

Good2Go Corp. and NowVertical Group, Inc. Enter into Letter of Intent for a Business Combination and Going Public Transaction of NowVertical Group, Inc.

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Toronto, Ontario – February 18, 2021 – Good2Go Corp. ("**G2G**" or the "**Company**") (TSXV: GOTO.P) and NowVertical Group, Inc. ("**NVG**") are pleased to announce that they have entered into a letter of intent (the "**LOI**") to complete a going-public transaction (the "**Proposed Transaction**").

NVG is a global big data software and services company that helps businesses win in the digital economy by helping its clients better understand, manage and utilize their data. NVG is focusing on scaling its current efforts in the global automotive and government verticals, and is pursuing an acquisition strategy focused on profitable and accretive data analytics software and services companies in other under-utilized data rich industries. NVG is positioned to be an invaluable tool for executives and bureaucrats to make data informed decisions affecting billions of people globally. NVG's core product and services offering includes:

- Signafire: a core data fusion and analytics software company offering clients the ability to analyze complex data sets quickly.
- Hailstorm: a fusion engine designed to create a distributed processing pipeline is horizontally scalable to meet the demands of varying data volumes, with fault tolerance built in.
- Seafront Analytics: a data analytics consulting and training service provider that leverages rapidly evolving technologies, manages substantial increases in data holdings, and applies advanced analytic techniques.
- Aperture: a powerful and proprietary tool that fuses billions of records across disparate data sources, to help companies collect more of their data, enrich it to make it more useful, and discover meaningful insights.

In accordance with the terms of the LOI, it is anticipated that the Company will, directly or indirectly, acquire all of the issued and outstanding common shares of NVG (the "**NVG Shares**") with the intention that such acquisition will constitute a "Qualifying Transaction" for the Company as that term is defined in Policy 2.4 - *Capital Pool Companies* (the "**CPC Policy**") of the Corporate Finance Manual of the TSX Venture Exchange (the "**Exchange**"). In connection with the completion of the Proposed Transaction, the resulting issuer (the "**Resulting Issuer**") intends to seek the listing of its to be established subordinate voting shares or such other shares determined by NVG (the "**Resulting Issuer Shares**") on the Exchange. The LOI is, as is customary for such transactions, non-binding and conditional approval of the listing of the Resulting Issuer Shares,

along with all other all necessary regulatory and third-party consents and approvals and other customary matters, is a condition to completion of the Proposed Transaction. Following completion of the Proposed Transaction, it is anticipated that the Resulting Issuer will be listed on the Exchange under the name "NowVertical Group Inc."

In connection with completion of the Proposed Transaction, NVG or an affiliate of NVG intends to complete a brokered private placement financing of subscription receipts (the "**Subscription Receipts**") for minimum gross proceeds of CAD\$5,000,000 (the "**Subscription Receipt Financing**"). Proceeds of the Subscription Receipt Financing will be held in escrow pending completion of the Proposed Transaction. At completion of the Proposed Transaction, the Subscription Receipts will automatically be exchanged, directly or indirectly, for Resulting Issuer Shares or, if applicable, multiple voting shares of the Resulting Issuer to be held by certain shareholders. The existence of multiple and subordinate voting shares of the Resulting Issuer, if applicable, will not impact the relative voting power of the holders thereof.

In accordance with the terms of the Proposed Transaction, it is contemplated that: (i) should it be deemed necessary, the Company or an affiliate will consolidate its share capital at a consolidation ratio to be announced in a subsequent news release (the "**Consolidation**"); and (ii) the securityholders of NVG (including those investors in the Subscription Receipt Financing) will receive one Resulting Issuer Share (or, if applicable, multiple voting shares in the case of certain shareholders) in exchange for each outstanding NVG Share and Subscription Receipt. Following completion of the Proposed Transaction, the securityholders of NVG (including those investors in the Subscription Receipt Financing) will hold, directly or indirectly, a significant majority of the outstanding post-Consolidation Resulting Issuer Shares (or, if applicable, multiple voting shares in the case of certain shareholders) or securities convertible into, or exchangeable for, such Resulting Issuer Shares.

A meeting of G2G shareholders will be held prior to the closing of the Proposed Transaction to obtain shareholder approval for: (i) the Consolidation; (ii) the amendment to the articles of G2G to create classes of subordinate voting shares and multiple voting shares or such other share classes as determined by NVG; (iii) the changing of the name of G2G or its affiliate to "NowVertical Corp." or such other name as determined by NVG; and (iv) approve the continuation of the founders' share position and the implementation of the accelerated escrow release conditions in accordance with the new CPC Policy effective January 1, 2021; and such other matters as the parties may deem necessary.

Closing of the Proposed Transaction is subject to a number of conditions including completion of satisfactory due diligence, entering into of a definitive agreement between the parties (the "**Definitive Agreement**"), completion of the Subscription Receipt Financing, approval of the Exchange and satisfaction of other closing conditions as are customary for transactions of this nature. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

A comprehensive news release with further particulars relating to the Proposed Transaction will follow in accordance with the policies of the Exchange. G2G and NVG will provide further details in respect of the Proposed Transaction including a summary of financial information and the Subscription Receipt Financing in due course once available by way of news release.

Readers are encouraged to review the disclosure documents which will be prepared by the Company in connection with the Proposed Transaction and which will be made available under the Company's profile on SEDAR. Investors are cautioned that, except as disclosed in the filing

statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon.

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Forward-Looking Information

This news release contains certain forward-looking statements that reflect the current views and/or expectations of management of G2G and NVG with respect to performance, business and future events, including but not limited to express or implied statements and assumptions regarding the intention of G2G and NVG to negotiate and to complete the Proposed Transaction and the Subscription Receipt Financing. Forward-looking statements are based on the then-current expectations, beliefs, assumptions, estimates and forecasts about the business and the industry and markets in which G2G and NVG operate. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. In particular, there is no guarantee that the parties will successfully negotiate and enter into the Definitive Agreement or complete the Proposed Transaction contemplated herein, that G2G's due diligence will be satisfactory or that G2G will obtain any required shareholder or regulatory approvals, including the listing of the Resulting Issuer Shares on the Exchange. Accordingly, readers should not place undue reliance on forward-looking statements and information, which are qualified in their entirety by this cautionary statement. Neither G2G nor NVG undertakes any obligation to release publicly any revisions for updating any voluntary forward-looking statements, except as required by applicable securities law.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States or to U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available. Not for distribution to U.S. newswire services or for dissemination in the United States. Any failure to comply with this restriction may constitute a violation of U.S. securities laws.

About NVG

NVG, a Delaware corporation, was formed on September 22, 2020 and has since acquired two existing operating businesses, with histories dating back to 2014 and 2019 respectively. With a focus on scaling NVG's current efforts in the global automotive and government verticals, coupled with an acquisition strategy focused on profitable and accretive data analytics software and services companies in other under-utilized data rich industries, NVG is positioned to be an invaluable tool for executives and government actors to make data informed decisions affecting billions of people globally.

About G2G

G2G was incorporated under the *Business Corporations Act* (Ontario) on February 28, 2018 and is a capital pool company listed on the Exchange. G2G has no commercial operations and has no assets other than cash. G2G's only business is to identify and evaluate assets or businesses with a view to completing a qualifying transaction.

Trading in the securities of a capital pool company should be considered highly speculative. Shares of G2G are currently halted from trading on the Exchange and trading is not expected to resume until closing of the Proposed Transaction. Neither the Exchange nor its Regulation Services Provider (as that term is defined in policies of the Exchange) accepts responsibility for the adequacy or accuracy of this release.

All information contained in this press release with respect to G2G and NVG was supplied by the parties respectively, for inclusion herein, without independent review by the other party, and each party and its directors and officers have relied on the other party for any information concerning the other party.