

NowVertical Group Inc.  
(the "Company")

Annual Meeting  
October 13, 2023 at 9:00 a.m. (EST)  
Offices of Norton Rose Fulbright Canada LLP located at  
222 Bay Street, Suite 3000, Toronto, Ontario, M5K 1E7  
(the "Meeting")



## Proxy Voting – Guidelines and Conditions

1. THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.
2. THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.
3. If you appoint the Nominees indicated on the reverse to vote on your behalf, they must also vote in accordance with your instructions or, if no instructions are given, in accordance with the Voting Recommendations highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof to the extent permitted by law.
5. Each holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof. Such right may be exercised by inserting in the space labeled "Please print appointee name", the name of the person to be appointed, who need not be a security holder of the Company.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of the Company.
7. To be valid, this proxy must be filed using one of the Voting Methods and must be received by TSX Trust Company before the Filing Deadline for Proxy, noted on the reverse or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairperson of the Meeting in his discretion, and the Chairperson is under no obligation to accept or reject any particular late proxy.
8. If the holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the holder may be required to provide documentation evidencing the signatory's power to sign the proxy.

### Electronic Delivery

If you are a registered securityholder and wish to enroll for electronic delivery for future issuer communications including meeting related materials, financial statements, DRS, etc., where applicable, you may do so:

- 1) After you vote online at [www.voteproxyonline.com](http://www.voteproxyonline.com) using your control number.
- 2) Through TSX Trust's online portal, Investor Insite. You may log in or enroll at <https://www.tsxtrust.com/investor-login>

For details go to [www.tsxtrust.com/consent-to-electronic-delivery](http://www.tsxtrust.com/consent-to-electronic-delivery)

### VOTING METHOD

#### INTERNET

Go to [www.voteproxyonline.com](http://www.voteproxyonline.com) and enter the 12 digit control number above



#### FACSIMILE

416-595-9593

#### MAIL or HAND DELIVERY

TSX Trust Company  
301 - 100 Adelaide Street West  
Toronto, Ontario, M5H 4H1

### Investor inSite

TSX Trust Company offers at no cost to holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable holder forms and Frequently Asked Questions.

To register, please visit: <https://www.tsxtrust.com/t/investor-hub/forms/investor-insite-registration> and complete the registration form

For assistance, please contact TSX TRUST INVESTOR SERVICES.

**Mail:** 301 - 100 Adelaide Street West Toronto, ON, M5H 4H1

**Tel:** 1-866-600-5869

**Web:** <https://www.tsxtrust.com/t/investor-hub/forms/investor-insite-registration>

**Email:** [tsxtis@tmx.com](mailto:tsxtis@tmx.com)

**FORM OF PROXY (“PROXY”)**

NowVertical Group Inc.  
(the “Company”)

**CONTROL NUMBER:**

**Annual Meeting**

October 13, 2023 at 9:00 a.m. (EST)

Offices of Norton Rose Fulbright Canada LLP located at 222 Bay Street, Suite 3000, Toronto, Ontario, M5K 1E7

SECURITY CLASSES: Class A Subordinate Voting Shares and Class B Proportionate Voting Shares RECORD DATE: August 30, 2023 FILING DEADLINE FOR PROXY: October 11, 2023 at 9:00 a.m. (EST)

**APPOINTEES**

The undersigned hereby appoints **Sasha Grujicic**, whom failing **Andre Garber**, or failing both of them **Alim Virani** (the “Nominees”), or instead of any of them, the following Appointee

*Please print appointee name*

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any.

**- SEE VOTING GUIDELINES ON REVERSE -**

**RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES**

**1. Election of Directors**

- a) Sasha Grujicic
- b) Andre Garber
- c) Elaine Kunda
- d) Scott Nirenberski
- e) Darrell MacMullin

FOR	WITHHOLD
<input type="checkbox"/>	<input type="checkbox"/>

**2. Appointment of Auditor**

Authorization of the board of directors of the Company to appoint a new auditor of the Company to be determined by the board of directors for the ensuing year and authorization of the board of directors of the Company to fix their remuneration.

FOR	WITHHOLD
<input type="checkbox"/>	<input type="checkbox"/>

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

PLEASE PRINT NAME

Signature of registered owner(s) Date (MM/DD/YYYY)

**Interim Financial Statements** – Mark this box if you would like to receive Interim Financial Statements and Management Discussion and Analysis.

**Annual Financial Statements** – Mark this box if you would like to receive Annual Financial Statements and Management Discussion and Analysis.

If you are casting your vote online and wish to receive financial statements, please complete the online request for financial statements following your voting instructions. If the cut-off time has passed, please fax this side to 416-595-9593