

NOTICE OF CHANGE OF AUDITOR
National Instrument 51-102

NowVertical Group Inc.
333 Bay Street, Suite 3400
Toronto, Ontario
M5H 2S7

TO: Grant Thornton LLP

AND TO: BDO Canada LLP

AND TO: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Office of the Superintendent of Securities (Prince Edward Island)
Office of the Superintendent of Securities Service Newfoundland & Labrador

Pursuant to National Instrument 51-102 - *Continuous Disclosure Obligations* (“**NI 51-102**”), NowVertical Group Inc. (the “**Company**”) provides the following Notice of Change of Auditor:

1. Grant Thornton LLP, the former auditor of the Company, have resigned at the request of the Company effective December 19, 2022;
2. The audit committee of the Company and the board of directors of the Company has considered and approved the resignation of its former auditor, Grant Thornton LLP and has approved the appointment of BDO Canada LLP as successor auditor of the Company.
3. There was no modified opinion expressed in Grant Thornton LLP’s report on any of the Company’s financial statements relating to the period commencing at the beginning of the Company’s two most recently completed financial years and ending on the date of resignation of Grant Thornton LLP.
4. There have been no “reportable events” as such term is defined in NI 51-102.

DATED as of the 19th day of December, 2022

[Signed] “Daren Trousdell”
Daren Trousdell, Chief Executive Officer