differences include, but are not limited to, customer demand for our products and market prices; the outcome of our ongoing research and developments efforts relating to our products including our patented real time 3D solutions; our ability to develop the sales force required to achieve our development, the impact of the COVID-19 outbreak and other examples of forward looking statement set forth to our Annual Report on Form 10-K for the year ended October 31, 2019, filed with the Securities and Exchange Commission on January 28, 2020. Coda Octopus Group, Inc. does not undertake, and specifically disclaims any obligation to update or revise such statements to reflect new circumstances or unanticipated events as they occur.

CEO Vision Statement

Coda Octopus Group, Inc.

"To realize increased organic growth through the exploitation of CODA's revolutionary, proprietary subsea technology, and continued advancements in customized, rugged defense engineering. To increase our value proposition for the benefit of all stakeholders, including our employees, to reward their innovative contributions to the growth of the business."

- Annmarie Gayle, Chairman and CEO

Overview

- Established business with strong pedigree in marine technology and defense engineering:

Products Business

Market leader in real-time 3D imaging sonar technology for multiple subsea defense and commercial applications. World's only real-time 3D sonar technology – "seeing both static and moving objects and measuring in real-time in zero visibility conditions underwater."

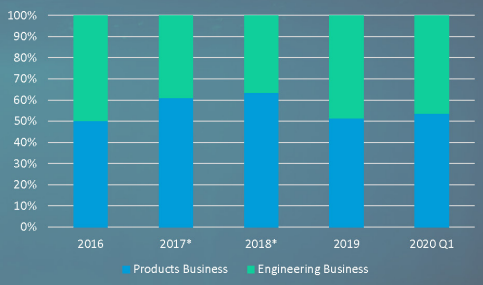
Engineering Business

Long-established relationships with U.S. and U.K. Defense Primes, such as Raytheon, Northrop and BAE, with a number of proprietary parts for significant programs such as Phalanx CIWS, yielding long-tail recurring and growing revenues.

- Strong culture of IP ownership in products' segment and sole supplier status by engineering segment
- Near-term catalysts - Ex. Thermite® Octal, DAVD, and 5D & 6D Echoscope® for additional growth across both business segments

Coda Octopus Group, Inc.

Revenue by Entity



NASDAQ:CODA	As of March 17, 2020
Market Cap	$59.18 MM
Shares Outstanding	10.72 MM
Public Float	6.68 MM
% Officers & Directors	13.1%

**2017/18 Engineering Business revenues impacted by delays in appropriation of U.S. defense budget.*

Financial Snapshot

ANNUAL	FY 2015	FY 2016	FY 2017	FY 2018	FY 2019	FY 2020 Q1
Revenues	$19,234,396	$21,118,319	$18,025,173	$18,019,429	$25,056,934	$6,680,979
Net Income	$1,070,291	$4,930,548	$3,339,663	$3,102,899	$5,225,199	$1,346,773
EBITDA	$2,309,215	$6,348,022	$4,771,643	$4,069,175	$7,278,307	$1,699,285
Earnings per share – basic*	$0.16	$0.60	$0.37	$0.49	$0.49	$0.13

*EPS in 2019 reflects the recording of a tax expense of $1,007,354 compared to a tax benefit of $1,754,169 in the 2018 period.


Coda Octopus Group, Inc.
Product Design & Manufacturing
24/7 Support and 3D Field Experts
Marine Technology Business
(Products Business)
Research Development and Innovation
Software Application and Custom Development
6

How We Sell

Coda Octopus Group, Inc.

COTS Products & Engineering Services

Products

Commercial off-the-shelf (COTS) product sales occur primarily through two channels:

- **Direct Sales:** Most sales occur through our Sales teams in both the U.S. and U.K.
- **Agents**: We also use a wide network of third party agents to expand our reach around the world, particularly in areas where language is a barrier to promoting our products.

Services

Our engineering services are primarily sold through:

- **Prime Partnerships:** We benefit from the small business allowance through our strategic relationships with primes such as Northrop Grumman, Raytheon, etc.

Echoscope[4G®] Family of Volumetric Sonars

Visualization & Mapping for Widest Range of Applications

Echoscope[4G®]

Echoscope[4G®] C500
Compact Edition

Depth Rating

SWaP (Size, Weight and Power)

Seeing & Measuring in Real-Time 3D in Zero Visibility Conditions Underwater

Echoscope[4G®] *Surface*

Echoscope[4G®] *Deep Water*

Echoscope® PIPE (Latest Development)

Coda Octopus Group, Inc.

5D and 6D Sonar Capability (New)

Echoscope^{4G} ®	
Hardware	**Processing Engine**
4G Lightweight Housing	3rd Generation Processing Engine

Echoscope® PIPE	
Hardware	**Processing Engine**
4G Lightweight Housing	Brand New Processing Engine

Coda Real-Time 3D Technology

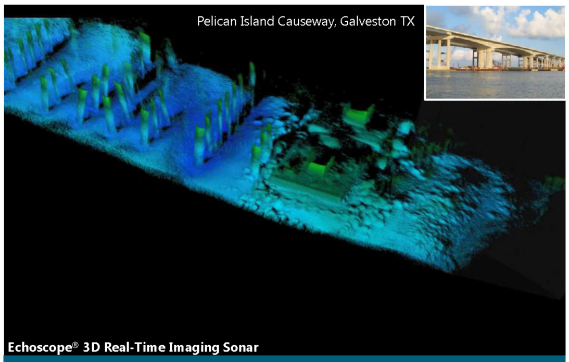
Sample Echoscope Project ROI Snapshots

Coda Octopus Group, Inc.

200	76	0	$1M	>100%
Blocks placed per day	*Sleepers placed per day*	*Visibility Conditions*	*In cost savings*	*Productivity rates*
Van Oord **Port Construction Project**	**ZADCO** **Sleeper Placement**	**UTEC** **Oilfield Development**	**DEME** **Rock Dumping**	**Technip/Shell**
Placement of **24,000** CORE-LOC Armour Units Record Production Rates Cost Saving: **Priceless** Duration: **1-2 Years**	Was: **4** sleepers placed in **12** hours Now: **76** sleepers placed in **24** hour shifts Productivity: **> 3,000%** Cost Saving: **> $3 million** Duration: **3-6 months**	Zero Visibility Conditions Productivity: **> 100%** Cost Saving: **Priceless** Duration: **3 months**	Zero Visibility and Accurate Placement Required Productivity: **> 100%** Cost Saving: **> $1 million** Duration: **6 days**	Echoscope used in Zero Visibility Saved significant NPT Productivity: **>100%** Cost Saving: **>$2 million** Duration: **6 months**

3D Product Line

Competing Technology is No Comparison

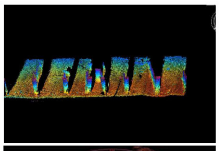


Echoscope® 3D Real-Time Imaging Sonar

Real-Time 3D Imaging **AND** Real-Time Mapping – see the shadows disappear!
Client deliverables complete in 54 seconds...

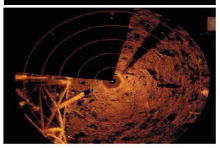
3D Multibeam

Produces static map after hours or days of processing
NO Real-Time image



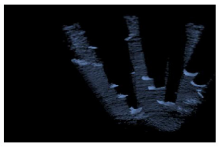
2D Scanning Sonar

Produces static map after hours or days of processing
NO Real-Time image



2D Imaging Sonar

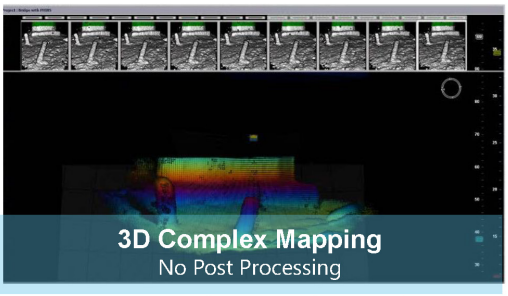
Produces 2D real-time image with no depths and NO Mapping

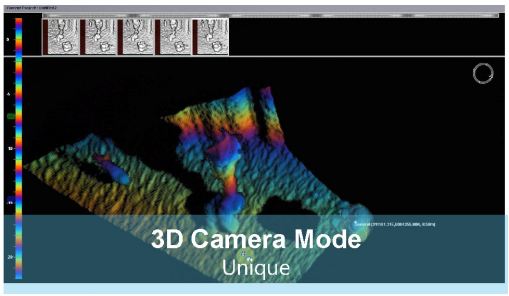


3D Product Line

What is the key USP?

Single **S**ensor, **M**ultiple **P**arallel **P**rocessing **A**pplication, for **V**ision, **M**apping and **M**easurement



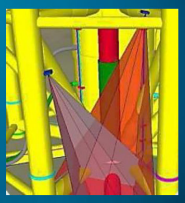


World's most diverse, functional and capable 3D sonar solution…

3D Product Line

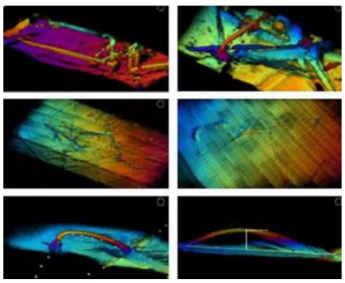
Delivering on Everyday Challenges Subsea

Complex Asset Placement – Alaska Monopod Installation



- Four Echoscopes® used to provide real-time visualization of landing site and control stabilization for crane operators
- Software 'models' provided real-time indication of distance and alignment with landing interface
- Conventional placement and positioning methods ineffective

Oilfield Disaster Recovery



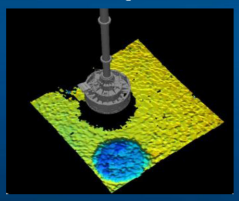
- Survey and mapping of complex 3D 'Tendons' enabling fast and effective removal
- Conventional methods ineffective and displaced

3D Product Line

Delivering on Everyday Challenges Subsea

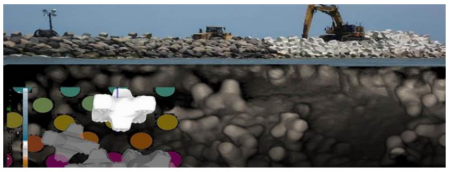
Coda Octopus Group, Inc.

Mineral Mining - Diamonds



- Operator can "see" exactly where each cut has taken place
- No overlapping of cuts
- Significant productivity benefit

Marine Construction - Breakwaters



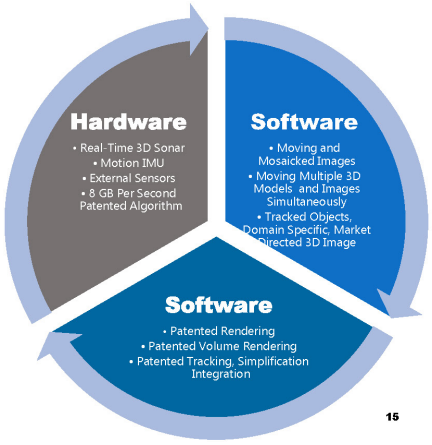
- Echoscope® is the No. 1 preferred solution for subsea placement
- Crane operator can "see" and "track" and "place" the moving block underwater
- Complete scene awareness for operators, engineers and owners
- Construction deliverable sign off using our technology

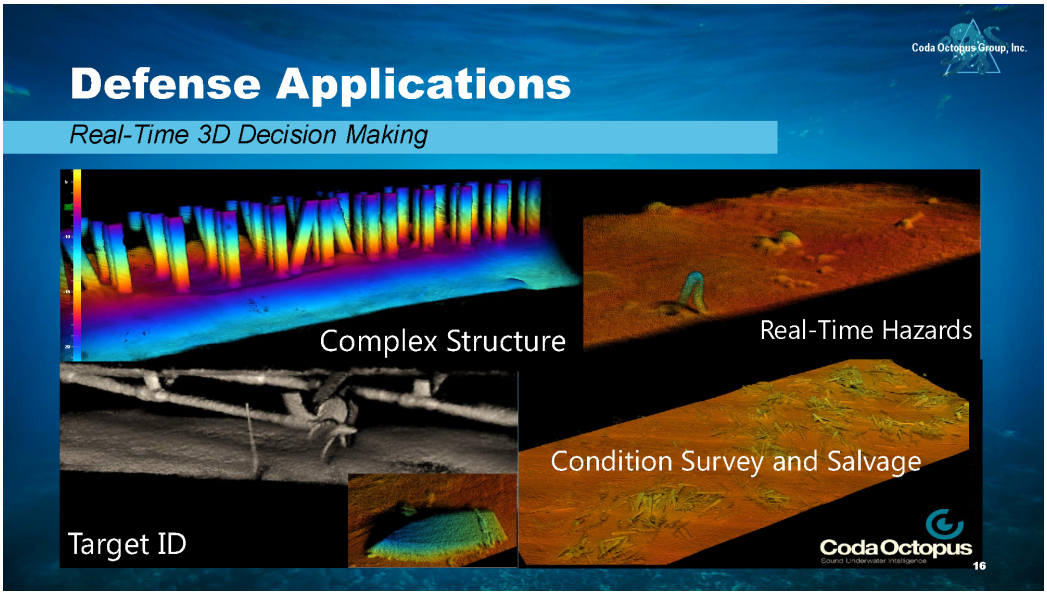
Strong Culture of IP

Total Product Package

- Multiple patents pending and covering recent technology innovations around 5D and 6D capability
- Patents cover the spectrum of software and hardware capabilities of Coda Octopus Group's unique real-time 3D technology
- Proprietary hardware and software are the complete system; components do not function independently
- Further de-risked by trade-secret optimization techniques

UPSTO No.	Patent Title
7,466,628	Method of constructing mathematical representations of objects from reflected sonar signals
7,489,592	Patch test for 3D sonar data
7,898,902	Method of representation of sonar images
8,059,486	Method of rendering volume representation of sonar images
8,854,920	Volume rendering of 3D sonar data
9,019,795	Method of object tracking using sonar imaging
10,088,566	Object Tracking using sonar imaging
JP Patent No.	
5565964	Method of underwater drilling/levelling by a machine-construction device
5565957	Method of construction management by a 3-dimensional sonar device



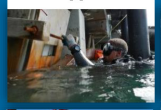
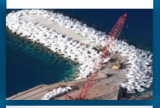
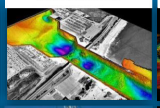
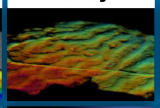
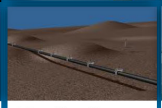
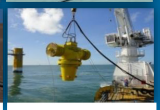

Coda Octopus Group, Inc.
Defense Applications
Real-Time 3D Decision Making
Complex Structure
Real-Time Hazards
Condition Survey and Salvage
Target ID
Coda Octopus
16

Commercial Applications

Coda Octopus Group, Inc.

Marine Products Business

Marine and Port Construction, Renewables,
Research, Educational Institutions, and **Oil and Gas**

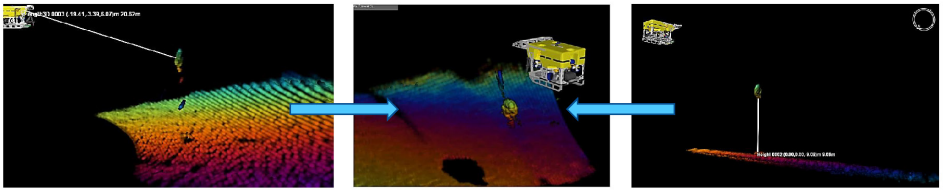
Dive Inspection Support	Port Construction	Channel Clearance	Complex Survey	Subsea Intervention	Completions & Tie Back
					
					
Asset Inspection	Recovery & Salvage	Dredging & Rock Dumping	ROV Navigation Zero Visibility	Pipeline Survey & Leak ID	Placement & Landing


Coda Octopus Group, Inc.
Customers
Marine Products Business
Military & Defense
Including 30 US Ports & Enforcement Bodies
NYPD
FBI
End User Customers
ExxonMobil
bp
Chevron
ADNOC
NPCC
SAIPEM
Service Providers
Jan De Nul
Technip
Boskalis
FUGRO
OCEANEERING
subsea 7
Van Oord
Marine ingenuity
Additional
DE BEERS
GROUP OF COMPANIES
BIBBY
OFFSHORE
18

3D Real-Time Echoscope Technology Advantage

Real-Time Underwater Decision Making

- Removes **man out of the loop**, thus **reducing costs** significantly and **increasing repeatability** of common tasks
- Enhances Safety, again by removing **man out of the loop**
- Facilitates near impossible missions without **risking lives**
- Provides the vehicle for **mapping** the ocean floor (far and wide)



Key Growth Market

Defense, Navy Activities, Law Enforcement and Coast Guards

- Search & Rescue and Recovery Missions
- Asset Identification & Reacquisition
- See & Identify Targets and Hazards
- Record & Map to gather intelligence and analyze threats & hazards, before committing higher value assets
- Real-Time Surveillance
- Ship Hull Scanning

Real-Time Decision Making

Unique technology to manage in real-time subsea threats

- Obstacle Avoidance for manned & unmanned missions
- Route Clearance Survey for foreign ports
- Mine & Threat location & identification
- Front end threat identification – landings, special forces incursion
- Port & Harbour Security
- Diving Applications

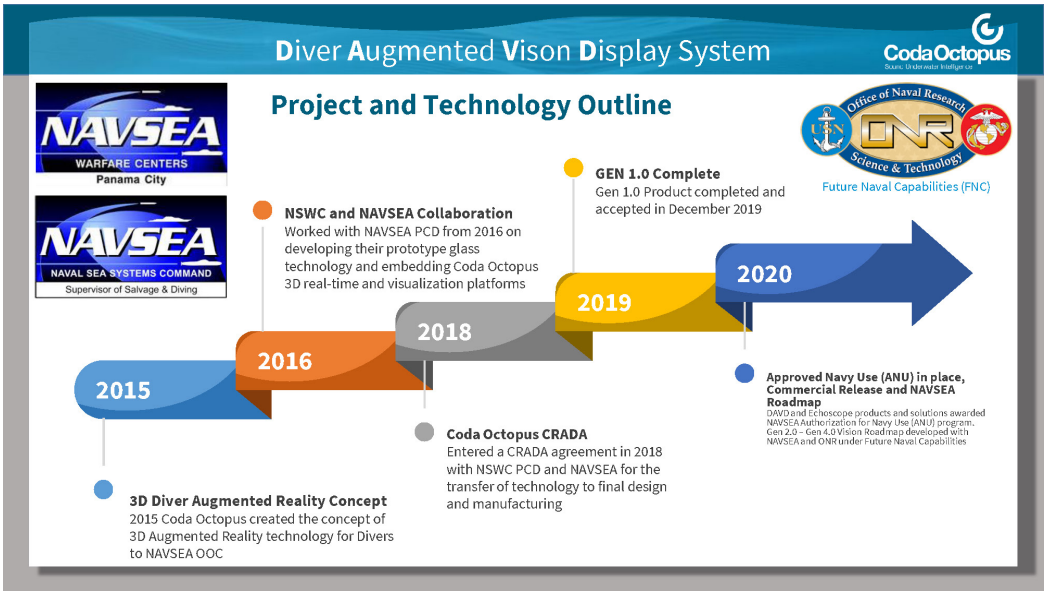
Coda Octopus Group, Inc.

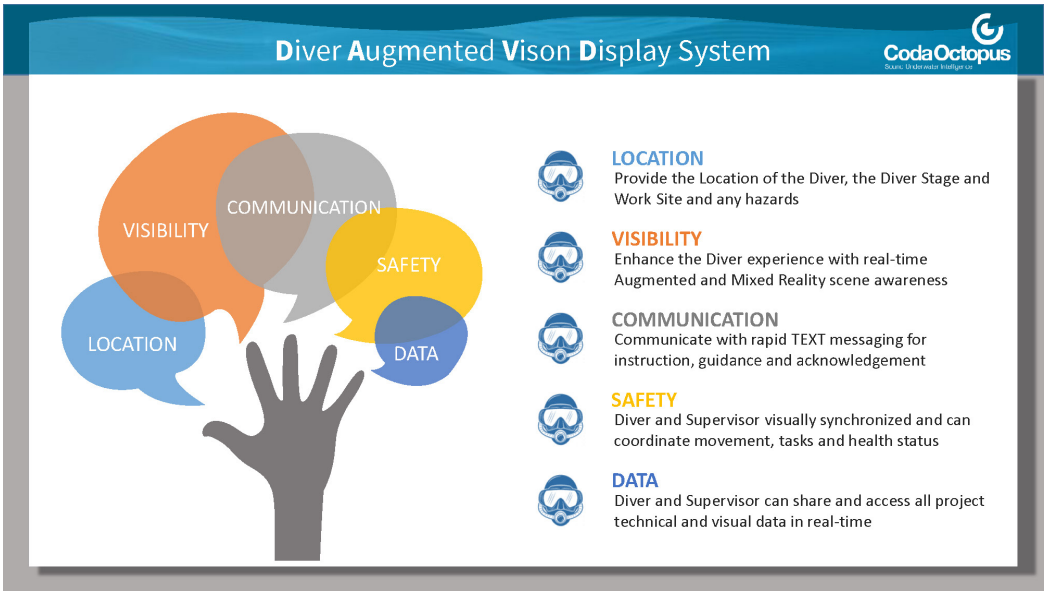
Real-Time 3D Imaging in Navy and Defense Applications

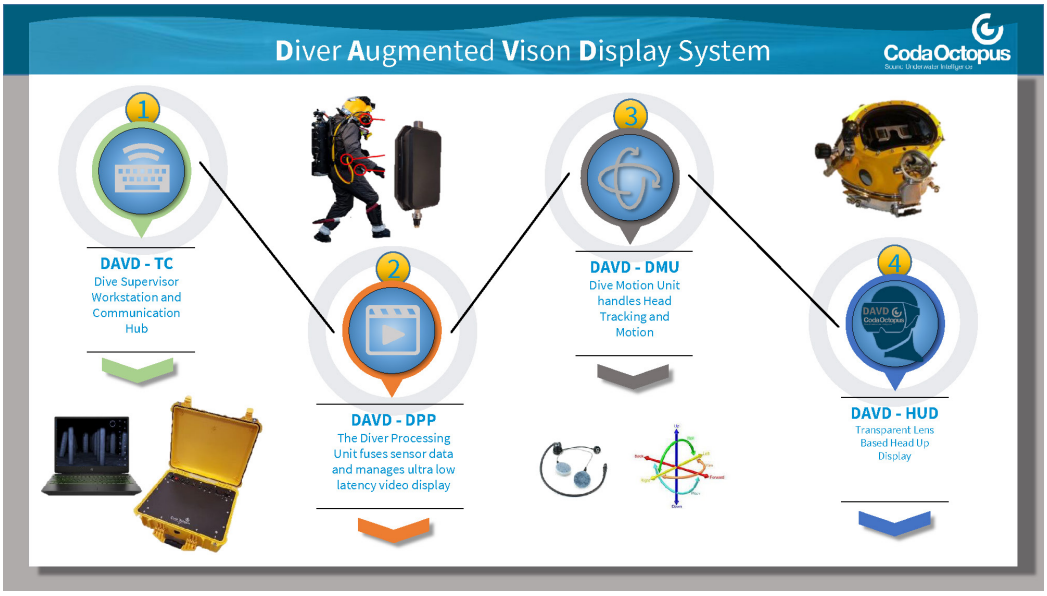
Strategic Development and Partnerships

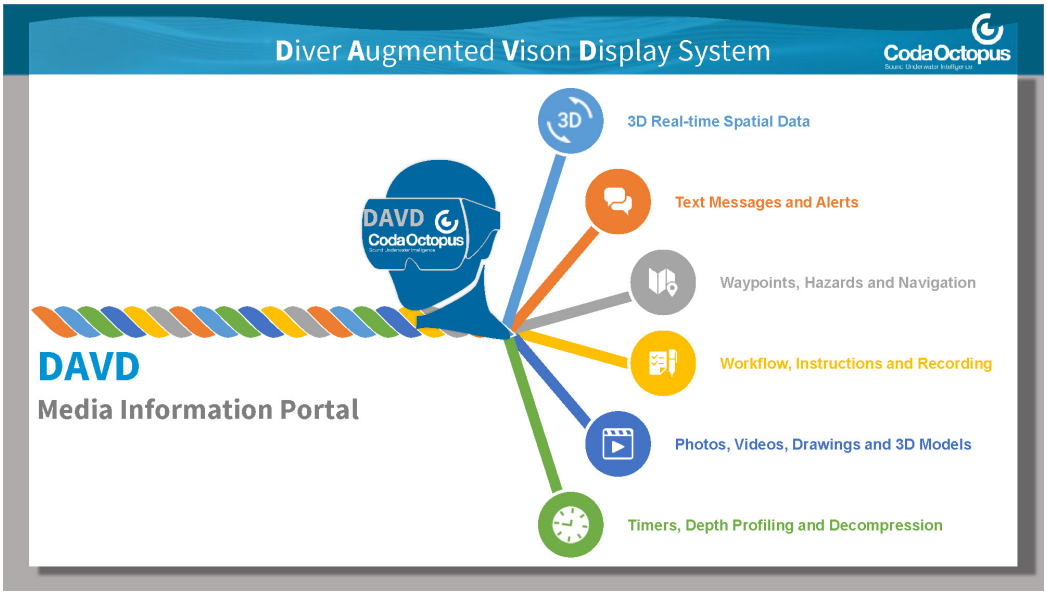
Momentum has grown significantly within the U.S. Navy community for CODA's industry-leading, real-time technology. The following groups are actively funding development, trials or purchases of Coda Octopus Echoscope® technology:

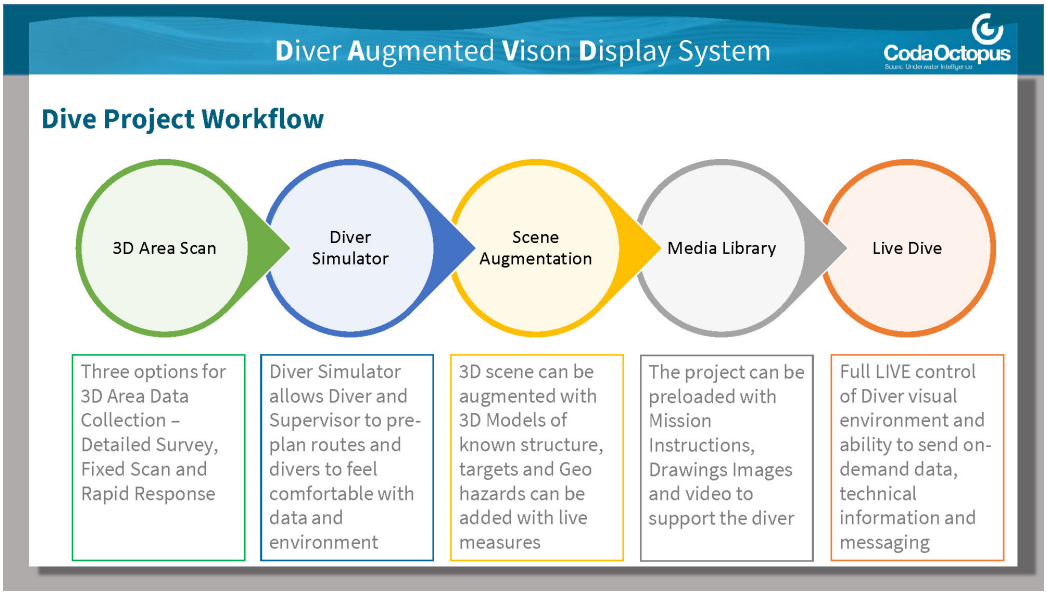
- Swimmer Delivery Vehicles
- Mine Counter Measures
- Ship Hull Inspection
- Salvage and Diver Support
- Critical Asset Inspection
- Real-Time Threat Detection


Diver Augmented Vison Display System
CodaOctopus
Project and Technology Outline
NAVSEA
WARFARE CENTERS
Panama City
NAVSEA
NAVAL SEA SYSTEMS COMMAND
Supervisor of Salvage & Diving
Office of Naval Research
ONR
Science & Technology
Future Naval Capabilities (FNC)
2015
2016
2018
2019
2020
3D Diver Augmented Reality Concept
2015 Coda Octopus created the concept of 3D Augmented Reality technology for Divers to NAVSEA OOC
NSWC and NAVSEA Collaboration
Worked with NAVSEA PCD from 2016 on developing their prototype glass technology and embedding Coda Octopus 3D real-time and visualization platforms
Coda Octopus CRADA
Entered a CRADA agreement in 2018 with NSWC PCD and NAVSEA for the transfer of technology to final design and manufacturing
GEN 1.0 Complete
Gen 1.0 Product completed and accepted in December 2019
Approved Navy Use (ANU) in place, Commercial Release and NAVSEA Roadmap
DAVD and Echoscope products and solutions awarded NAVSEA Authorization for Navy Use (ANU) program. Gen 2.0 – Gen 4.0 Vision Roadmap developed with NAVSEA and ONR under Future Naval Capabilities


Diver Augmented Vison Display System
CodaOctopus
VISIBILITY
COMMUNICATION
SAFETY
LOCATION
DATA
LOCATION
Provide the Location of the Diver, the Diver Stage and Work Site and any hazards
VISIBILITY
Enhance the Diver experience with real-time Augmented and Mixed Reality scene awareness
COMMUNICATION
Communicate with rapid TEXT messaging for instruction, guidance and acknowledgement
SAFETY
Diver and Supervisor visually synchronized and can coordinate movement, tasks and health status
DATA
Diver and Supervisor can share and access all project technical and visual data in real-time


Diver Augmented Vison Display System
CodaOctopus
1
DAVD - TC
Dive Supervisor Workstation and Communication Hub
2
DAVD - DPP
The Diver Processing Unit fuses sensor data and manages ultra low latency video display
3
DAVD - DMU
Dive Motion Unit handles Head Tracking and Motion
4
DAVD - HUD
Transparent Lens Based Head Up Display


Diver Augmented Vison Display System
CodaOctopus
3D
3D Real-time Spatial Data
Text Messages and Alerts
Waypoints, Hazards and Navigation
Workflow, Instructions and Recording
Photos, Videos, Drawings and 3D Models
Timers, Depth Profiling and Decompression
DAVD
CodaOctopus
DAVD
Media Information Portal

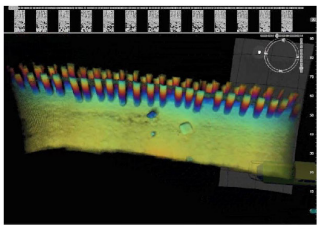

Diver Augmented Vison Display System
CodaOctopus
Dive Project Workflow
3D Area Scan
Diver Simulator
Scene Augmentation
Media Library
Live Dive
Three options for 3D Area Data Collection – Detailed Survey, Fixed Scan and Rapid Response
Diver Simulator allows Diver and Supervisor to pre-plan routes and divers to feel comfortable with data and environment
3D scene can be augmented with 3D Models of known structure, targets and Geo hazards can be added with live measures
The project can be preloaded with Mission Instructions, Drawings Images and video to support the diver
Full LIVE control of Diver visual environment and ability to send on-demand data, technical information and messaging

Diver Augmented Vison Display System

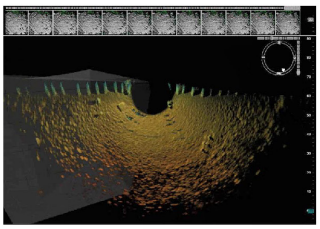
CodaOctopus

DAVD Operational Use Scenarios

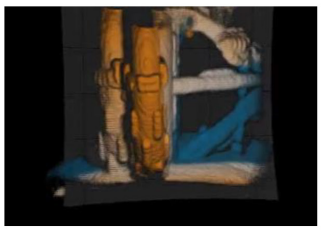
Vessel / AUV or ROV
Survey in advance of dive operations



Static Rotational Scan
Scan from a fixed location

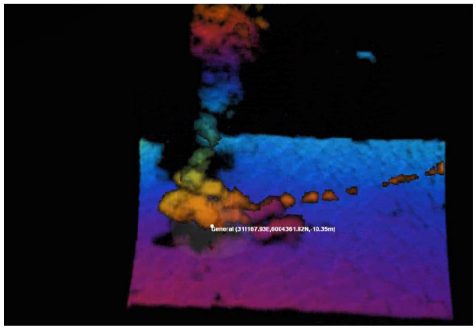


Diver Hand Held
Live Scan of area in real-time



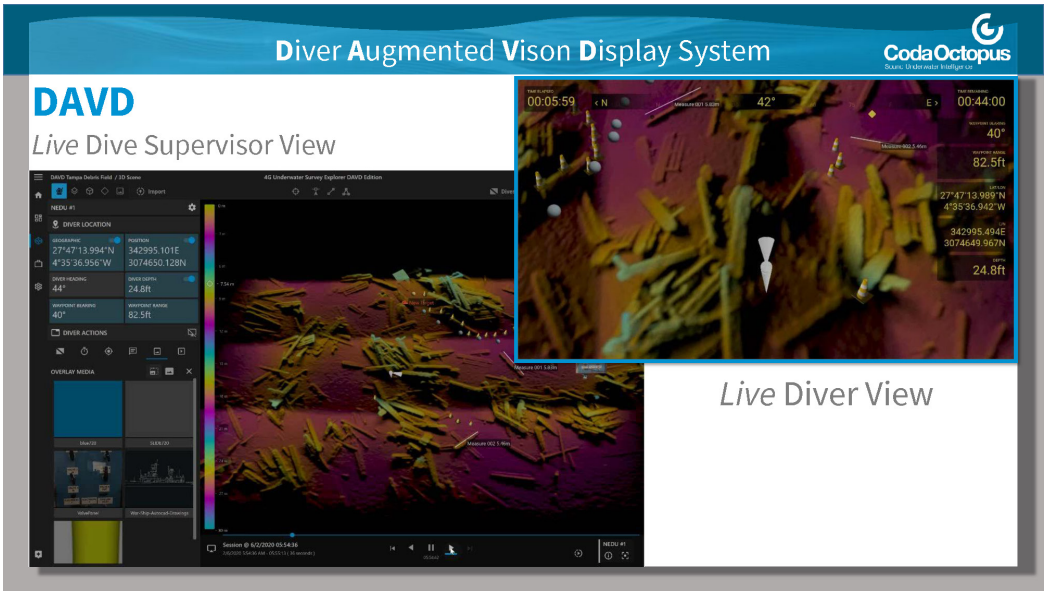
Diver Augmented Vison Display System

CodaOctopus



3D MATT (Multiple Automated Target Tracking provides most accurate real-time diver positioning using Echoscope C500 real-time Imaging Sonar.

Optional USBL positional input.


Diver Augmented Vison Display System
CodaOctopus
DAVD
Live Dive Supervisor View
Live Diver View

Diver Augmented Vison Display System

CodaOctopus

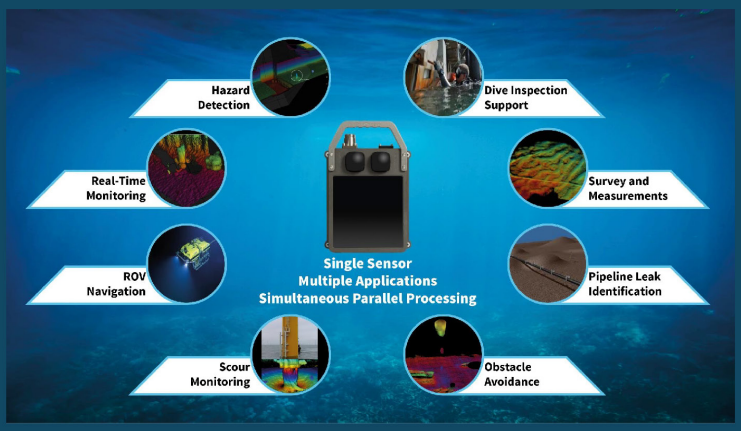
Summary of Benefits and Features from the DAVD system

- **Transparent Glass Display** capable of 2D Data, 3D Augmented Reality and Mixed Reality
- **Diver DPP** "**Black Box**" high performance processor for diver display, sensor fusion and real-time data recording and acquisition.
- System provides a complete **Underwater Diver Information Portal**
  - Technical Data
  - Drawings, Pictures Georeferenced Maps
  - Workflow Missions – Slide Decks
- **Communication and Messaging** – Text, Symbology and Visual
- **Software Simulation** – Critical software feature for Pre-Deployment and Pre-Dive planning, scene augmentation and diver familiarization leading to mission safety and efficiency

Echoscope® PIPE Series Structure

New Breakthrough Echoscope® 5-Dimensional and 6-Dimensional Sonars

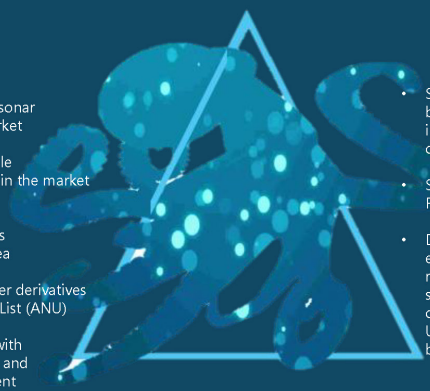
Coda Octopus Group, Inc.



Value Drivers

Coda Octopus Group, Inc.

- First mover in innovating and commercializing real-time 3D sonar technology for the subsea market
- No other commercially available real-time 3D/4D/5D/6D sonar in the market
- Technically adept Group with strong brand as market leaders in real-time visualization subsea
- DAVD and Echoscope and other derivatives added to Approved Navy Use List (ANU)
- Multiple initiatives underway with U.S. Navy and defense bodies, and tracking significant development funding for further research and development for defense space



- Strong and growing global customer base and expanding market applications, including precious gem mining and offshore renewables
- Strong Patents and Intellectual Property Rights Portfolio
- Diversified Group, with two stand-alone engineering businesses, which have recurring streams of revenues through supplying proprietary parts into a number of funded U.S. Defense programs and UK Defense Programs, and the products business selling into the subsea market

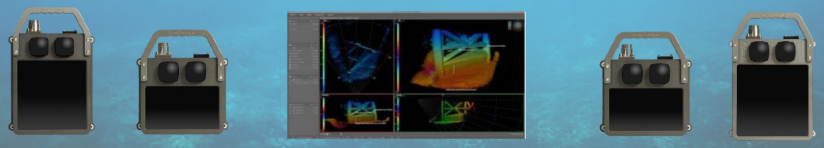
Growth Catalysts

New Breakthrough Echoscope® 5-Dimensional and 6-Dimensional Sonars

- The world's only 5D & 6D real-time volumetric sonar technology, Echoscope® PIPE
- Gen 1 Diver Augmented Vision Display (DAVD) is approved for Navy Use and ready for Fleet Issue
- Thermite® Octal
- All Fourth Generation (4G) Hardware Products Have Been Launched
  - Smart algorithms for the class-leading sonars
  - Top-end software products for many new capabilities

Goal: Standardize proprietary real-time volumetric imaging sonars, in different form factors, across existing and new subsea markets

- Positioned to increase market share
- Defense market is significant opportunity; Addressable Market is estimated at $2.685 billion



Addressable Sonar Market*

ANNUAL	FY 2018	FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY2024	FY2025	FY2026
Revenues $B	$2.336	$2.503	$2.685	$2.869	$3.081	$3.313	$3.543	$3.786	$4.064
Growth		7.1%	7.3%	6.9%	7.4%	7.5%	6.9%	6.9%	7.3%

* Source: "Global SONAR Systems and Technology Market Size, Status and Forecast 2019-2026," Maia Research (November 23, 2018)

Sonar Market by Application*

REVENUE/MARKET ($B)	2018	2023	CAGR
Defense	$1.251B	$1.631B	5.44%
+ including UUV	$0.186B	$0.357B	13.95%
Commercial	$1.075B	$1.615B	8.48%
+including UUV	$0.3944B	$0.7575M	13.94%
+including Dredgers	$0.0093M	$0.0131M	7.09%
Total Market	**$2.326B**	**$3.246B**	**6.89%**

* Source: "Sonar System Market, Global Forecast to 2023," MarketsandMarkets (January 2019)

Addressable Sonar Market*

Coda Octopus Group, Inc.

REVENUE/ SECTOR ($B)	FY 2018	FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY2024	FY2025	FY2026
Scientific	$0.598B	$0.641B	$0.687B	$0.735M	$0.792B	$0.855B	$0.913B	$0.978B	$1.053B
Commercial	$0.633B	$0.679B	$0.728B	$0.780B	$0.840B	$0.907B	$0.972B	$1.041B	$1.121B
Military	$1.040B	$1.113B	$1.198B	$1.278B	$1.368B	$1.466B	$1.563B	$1.667B	$1.785B
Others	$0.065B	$0.070B	$0.073B	$0.076B	$0.080B	$0.086B	$0.095B	$0.100B	$0.105B
TOTAL	**$2.336B**	**$2.503B**	**$2.686B**	**$2.869B**	**$3.081B**	**$3.313B**	**$3.543B**	**$3.786B**	**$4.064B**

* Source: "Global SONAR Systems and Technology Market Size, Status and Forecast 2019-2026," Maia Research (November 23, 2018)

Addressable Sonar Market*

REVENUE/ SONAR TYPE ($B)	2018	2019	2020	2021	2022	2023	2024	2025	2026
Multi-Beam	$1.020B	$1.094B	$1.172B	$1.254B	$1.350B	$1.468B	$1.574B	$1.679B	$1.814B
Single Beam	$0.467B	$0.498B	$0.537B	$0.566B	$0.604B	$0.641B	$0.682B	$0.727B	$0.771B
Synthetic Aperture	$0.254B	$0.273B	$0.296B	$0.319B	$0.347B	$0.376B	$0.407B	$0.440B	$0.475B
Side Scan	$0.596B	$0.638B	$0.681B	$0.730B	$0.781B	$0.828B	$0.879B	$0.939B	$1.004B
TOTAL	**$2.337B**	**$2.503B**	**$2.686B**	**$2.869B**	**$3.082B**	**$3.313B**	**$3.542B**	**$3.785B**	**$4.064B**

* Source: "Global SONAR Systems and Technology Market Size, Status and Forecast 2019-2026," Maia Research (November 23, 2018)

Competitive Benchmarking*

Coda Octopus Group, Inc.

Companies	
Raytheon	Lockheed Martin
Thales	Atlas Electronik
Ultra Electronics	L3
BAE Systems	Aselsan
Harris Corporatin	Naval Group
Kongsberg Gruppen	Teledyne
Sonardyne	Ixblue SAS
R2 Sonic	Norbit Grup
Western Marine Electronics	EdgeTech
Innormat Technologie	FURUNO
JRC	Navico
FLIR Systems	Johnson Outdoors
Garmin	DSIT

*Source: "Sonar Systems Market Global Forecast to 2023," MarketsandMarkets (January, 2019)


Coda Octopus Group, Inc.
Customized Rugged Solutions
Mission Critical Integrated Systems
Software Engineering
Mechanical Engineering
Colmek
Engineering Business
Electronic Design
Complete Product Lifecycle Development
Advanced Signal Processing
Obsolescence Management of Legacy Defense Products
35

Key Markets

Coda Octopus Colmek - Engineering Business

Sub-Contractor to the **U.S. DoD**

Customers

Coda Octopus Colmek – Engineering Business

Growth Catalysts

Coda Octopus Group, Inc.

- **Two new funded defense programs added to Colmek's portfolio in FY 2018**
  - Contracted to prototype two new parts for two significant programs. Value of contracted prototype is approximately $1.5M
  - Once prototype phase is completed and manufacturing contracts awarded, these parts will yield long-tail recurring revenues

- **Thermite® Octal**
  - Next Generation Product Line Extension for additional growth
  - Colmek's rugged, configurable, versatile, high performance mission computer
  - Successfully completed its Military Specification (Milspec) environmental testing
  - Goal: Deliver new standard of field mobility to established Thermite® customer base
  - Technical refresh underway
  - Multiple Defense Applications
    - Man-worn robotic and backpack-worn
    - Manned/unmanned vehicles: airborne, land-based, maritime
  - Product roll-out of next generation of Thermite family of rugged embedded computers
    - Octal – initial next-gen Thermite technical refresh completed and now being promoted, including a number of significant customer trials – one of which is for integration into a military vehicle
  - Expect this product line to add $3-$7M to Colmek's revenues annually

Thermite® Octal Applications/Trials

Coda Octopus Group, Inc.

- **Thermite® New Generation Octal® Embedded Rugged Computer**

Weapon Control Systems	Army Mobile Vehicles	*In Field Test*
Dismounted Soldier Training	Virtual Reality	*In Prototype Stage*
Real Time Training and Simulation	Virtual Reality	*In Prototype Stage*
Mission Computer	U.S. Military Ally	*Drone Control, Real-Time Imaging*
Mission Computer	U.S. Military Ally, F16	*In Field/ Environmental Testing*
Sensor Processing	Undisclosed U.S. Military Application	*In Development Stages*
Mission Computer	Army/Marine	*Robotic Control – Land Based Drone*


Product Design and Manufacturing
Subsea and Harsh Environment Design
Software Engineering
Mechanical Engineering
Martech
Engineering Business
Electronic Design
Complete Product Lifecycle Development
Test, Instrumentation and Control
Obsolescence Management of Legacy Defense Products
40

Customers

Coda Octopus Martech – Engineering Business

Located in Portland, Dorset, UK. Martech follows the same model as Colmek.

Growth Catalysts

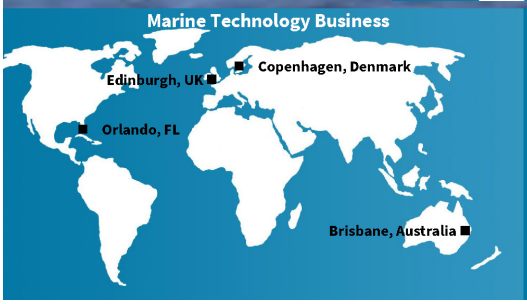
Coda Octopus Group, Inc.

- **Long-tail recurring revenues from ongoing Defense Customer Programs**
  - Proprietary Chemical Decontamination Systems
    - Component of the Eurofighter Tycoon's Ground Equipment
    - Used to decontaminate pilot helmets that have come in contact with chemical weapons
    - Contracted for two new units, at approximately $300K per, in FY2018
    - Sales to date are approximately $2.4M since program inception, in 2011

- **Increasing customer base via successful R&D Programs**
  - Pump and Pressurization Controllers – Grundfos
    - Developed a series of proprietary fire sprinkler pump controllers in use by customers including Grundfos, a global leader in advanced pump solutions and trendsetter in water technology, as part of its FireSAFE product line
    - Developing a variant of the FireSAFE product, to address the requirements for sprinkler systems in high-rise residential installations, a growing market following the tragic Grenfell Tower fire in the UK
      - Forecasting sales of 1000 units in 2020
    - Designed and manufactured the pressurization controller, as part of Grundfos' Pressure Half Time (PHT) product line, used to maintain pressure in heating and cooling systems for residential and commercial applications
      - Shipped 3,000 pressurization controller unit order in FY 2018 to Q1FY2020
      - Forecasting repeat order of 3000 units in 2020

Operations

Coda Octopus Group, Inc.



Coda Octopus Group

Management

Annmarie Gayle, LL.B, LLM – Chief Executive Officer and Chairman – Denmark

Ms. Gayle has been our CEO and a member of the Board of Directors since 2011. She has also been the CEO of our flagship Products Business since 2012. Prior thereto, she spent two years assisting with the restructuring of our company. She previously served with the Company as Senior Vice President of Legal Affairs between 2006 and 2007. Earlier in her career, she worked for a major London law practice, the United Nations, and the European Union. Ms. Gayle has a strong background in restructuring and has spent more than 12 years in a number of countries where she has been the lead adviser to a number of transitional administrations on privatizing banks and reforming state-owned assets in the CEE countries including banking, infrastructure and telecommunications assets. Ms. Gayle has also managed a number of large European Union funded projects. Ms. Gayle holds a Law degree gained at the University of London and a Masters of Law degree from Cambridge University. She is qualified to practice as a solicitor in England & Wales.

Michael Midgley – Chief Financial Officer; Chief Executive Officer of Coda Octopus Colmek, Inc. – U.S.

Mr. Midgely has been our CFO since December 2017, following his tenure as our acting CFO since 2013. Mr. Midgley also serves as Chief Executive Officer of Coda Octopus Colmek, Inc. since 2010, which he joined in 2008. Mr. Midgley's 42 year career spans business, accounting and finance in many industries. He is an expert in data mapping and conversion to JD Edwards World General Accounting Software, and previously had his own CPA practice specializing in SEC and Tax practice areas, as well as worked for a regional accounting firm. He was President and CFO of Covol Technologies, Inc., 1991-1995, and CFO of Human Affairs Inc., 1986-1991. Mr. Midgley is a qualified CPA in the state of Utah, and attended the University of Utah where he obtained a BA in Accounting.

Coda Octopus Group

Management

Blair Cunningham – President of Technology; Chief Executive Officer of Coda Octopus Products, Inc.– U.S.

Mr. Cunningham has been with the company since July 2004 and has had a number of roles including his current position of President of Technology and CEO of Coda Octopus Products, Inc. CTO of Coda Octopus Group, Inc. since 2005 and Senior Vice President of Products Division between July 2004 and July 2005. Earlier in his career he worked for several firms as a systems analyst and developer. Mr. Cunningham has a strong background in technology development, design and large-scale software development with a key focus on process efficiency and end-user experience. Mr. Cunningham received an HND in Computer Science in 1989 from Moray College of Further Education, Elgin, Scotland. Because of Mr. Cunningham's expertise in technology and delivery of large scale software projects, the company believes that he is highly qualified to serve in his current roles.

Coda Octopus Group

Board of Directors

Annmarie Gayle, LL.B, LLM – Chief Executive Officer and Chairman – Denmark

Ms. Gayle was appointed Chairman of the Board in March 2017, and previously served as Director since 2011. Additionally, Ms. Gayle has been the Group CEO since 2011; assisted with the restructuring of the Company, 2009-2010, and served as SVP of Coda's Legal Affairs, 2006-2007. Earlier in her career she worked for a major London law practice, the United Nations and the European Union. Ms. Gayle has a strong background in restructuring and has spent more than 12 years in a number of countries where she has been the lead adviser to a number of transitional administrations on privatizing banks and reforming state-owned assets in the CEE countries including banking, infrastructure and telecommunications assets. Ms. Gayle has also managed a number of large European Union funded projects. Ms. Gayle holds a Law degree gained at the University of London and a Masters of Law degree from Cambridge University. She is qualified to practice as a solicitor in England & Wales.

Michael Hamilton, Director – U.S.

Mr. Hamilton served as Coda's Chairman of the Board, June 2010-March 2017, and continues to serve as a Director. Since 2014, Mr. Hamilton has provided accounting and valuation services for a varied list of clients. His career includes serving as Senior Vice President of Powerlink Transmission Company, 2011-2014, and audit partner at PriceWaterhouseCoopers, 1988-2003. He holds a B.S. in Accounting from St. Frances College and is a Certified Public Accountant and is accredited in business valuation. Mr. Hamilton services as the Chair of both the Board's Audit Committee and Compensation and Governance Committee, and as a member of its Nominating Committee.

Coda Octopus Group

Board of Directors

Mary M. Losty – Director – U.S.

Ms. Losty has been a member of Coda's Board of Directors since July 2017. Ms. Losty is a private investor in both U.S. equities and real estate. Her career includes serving as a Partner at Cornwall Asset Management LLC, a U.S. portfolio management firm, where she was responsible for the firm's investment in numerous small– to medium- cap emerging growth companies, 1998-2010. She was portfolio manager at Duggan & Associates, 1992-1998, and an equity research analyst at Kimelman & Company, 1990-1992. Previously she worked at Morgan Stanley & Co. and was the top aide to James R. Schlesinger, a five-time U.S. cabinet secretary. Former Board director positions include Procera Networks, Inc. 2007-2015, and Blue Earth, Inc. formerly Genesis Fluid Solutions Holdings, 2009-2011. Ms. Losty received her J.D. from Georgetown University Law Center and her B.S. from Georgetown University's School of Foreign Service. Ms. Losty serves on the Board's Audit and Nominating Committees.

J. Charles Plumb, Captain, USNR (Ret.) – Director – U.S.

Captain Plumb has been a member of Coda's Board of Directors since September 2019. Captain Plumb is a retired U.S. Navy fighter pilot. On his 75th combat mission, just five days before the end of his tour in Vietnam, he was shot down over Hanoi, taken prisoner and tortured. During his nearly six years as a prisoner of war, he distinguished himself as a pro in underground communications. He was a great inspiration to all the other POWs and served as chaplain for two years. Following his repatriation, Captain Plumb continued his Navy flying career in Reserve Squadrons where he flew A-4 Sky Hawks, A-7 Corsairs and FA-18 Hornets. His last two commands as a Naval Reservist were on the Aircraft Carrier Corral Sea and at Fighter Air Wing in California. He retired from the United States Navy after 28 years of service. His military honors include two Purple Hearts, the Legion of Merit, the Silver Star, the Bronze Star and the P.O.W. Medal. He has been a motivational speaker, consultant and executive coach since 1973. His clients include General Motors, Fedex, Hilton, Aflac, the U.S. Navy, BMW and NASA. Since 2010, he has been member of the Board of Directors of the Lightspeed Aviation Foundation. Captain Plumb earned a B.S. in electrical engineering from the U.S. Naval Academy at Annapolis. We selected Captain Plumb because of his close ties to the U.S. Defense establishment.

Coda Octopus Group

Board of Directors

G. Tyler Runnels- Director– U.S.

Mr. Runnels has been nominated by our board to be elected as a director at the 2018 annual meeting to fill a vacancy created by the departure of two of our directors. Mr. Runnels has nearly 30 years of investment banking experience including debt and equity financings, private placements, mergers and acquisitions, initial public offerings, bridge financings, and financial restructurings. Since 2003, Mr. Runnels has been the Chairman and Chief Executive Officer of T.R. Winston & Company, LLC, an investment bank and member of FINRA, where he began working in 1990. Mr. Runnels was an early stage investor in our company and T.R. Winston & Company, LLC has served as our exclusive placement agent in one of our private placements raising early rounds of capital for our company. Mr. Runnels has successfully completed and advised on numerous transactions for clients in a variety of industries, including healthcare, oil and gas, business services, manufacturing, and technology. Mr. Runnels is also responsible for working with high net attorneys, qualified intermediaries and financial advisors. Prior to joining T.R. Winston & Co., LLC, Mr. Runnels held the position of Senior Vice President of Corporate Finance for H.J. Meyers & Company, a regional investment bank. Mr. Runnels is a member of the Board of Directors of Level Brands, Inc. (NYSE American: LEVB) and serves on the Pepperdine University President's Campaign Cabinet. Mr. Runnels received a B.S. and MBA from Pepperdine University. Mr. Runnels holds FINRA series 7, 24, 55, 63 and 79 licenses. We selected Mr. Runnels to serve on our board of directors based upon his significant expertise both as an investor and advisor, as well as his experience as a board member of a number of listed companies.


Coda Octopus Group, Inc.
CODA OCTOPUS GROUP, INC.
World Leader in Sound Underwater Technology
NASDAQ: CODA
www.codaoctopusgroup.com