

**NOTICE DECLARING INTENTION TO BE QUALIFIED UNDER NATIONAL  
INSTRUMENT 44-101 SHORT FORM PROSPECTUS DISTRIBUTIONS  
("NI 44-101")**

December 1, 2021

Ontario Securities Commission  
British Columbia Securities Commission  
Alberta Securities Commission  
Autorité des marchés financiers  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Financial and Consumer Services Commission, New Brunswick  
Nova Scotia Securities Commission  
The Office of the Superintendent of Securities, Prince Edward Island  
Office of the Superintendent of Securities, Service Newfoundland and Labrador  
Office of the Superintendent of Securities, Nunavut  
Office of the Yukon Superintendent of Securities  
Office of the Superintendent of Securities (NWT)

VerticalScope Holdings Inc. (the **Issuer**) intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer's intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

**VERTICALSCOPE HOLDINGS INC.**

Per:           *"Diane Yu"*          

Name: Diane Yu

Title: Chief Legal Officer