

VERTICALSCOPE HOLDINGS INC.

QUALIFICATION CERTIFICATE

To: Ontario Securities Commission

**Re: VerticalScope Holdings Inc.
Preliminary Short Form Base Shelf Prospectus**

In connection with the filing of a preliminary short form base shelf prospectus of VerticalScope Holdings Inc. (the **Issuer**) dated as of the date hereof, and in accordance with section 4.1(1)(a)(ii) of National Instrument 44-101 *Short Form Prospectus Distributions (NI 44-101)* and Section 2.2 of National Instrument 44-102 *Shelf Distributions (NI 44-102)*, the undersigned executive officer of the Issuer hereby certifies on behalf of the Issuer, and not in any personal capacity, that:

- (a) the Issuer is relying on, and has satisfied, the qualification criteria set out in section 2.2 of NI 44-101 in order to file a prospectus in the form of a short form prospectus; and
- (b) all of the material incorporated by reference in the preliminary short form base shelf prospectus as at the date hereof has been previously filed, or if not previously filed is being filed with the preliminary short form base shelf prospectus.

DATED December 23, 2021

VERTICALSCOPE HOLDINGS INC.

By: "Diane Yu"

Name: Diane Yu

Title: Chief Legal Officer