

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of shareholders of NowVertical Group Inc. (the “**Company**”) will be held at the offices of Norton Rose Fulbright Canada LLP located at 222 Bay Street, Suite 3000, Toronto, Ontario, M5K 1E7 on July 30, 2024 at 9:00 a.m. (Toronto time), for the following purposes, as more particularly described in the accompanying management information circular (the “**Information Circular**”):

1. **TO RECEIVE** the financial statements of the Company for the year ended December 31, 2023, together with the auditor’s report thereon, and for the three month interim period ended March 31, 2024;
2. **TO ELECT** members of the board of directors of the Company;
3. **TO RE-APPOINT** Ernst & Young LLP as the auditors of the Company, to hold office until the next annual general meeting of shareholders or until its successor is appointed, and to authorize the board of directors of the Company to fix the remuneration to be paid to the auditors;
4. **TO APPROVE** the amended and restated omnibus equity incentive plan of the Company, which was adopted by the directors of the Company on June 27, 2024; and
5. **TO TRANSACT** such other business as may properly come before the Meeting or any adjournment or postponement thereof.

Holders of subordinate voting shares and proportionate voting shares of the Company (collectively, “**Shareholders**”) of record at the close of business on June 24, 2024 (the “**Record Date**”) will be entitled to receive notice of and vote at the Meeting. It is important that Shareholders read the accompanying Information Circular carefully. The Information Circular provides, among other things, additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

Shareholders are entitled to vote at the Meeting or by proxy, as described in the Information Circular under the heading “*Proxy Solicitation and Voting*”. Only registered Shareholders, or the persons appointed as their proxies, are entitled to attend and vote at the Meeting. For information with respect to Shareholders who own their shares of the Company through an intermediary, see “*Proxy Solicitation and Voting — Voting as a Non-Registered Shareholder*” in the accompanying Information Circular.

Whether or not you are able to attend the Meeting, you are encouraged to vote on the matters before the Meeting by completing a proxy or voting instruction form.

To be valid, proxies or instructions must be completed, signed, dated and returned to the offices of TSX Trust Company (the “**Agent**”) at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Canada, by mail (using the enclosed envelope, if desired), by fax to 416.595.9593 or by Internet at [www.voteproxyonline.com](http://www.voteproxyonline.com), at any time up to and including 9:00 a.m. (Toronto time) on July 26, 2024, or if the meeting is adjourned or postponed, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) preceding the time of such adjourned or postponed meeting. For additional information regarding the appointment of proxyholders, please see the Information Circular at “*Proxy Solicitation and Voting — Appointment of Proxies*”.

**DATED** at Toronto, Ontario this 27th day of June, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS**

“*Elaine Kunda*”

**Chair of the Board of Directors**  
NowVertical Group Inc.