

VERTICALSCOPE HOLDINGS INC.
(the “Company”)

**ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS HELD ON JUNE 6, 2024**

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 6, 2024. Full details of the matters are set out in the Company’s management information circular dated April 17, 2024 (the “Circular”), which is available under the Company’s profile on SEDAR+ at www.sedarplus.ca.

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	43,506,220	95.957%	1,833,208	4.043%
Wayne Bigby	43,211,905	95.308%	2,127,523	4.692%
Cory Janssen	42,799,709	94.398%	2,539,719	5.602%
Michael Washinushi	45,321,813	99.961%	17,615	0.039%
Philip Evershed	44,615,302	98.403%	724,126	1.597%

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
45,346,446	99.963%	16,640	0.037%

3. RENEWAL OF OMNIBUS INCENTIVE PLAN

The Omnibus Incentive Plan of the Company was renewed, and all unallocated options, rights and other entitlements thereunder were authorized and approved. The voting results were as follows:

Votes For	% of Votes For	Votes Against	% of Votes Against
11,053,968	72.207%	4,254,729	27.793%

Dated this 6th day of June, 2024.

VERTICALSCOPE HOLDINGS INC.

Per: “Rob Laidlaw”

Name: Rob Laidlaw

Title: Chief Executive Officer