

GOOD2GO CORP. PROVIDES UPDATE ON ITS QUALIFYING TRANSACTION WITH NOWVERTICAL GROUP, INC.

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- **NVG completes a brokered private placement financing for gross proceeds of approximately \$8.4 million**
- **G2G to hold an annual general and special meeting of shareholders on April 28, 2021 to approve all matters related to the Qualifying Transaction**

Toronto, Ontario – April 6, 2021 – Good2Go Corp. ("**G2G**" or the "**Company**") (TSXV: GOTO.P) is pleased to provide an update to its previously announced proposed transaction (the "**Proposed Transaction**") with NowVertical Group, Inc. ("**NVG**"), a Delaware-based company specializing in accretive data analytics software and services, on February 17, 2021 and March 23, 2021. The Proposed Transaction will constitute G2G's "Qualifying Transaction" (the "**Qualifying Transaction**") under Policy 2.4 – Capital Pool Companies of the TSX Venture Exchange (the "**TSXV**").

NVG closed a brokered private placement on March 23, 2021 of approximately 8,394,000 subscription receipts (the "**Subscription Receipts**") at a purchase price of \$1.00 per subscription price for gross proceeds of approximately \$8.4M (the "**Private Placement**"). The private placement was completed by a syndicate of agents, led by Echelon Wealth Partners Inc. (the "**Lead Agent**") and including Canaccord Genuity Corp. and Haywood Securities Inc. (together with the Lead Agent, the "**Agents**"). Each Subscription Receipt will be automatically exchanged for or converted automatically into one (1) common share of a wholly owned subsidiary ("**Finco**"), which will then be exchanged for subordinate voting share or proportionate voting share of the resulting issuer in the context of the Proposed Transaction.

The gross proceeds from the sale of the Subscription Receipts, less expenses and fifty percent of the Agents' cash fee paid at the closing of the Private Placement, are being held in escrow by TSX Trust Company ("**TSX Trust**") in accordance with a subscription receipt agreement dated March 23, 2021 among NVG, Finco, TSX Trust and the Lead Agent, and will be released to Finco upon satisfaction and/or waiver of certain escrow release conditions (the "**Escrow Release Conditions**"), including completion of the Proposed Transaction. In connection with the Private Placement, Finco paid the Agents a cash fee in an aggregate amount of \$587,580 (50% payable on the closing date of the Private Placement and 50% payable upon satisfaction of the Escrow Release Conditions) and issued an aggregate of 587,580 compensation warrants (the "**Compensation Warrants**") to the Agents, each entitling its holder to purchase one Finco Share at a price of \$1.00 for a period of 24 months following the date of the completion of the Escrow Release Conditions. NVG will use the net proceeds from the Private Placement: (a) to fund the business plan of NVG; (b) for Proposed Transaction expenses; (c) strategic acquisitions; and (d) for general corporate purposes and future working capital of the resulting issuer.

The Company is also pleased to announce the mailing of its meeting materials in respect of the annual and special meeting of shareholders scheduled for April 28, 2021 (the "**Meeting**"), which has been called to approve certain matters in respect of the Proposed Transaction and changes to the recently implemented Exchange's Capital Pool Company program, which became effective as at January 1, 2021 (the "**New CPC Policy**").

The purpose of the Meeting is to approve: (a) the election of the directors of the Company that will hold office until the next general meeting of the Company or completion of the Proposed Transaction; (b) the election of the directors of the Company to serve from the effective time of the completion of the Proposed Transaction; (c) the appointment of the auditors of the Company; (d) the appointment of the auditors of the Company to serve from the effective time of the completion of the Proposed Transaction; (e) the removing of the consequences associated with the Company not completing a Qualifying

Transaction within 24 months of its listing date (the “**Listing Date**”) in accordance with the New CPC Policy; (f) making certain amendments to the Company’s escrow agreement (the “**Escrow Agreement**”) in accordance with the new CPC Policy; (g) a name change of the Company to “NowVertical Group Inc.”; (h) to approve a special resolution to authorize and approve an amendment of the articles of the Company to: (i) amend the rights and restrictions of the existing class of common shares, (ii) to redesignate such class as class A subordinate voting shares, (iii) to reflect a consolidation of the issued and outstanding common shares on the basis of (1) class A subordinate voting share for every 4.5 common shares, and (iv) and to create a class of class B proportionate voting shares; (i) a new omnibus compensation plan; and (j) the legacy incentive plan of NowVertical.

Currently, under the Exchange’s Policy 2.4 – Capital Pool Companies (as at June 14, 2010) (the “**Former Policy**”) there are certain consequences if a Qualifying Transaction is not completed within 24 months of the Listing Date. These consequences include a potential for shares to be delisted or suspended, or, subject to the approval of the majority of the Company’s shareholders, transferring shares to list on the NEX and cancelling certain seed shares. The New CPC Policy has removed these consequences assuming disinterested shareholder approval is obtained. The Company intends to ask disinterested shareholders to approve the removal of such consequences at the Meeting, as it believes that it will afford the Company greater flexibility to complete a Qualifying Transaction that is beneficial to all interested parties, and will also allow the Company to better withstand market volatility.

The Company also intends to ask disinterested shareholders to approve the Company making certain amendments to the Escrow Agreement, including allowing the Company’s escrowed securities to be subject to an 18-month escrow release schedule as detailed in the New CPC Policy, rather than the current 36-month escrow release schedule in the Former Policy. In addition, the Company wishes to amend the Escrow Agreement such that all options granted prior to the date the Exchange issues a final bulletin for the QT (“**Final QT Exchange Bulletin**”) and all Shares that were issued upon exercise of such options prior to the date of the Final QT Exchange Bulletin will be released from escrow on the date of the Final QT Exchange Bulletin, other than options that (a) were granted prior to the IPO with an exercise price that is less than the issue price of the Shares issued in the IPO and (b) any Shares that were issued pursuant to the exercise of such options, which will be released from escrow in accordance with the 18 month escrow release schedule as detailed in the New CPC Policy. The Company believes that the New CPC Policy is in the best interests of the shareholders as it will allow the Company to have greater flexibility and mechanisms to increase shareholder value as it seeks and closes its Qualifying Transaction.

For more information regarding Good2Go Corp. please contact:

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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.

Cautionary Statement

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and shareholder approval. Where applicable, the Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or 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. Trading in the securities of G2G should be considered highly speculative.

The TSX Venture Exchange Inc. has not in any way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this news release. Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.