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September 26, 2022

Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
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

Dear Sirs/Mesdames:

**Re: NowVertical Group Inc. (the “Corporation”)
Prospectus Supplement dated September 26, 2022 to the Short Form Base
Shelf Prospectus dated January 21, 2022**

We refer to the prospectus supplement of the Corporation dated September 26, 2022 (the “**Prospectus Supplement**”) to the short form base shelf prospectus of the Corporation dated January 21, 2022 in relation to the offering of senior unsecured convertible debenture units of the Corporation.

We hereby consent to the references to our firm name in the Prospectus Supplement under the heading “Interests of Experts”, and to the references to our firm name and to the use of our opinions under the headings “Eligibility for Investment” and “Certain Canadian Federal Income Tax Considerations” in the Prospectus Supplement.

We confirm that we have read the Prospectus Supplement and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus Supplement that are derived from our opinions referred to above or that are within our knowledge as a result of the services we performed in connection with such opinions.

Yours truly,

“DICKINSON WRIGHT LLP”