



**NOTICE AND MANAGEMENT INFORMATION CIRCULAR
FOR THE
ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS**

TO BE HELD AT

2:00 p.m. (Toronto time)

Thursday, June 2, 2022

virtually at

<https://virtual-meetings.tsxtrust.com/1279>

password: vscope2022

VERTICALSCOPE HOLDINGS INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

To be held on Thursday, June 2, 2022

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders of VerticalScope Holdings Inc. (the “**Company**”) will be held **virtually at <https://virtual-meetings.tsxtrust.com/1279>, password vscope2022** on **Thursday, June 2, 2022 at 2:00 p.m.** (Toronto time) for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the financial year ended December 31, 2021, together with the auditor’s report thereon.
2. To elect directors of the Company to hold office for the ensuing year.
3. To appoint the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration.
4. To consider and, if thought advisable, approve by-law no. 4 in respect of the investor rights agreement entered into between the Company and certain shareholders.
5. To transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The accompanying management information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

The board of directors has fixed the close of business on April 13, 2022 as the record date for determination of shareholders entitled to notice of this Meeting or any adjournment(s) or postponement(s) thereof and the right to vote thereat.

If you are a registered shareholder of the Company and are unable to attend the Meeting virtually, we encourage you to complete, sign, date, and return the accompanying form of proxy, in accordance with the instructions contained in the accompanying management information circular, to TSX Trust Company, Suite 301-100 Adelaide Street West, Toronto, Ontario, M5H 4H1 not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting (or any adjournments or postponements thereof). The Chair of the Meeting has the discretion to accept proxies received less than 48 hours prior to the Meeting.

If you are a non-registered shareholder of the Company and received these materials either directly from the Company or through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan, or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by the Company or your Intermediary.

DATED at Toronto, Ontario, on April 13, 2022

VerticalScope Holdings Inc.

“Paul Rivett”

Paul Rivett, Chair of the Board of Directors