

September 26, 2022

**HARD COPY ON FILE**

**FILED BY SEDAR**

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

Dear Sirs/Mesdames:

**Re: NowVertical Group Inc. (the “Issuer”) Prospectus Supplement dated September 26, 2022 (the “Prospectus Supplement”)**

We refer to the Prospectus Supplement of the Issuer relating to the distribution of senior unsecured convertible debenture units of the Issuer.

We hereby consent to the use of and reference to our name and legal opinions contained in the Prospectus Supplement under the headings “Eligibility for Investment” and “Certain Canadian Federal Income Tax Considerations” and to the use of and reference to our name under the heading “Interest of Experts”.

We have read the Prospectus Supplement and have no reason to believe that there are any misrepresentations in the information contained in it that are derived from our legal opinions provided in the Prospectus Supplement or within our knowledge as a result of the services performed by us in connection with such opinion.

Yours truly,

*“Goodmans LLP”*

**GOODMANS LLP**