

NOWVERTICAL GROUP INC.

NOTICE OF CHANGE OF AUDITOR

TO: Alberta Securities Commission
British Columbia Securities Commission
The Manitoba Securities Commission
Financial and Consumer Services Commission
Office of the Superintendent of Securities Service Newfoundland and Labrador
Nova Scotia Securities Commission
Ontario Securities Commission
Financial and Consumer Services Division Department of Justice and Public Safety
Financial and Consumer Affairs Authority of Saskatchewan

AND TO: BDO Canada LLP

AND TO: Ernst & Young LLP

Pursuant to Section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations (NI 51-102)*, NowVertical Group Inc. (the **Company**) hereby gives notice that the Company has appointed Ernst & Young LLP (**EY**) to act as the auditor of the Company effective October 12, 2023.

The Company confirms that:

- 1 effective August 30, 2023, BDO Canada LLP (**BDO**) resigned at its own initiative, as the auditor of the Company;
- 2 on September 7, 2023, the board or directors of the Company (the **Board**), upon recommendation by the audit committee (the **Audit Committee**) of the Board, considered and approved the acceptance of the resignation of BDO as the auditor of the Company;
- 3 the Audit Committee and the Board have considered and approved the appointment of EY as the successor auditor of the Company effective as of October 12, 2023 to hold office until the next annual general meeting of shareholders of the Company;
- 4 there have been no modified opinions in the auditor's report on the financial statements of the Company during the time in which BDO was the Company's auditor; and
- 5 there have been no "reportable events" (as defined in NI 51-102).

DATED this 19th day of October, 2023.

NOWVERTICAL GROUP INC.

Per: "Alim Virani"

Alim Virani

Chief Financial Officer