

VERTICALSCOPE HOLDINGS INC.
(the “Company”)

**ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS HELD ON JUNE 2, 2022**

REPORT OF VOTING RESULTS

Pursuant to section 11.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*, this report describes the matters decided at the Annual General and Special Meeting of Shareholders of the Company held virtually on June 2, 2022. Full details of the matters are set out in the Company’s management information circular dated April 13, 2022 (the “Circular”), which is available under the Company’s profile on SEDAR at www.sedar.com.

1. ELECTION OF DIRECTORS

Each of the following individuals were elected as directors of the Company for a term expiring at the close of the next annual meeting of shareholders of the Company, or until their respective successors are elected or appointed. The voting results were as follows:

Nominee	Votes For	% of Votes For	Votes Withheld	% of Votes Withheld
Rob Laidlaw	45,856,554	100.000	10	0.000
Wayne Bigby	44,590,373	97.239	1,266,191	2.761
Paul Rivett	45,440,024	99.092	416,540	0.908
Cory Janssen	45,693,770	99.645	162,794	0.355
Malgosia Green	45,849,642	99.985	6,922	0.015
Michael Washinushi	45,854,754	99.996	1,810	0.004
Marina Glogovac	45,854,681	99.996	1,883	0.004

2. REAPPOINTMENT OF AUDITOR

KPMG LLP was reappointed as the auditor of the Company until the next annual meeting of the shareholders of the Company and the directors of the Company were authorized to fix the remuneration of such auditor. The voting results were as follows:

Votes For	% of Votes For	Votes Withheld	% of Votes Withheld
45,854,730	99.996	1,883	0.004

3. APPROVAL OF BY-LAW NO. 4

By-Law No. 4, as more particularly described in the Circular, was ratified, confirmed and approved. The voting results were as follows:

Votes For	% of Votes For	Votes Against	% of Votes Against
45,856,481	100.000	83	0.000

Dated this 2nd day of June, 2022.

VERTICALSCOPE HOLDINGS INC.

Per: "Rob Laidlaw" (s)

Name: Rob Laidlaw

Title: Chief Executive Officer