FASKEN

Fasken Martineau DuMoulin LLP
Barristers and Solicitors
Patent and Trade-mark Agents

800 Victoria Square, Suite 3500
P.O. Box 242
Montréal, Quebec H4Z 1E9
Canada

T +1 514 397 7400
+1 800 361 6266
F +1 514 397 7600

fasken.com

June 21, 2021

Subject: GOOD2GO CORP. (to be renamed "NowVertical Group Inc.") Filing Statement in respect of the Qualifying Transaction involving NowVertical Group, Inc., dated as of June 18, 2021

The Filing Statement of Good2Go Corp. dated June 18, 2021 is being re-filed as the version filed on such date had financial statements with an unsigned audit reports and a missing date included therewith in error. The Filing Statement filed on June 18, 2021 should therefore be disregarded and is replaced by the Filing Statement filed herewith.

GOOD2GO CORP.

(to be renamed "NowVertical Group Inc.")

FILING STATEMENT

in respect of the Qualifying Transaction involving

NowVertical Group, Inc.

Dated as at June 18, 2021

Neither the TSX Venture Exchange Inc. nor any securities regulatory authority has in any way passed upon the merits of the Qualifying Transaction described in this Filing Statement.

TABLE OF CONTENTS

GLOSSARY OF DEFINED TERMS **4**
NOTICE TO INVESTORS **1**
INFORMATION PERTAINING TO NVG 1
CURRENCY PRESENTATION 1
FINANCIAL STATEMENT INFORMATION 1
MARKET DATA 1
CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS **1**
SUMMARY OF FILING STATEMENT **4**
THE PARTIES 4
THE TRANSACTION 5
THE PRIVATE PLACEMENT 9
INTERESTS OF ANY INSIDER, PROMOTER OR CONTROL PERSON 10
ARM'S LENGTH TRANSACTION 11
SECURITYHOLDER APPROVALS 11
AVAILABLE FUNDS AND PRINCIPAL PURPOSES 11
SELECTED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION 12
MARKET FOR SECURITIES AND MARKET PRICE 13
SPONSORSHIP 13
CONFLICTS OF INTEREST 13
INTERESTS OF EXPERTS 13
SUMMARY OF RISK FACTORS 13
CONDITIONAL LISTING APPROVAL 15
PART I – INFORMATION CONCERNING GOOD2GO CORP. **16**
CORPORATE STRUCTURE 16
GENERAL DEVELOPMENT OF THE BUSINESS 16
MANAGEMENT'S DISCUSSION AND ANALYSIS 20
DESCRIPTION OF THE SECURITIES 20
STOCK OPTION PLAN 20
PRIOR SALES 21
TRADING PRICE AND VOLUME 21
ARM'S LENGTH PARTY TRANSACTION 21
LEGAL PROCEEDINGS 22
AUDITOR, TRANSFER AGENT AND REGISTRAR 22
MATERIAL CONTRACTS 22
PART II – INFORMATION CONCERNING NOWVERTICAL GROUP, INC. **23**
CORPORATE STRUCTURE 23
DESCRIPTION OF THE BUSINESS 23
MANAGEMENT'S DISCUSSION AND ANALYSIS 27
DESCRIPTION OF THE SECURITIES 27
CONSOLIDATED CAPITALIZATION 28
PRIOR SALES 29
EXECUTIVE COMPENSATION 30
NON-ARM'S LENGTH TRANSACTIONS 34
LEGAL PROCEEDINGS 35
MATERIAL CONTRACTS 35
PART III – INFORMATION CONCERNING THE RESULTING ISSUER **36**
CORPORATE STRUCTURE 36
DESCRIPTION OF THE BUSINESS 36
DESCRIPTION OF THE SECURITIES 37

PRO FORMA CONSOLIDATED CAPITALIZATION 44
PRO FORMA FULLY DILUTED SHARE CAPITAL 45
AVAILABLE FUNDS AND PRINCIPAL PURPOSES 45
PRINCIPAL SECURITYHOLDERS 46
DIRECTORS, OFFICERS AND PROMOTERS 46
AUDIT COMMITTEE 51
GOVERNANCE, HUMAN RESOURCES AND COMPENSATION COMMITTEE 52
CORPORATE GOVERNANCE 53
EXECUTIVE COMPENSATION 54
INDEBTEDNESS OF DIRECTORS AND OFFICERS 57
INVESTOR RELATIONS ARRANGEMENTS 57
SECURITY BASED COMPENSATION 57
ESCROW SECURITIES 65
PART IV – RISK FACTORS 70
BUSINESS AND INDUSTRY RISKS 70
RESULTING ISSUER SHARES RELATED RISKS 79
OTHER RISKS 80
PART V – GENERAL MATTERS 84
AUDITOR, TRANSFER AGENT AND REGISTRAR 84
SPONSORSHIP 84
EXPERTS 84
OTHER MATERIAL FACTS 84
BOARD APPROVAL 84
ACKNOWLEDGMENT OF PERSONAL INFORMATION 85
CERTIFICATE OF GOOD2GO CORP. 86
CERTIFICATE OF NOWVERTICAL GROUP, INC. 87
SCHEDULE "A" GOOD2GO CORP. ANNUAL FINANCIAL STATEMENTS 88
SCHEDULE "B" GOOD2GO CORP. MD&A 89
SCHEDULE "C"NOWVERTICAL GROUP, INC. CONSOLIDATED FINANCIAL STATEMENTS 90
S**CHEDULE "D"** SEAFRONT ANALYTICS, LLC STANDALONE FINANCIAL STATEMENTS ... 91
SCHEDULE "E" SIGNAFIRE TECHNOLOGIES, INC. STANDALONE FINANCIAL STATEMENTS 92
SCHEDULE "F" NOWVERTICAL GROUP, INC. MD&A 93
SCHEDULE "G" SIGNAFIRE TECHNOLOGIES, INC. STANDALONE MD&A 109
SCHEDULE "H" SEAFRONT ANALYTICS, LLC STANDALONE MD&A 113
SCHEDULE "I" PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS OF THE RESULTING ISSUER 116
SCHEDULE "J" RESULTING ISSUER AUDIT COMMITTEE CHARTER 123

GLOSSARY OF DEFINED TERMS

The following is a glossary of certain general terms used in this Filing Statement, including the summary hereof. Terms and abbreviations used in the financial statements included in, or appended to this Filing Statement are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders. Unless otherwise indicated, all currency references are to Canadian dollars.

"**Affiliate**" means a Company that is affiliated with another Company as described below:

A Company is an "Affiliate" of another Company if:

(a) one of them is the subsidiary of the other; or

(b) each of them is controlled by the same person.

A Company is "**controlled**" by a person if:

(a) voting securities of the Company are held, other than by way of security only, by or for the benefit of that person; and

(b) the voting securities, if voted, entitle the person to elect a majority of the directors of the Company.

A person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that person; or

(b) an Affiliate of that person or an Affiliate of any Company controlled by that person;

"**Agency Agreement**" has the meaning set forth in "*Summary of Filing Statement – The Private Placement*";

"**Agents**" means the Lead Agent, Canaccord Genuity Corp., Stifel Nicolaus Canada Inc. and Haywood Securities Inc. for the Private Placement;

"**Agents' Fee**" has the meaning set forth in "*Summary of Filing Statement – The Private Placement*";

"**Amalgamation**" has the meaning set forth in "*Summary of Filing Statement – The Transaction*";

"**Article Amendments**" has the meaning set forth in "*Summary of Filing Statement – The Transaction*";

"**Associate**" when used to indicate a relationship with a person or Company, means:

(a) an issuer of which the person or Company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer;

(b) any partner of the person or Company;

(c) any trust or estate in which the person or Company has a substantial beneficial interest or in respect of which a person or Company serves as trustee or in a similar capacity;

(d) in the case of a person, a relative of that person, including

(i) that person's spouse or child, or

(ii) any relative of the person or of his spouse who has the same residence as that person; but

(e) where the TSXV determines that two persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding Company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D of the TSXV with respect to that Member firm, Member corporation or holding Company;

"**Available Funds**" means the estimated working capital (total current assets less total current liabilities) which will be available to the Resulting Issuer (including the working capital of each of G2G and NVG), as at the most recent month end preceding the date of this Filing Statement, after giving effect to the Transaction and the Private Placement;

"**Board**" means the board of directors of G2G or the Resulting Issuer, as the context requires;

"**CEO**" means Chief Executive Officer;

"**CFO**" means Chief Financial Officer;

"**Closing**" means the closing of the Transaction;

"**Common Shares**" means the common shares in the capital of G2G;

"**Company**" unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual;

"**Compensation Warrant**" has the meaning set forth in "*Summary of Filing Statement – The Private Placement*";

"**Completion of the Qualifying Transaction**" means the date the Final Exchange Bulletin is issued by the TSXV;

"**Consolidation**" means the consolidation of the pre-Consolidation Common Shares pursuant to which the issued and outstanding pre-Consolidation Common Shares will be consolidated at the Consolidation Ratio as permitted under the OBCA;

"**Consolidation Ratio**" means 4.5:1, with fractional shares resulting from the consolidation being rounded to the nearest whole number;

"**Control Person**" means, any person or Company that holds or is one of a combination of persons or companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the

control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer, except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer;

"**Convertible Note Compensation Warrants**" means the compensation warrants of NVG exercisable for NVG Shares issued to Echelon and Haywood in relation to the Convertible Notes;

"**Convertible Notes**" means the $2,903,000 of convertible notes of NVG issued to various subscribers in tranches closing on February 9, 12, and 19, 2021 pursuant to a non-brokered private placement and an additional $157,021.50 principal amount of convertible notes issued to Altaf Bahora, which shall be automatically converted into NVG Shares at $0.80 per NVG Share immediately prior to the completion of the Transaction;

"**CPC**" means a corporation:

(a) that has been incorporated or organized in a jurisdiction in Canada;

(b) that has filed and obtained a receipt for a preliminary CPC Prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and

(c) in regard to which the Completion of the Qualifying Transaction has not yet occurred;

"**CPC Escrow Agreement**" means the amended and restated escrow agreement dated May 4, 2021 between G2G, TSX Trust Company and certain G2G Shareholders;

"**CPC Escrow Shares**" means the Common Shares held in escrow pursuant to the CPC Escrow Agreement;

"**CPC Policy**" means Policy 2.4 – *Capital Pool Companies* of the TSXV Corporate Finance Manual;

"**CPC Prospectus**" means a prospectus prepared in accordance with TSXV Form 3A – *CPC Prospectus Form*, the CPC Policy and applicable securities laws;

"**Definitive Agreement**" has the meaning set forth in "*Summary of Filing Statement – The Transaction*";

"**DFAR**" means the U.S. *Defense Federal Acquisition Regulations;*

"**DGCL**" means the General Corporation Law of Delaware;

"**Echelon**" or "**Lead Agent**" means Echelon Wealth Partners Inc.;

"**Escrow Agent**" means TSX Trust Company;

"**Escrow Release Conditions**" has the meaning set forth in "*Summary of Filing Statement – The Private Placement*";

"**Escrow Release Notice**" has the meaning set forth in "*Summary of Filing Statement – The Private Placement*";

"**Escrowed Funds**" has the meaning set forth in "*Summary of Filing Statement – The Private Placement*";

"**Executive Officers**" has the meaning set forth in "*Part II – Information Concerning NowVertical Group, Inc. – Executive Compensation"*

"**FAR**" means the U.S. *Federal Acquisition Regulations;*

"**Filing Statement**" means this Filing Statement, together with all schedules attached hereto and including the summary hereof;

"**Final Exchange Bulletin**" means the TSXV Bulletin which is issued following Closing and the submission of all required documentation and that evidences the final TSXV acceptance of the Qualifying Transaction;

"**Finco**" means NVG Canada Finco, Inc., a company existing under the laws of the Province of Ontario;

"**Finco Amalco**" means the surviving entity of the amalgamation of Finco and Pubco Sub;

"**Finco Shares**" means the common shares of Finco;

"**Finder**" means 2578218 Ontario Ltd., a company existing under the laws of the Province of Ontario;

"**Finder Consulting Agreement**" means the consulting agreement dated January 1, 2021 between NVG and the Finder;

"**Finder's Fee Agreement**" means the finder's fee agreement dated December 21, 2021 between G2G and the Finder;

"**G2G**" means Good2Go Corp., a public company existing under the laws of the Province of Ontario;

"**G2G Financial Statements**" means the audited financial statements of G2G for the years ended February 28, 2020 and 2021, which are attached to this Filing Statement as Schedule A;

"**G2G MD&A**" means the management's discussion and analysis of G2G for the years ended February 28, 2020 and 2021, which are attached to this Filing Statement as Schedule B;

"**G2G Meeting**" means the annual and special meeting of the G2G Shareholders held on April 28, 2021 to approve, among other things, the G2G Meeting Matters;

"**G2G Meeting Matters**" has the meaning set forth in "*Summary of Filing Statement – Securityholder Approval*";

"**G2G Shareholders**" means the shareholders of G2G;

"**GHRC**" means NVG's Governance, Human Resources and Compensation Committee;

"**Haywood**" means Haywood Securities Inc.;

"**IFRS**" means International Financial Reporting Standards, as issued by the International Accounting Standards Board;

"**Insider**" if used in relation to an issuer, means:

(a) a director or senior officer of the company;

(b) a director or senior officer of the company that is an Insider or subsidiary of the company;

(c) a person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the company; or

(d) the company itself if it holds any of its own securities;

"**ITA**" means the *Income Tax Act* (Canada);

"**Legacy Incentive Plan**" means the NVG Incentive Plan adopted as a legacy plan of the Resulting Issuer, effective as of Closing of the Transaction;

"**Member**" means a Person who has executed the Members' Agreement, as amended from time to time, and is accepted as and becomes a member of the TSXV under the TSXV requirements;

"**Members' Agreement**" means the members' agreement among the TSXV and each Person who, from time to time, is accepted as and becomes a member of the TSXV;

"**Merger**" means the merger of NVG and Merger Sub pursuant to DGCL, on the terms and subject the merger agreement entered into between NVG and Merger Sub (the "**Merger Agreement**") entered into among G2G, NVG and Merger Sub on March 22, 2021 and subject to any amendments thereto made in accordance with the provisions of the Merger Agreement;

"**Merger Agreement**" has the meaning ascribed thereto in the definition of "Merger";

"**Merger Sub**" means Good2Go (US) Corp., a corporation incorporated under DGCL and a wholly-owned subsidiary of G2G;

"**Meridian**" means Meridian Compensation Partners, Inc.;

"**Named Executive Officers**" or "**NEOs**" has the meaning set forth in "*Part III – Information Concerning the Resulting Issuer*;

"**NI 52-110**" means National Instrument 52-110 – *Audit Committees*;

"**NI 58-101**" means National Instrument 58-101 - *Disclosure of Corporate Governance Practices*;

"**Non-Arm's Length Qualifying Transaction**" means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and in relation to the Significant Assets which are to be the subject of the proposed Qualifying Transaction;

"**NVG**" means NowVertical Group, Inc., a company incorporated under DGCL and where the context requires, its subsidiaries, including Signafire and Seafront;

"**NVG Financial Statements**" means (i) the audited consolidated financial statements of NVG for the period from September 22, 2020 to December 31, 2020 and the notes thereto; (ii) the unaudited financial statements for the three month period ended on March 31, 2021, and the notes thereto, the whole prepared in accordance with IFRS, which are attached to this Filing Statement as Schedule C;

"**NVG Group Financial Statements**" means collectively the NVG Financial Statements, the Seafront Financial Statements and the Signafire Financial Statements;

"**NVG Incentive Plan**" means the 2021 equity incentive plan of NVG;

"**NVG MD&A**" means the management's discussion and analysis of the financial condition and results of operations of NVG, Signafire and Seafront, which is attached to this Filing Statement as Schedule F;

"**NVG Options**" means options to purchase NVG Shares;

"**NVG Preferred Shares**" means the preferred shares of NVG following the Merger;

"**NVG RSUs**" restricted share units of NVG issued pursuant to the NVG Incentive Plan;

"**NVG Shares**" means the shares of common stock of NVG;

"**NVG Shareholder**" means a holder of NVG Shares;

"**NVG Stock Split**" means the stock split of NVG Shares at a ratio of 1:148.13499 on March 19, 2021;

"**OBCA**" means the *Business Corporations Act* (Ontario), including the regulations promulgated thereunder, as amended;

"**Omnibus Plan**" has the meaning set forth in "*Part III – Information Concerning the Resulting Issuer – Security Based Compensation*";

"**Options**" means options to purchase Common Shares or Subordinate Voting Shares, as the context requires;

"**Option Plan**" has the meaning set forth in "*Part I – Information Concerning Good2Go Corp. – Stock Option Plan*";

"**Order**" means a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days;

"**person**" means an individual, a Company, a corporation, a partnership, an association, a joint-stock company, a trust, any unincorporated organization, or a government or political subdivision thereof;

"**Pro Forma Financial Statements**" means the unaudited pro forma statement of financial position for the Resulting Issuer as at February 28, 2021 to give effect to the Transaction as if it had taken place as of February 28, 2021, which is attached to this Filing Statement as Schedule G;

"**Proportionate Voting Shares**" means the Class B proportionate voting shares of the Resulting Issuer, as described in "*Part III – Information Concerning the Resulting Issuer – Description of the Securities*";

"**Private Placement**" has the meaning set forth in "*Summary of Filing Statement – The Transaction*";

"**Pubco Sub**" means 2824877 Ontario Inc., a wholly-owned subsidiary of G2G incorporated for the purposes of effecting the Amalgamation;

"**Principals**" has the meaning ascribed to it in Section 1.2 of Policy 1.1 *Interpretation* of the TSXV;

"**PVS**" means the Class B Proportionate Voting Shares of the Resulting Issuer;

"**Qualifying Transaction**" means a transaction where a CPC acquires Significant Assets other than cash, by way of purchase, transaction, merger or arrangement with another company or by other means, and, specifically in the case of G2G, means the Transaction all as more particularly described herein;

"**Release Deadline**" has the meaning set forth in "*Summary of Filing Statement – The Private Placement*";

"**Release Notice**" has the meaning set forth in "*Summary of Filing Statement – The Private Placement*";

"**Replacement Compensation Warrants**" means warrants to acquire securities of the Resulting Issuer to be issued to former holders of Compensation Warrants, which warrants shall be substantially on the same terms and conditions as the Compensation Warrants except for the right to receive SVS in lieu of Finco Shares upon, among other things, payment of the applicable exercise price;

"**Replacement Convertible Note Compensation Warrants**" means warrants to acquire securities of the Resulting Issuer to be issued to former holders of Convertible Note Compensation Warrants, which warrants shall be substantially on the same terms and conditions as the Convertible Note Compensation Warrants except for the right to receive SVS in lieu of NVG Shares upon, among other things, payment of the applicable exercise price;

"**Resulting Issuer**" means G2G (proposed to be renamed "NowVertical Group Inc.") following Completion of the Transaction;

"**Resulting Issuer Shares**" means the Subordinate Voting Shares or the Proportionate Voting Shares of the Resulting Issuer, as the context requires;

"**Seafront**" means Seafront Analytics, LLC, partly-owned subsidiary of NVG;

"**Seafront Financial Statements**" means (i) the audited financial statements of Seafront for the period from July 12, 2019 to December 31, 2019 and for the period from January 1, 2020 to November 13, 2020, and the notes thereto; and (ii) the unaudited financial statements for the three month period ended on March 31, 2021, and the notes thereto, the whole prepared in accordance with IFRS, which are attached to this Filing Statement as Schedule D;

"**Seafront MD&A**" means the management's discussion and analysis of the financial condition and results of operations of Seafront, which is attached to this Filing Statement as Schedule H;

"**Securities Purchase Agreement**" means the Securities Purchase Agreement entered into by and between Signafire and TCA Special Situations Credit Strategies ICAV on December 30, 2019;

"**Security Agreement**" means the Security Agreement entered into by and between Signafire and TCA Special Situations Credit Strategies ICAV on December 30, 2019;

"**Shareholders**" means the holders of the Common Shares;

"**Signafire**" means Signafire Technologies, Inc., wholly-owned subsidiary of NVG;

"**Signafire Financial Statements**" means (i) the audited financial statements of Signafire for the year ended December 31, 2019 and for the period from January 1, 2020 to November 20, 2020, and the notes thereto and (ii) the unaudited financial statements for the three month period ended on March 31, 2021 and the

notes thereto, prepared in accordance with IFRS, which are attached to this Filing Statement as Schedule E;

"**Signafire MD&A**" means the management's discussion and analysis of the financial condition and results of operations of Seafront, which is attached to this Filing Statement as Schedule G;

"**Signafire Merger Agreement**" has the meaning set forth in "*Part II – Information concerning NowVertical Group, Inc. – Prior Sales*";

"**Significant Assets**" means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any concurrent transactions, would result in the CPC meeting the initial listing requirements of the TSXV;

"Subordinate Voting Shares" means the Class A subordinate voting shares of the Resulting Issuer, as described in "*Part III – Information Concerning the Resulting Issuer – Description of the Securities*";

"**Subscription Receipts**" has the meaning set forth in "*Summary of Filing Statement – The Private Placement*";

"**Subscription Receipt Agent**" has the meaning set forth in "*Summary of Filing Statement – The Private Placement*";

"**Subscription Receipt Agreement**" has the meaning set forth in "*Summary of Filing Statement – The Private Placement*";

"**subsidiary**" includes, with respect to any person, company, partnership, limited partnership, trust or other entity, any company, partnership, limited partnership, trust or other entity controlled, directly or indirectly, by such person, company, partnership, limited partnership, trust or other entity;

"**Surplus Escrow Agreement**" means the TSXV Form 5D Tier 2 Surplus Security Escrow Agreement to be entered into in connection with the Completion of the Transaction between the Resulting Issuer, the Escrow Agent and Principals, as more particularly described in this Filing Statement;

"**SVS**" means the Class A Subordinate Voting Shares of the Resulting Issuer;

"**Transaction**" has the meaning set forth in "*Summary of Filing Statement – The Transaction*";

"**TSXV**" means the TSX Venture Exchange;

"**TSXV Policy 2.2**" means Policy 2.2 – *Sponsorship* of the TSXV Corporate Finance Manual;

"**U.S.**" means the United States of America;

"**U.S. Exchange Act**" means the *United States Securities Exchange Act of 1934*, as amended, and the rules promulgated thereunder;

"**U.S. Residents**" has the meaning ascribed thereto in "*Part III – Information Concerning the Resulting Issuer – Description of the Securities"*;

"**U.S. Securities Act**" means the United States Securities Act of 1933, as amended, and the rules promulgated thereunder; and

"**Value Escrow Agreement**" means the TSXV Form 5D Tier 2 Value Security Escrow Agreement to be entered into in connection with the Completion of the Transaction between the Resulting Issuer, the Escrow Agent and certain NVG Shareholders, as more particularly described in this Filing Statement;

"**Value Shares***"* has the meaning set forth in "*Part III – Information Concerning the Resulting Issuer – Escrow Securities*".

NOTICE TO INVESTORS

Information Pertaining To NVG

The information contained or referred to in this Filing Statement with respect to NVG and the industry in which it operates has been provided by the management of NVG and is the responsibility of NVG. Management of G2G has relied upon NVG for the accuracy of the information provided by NVG without independent verification.

Currency Presentation

Unless otherwise indicated, all references to "$" in this Filing Statement refer to Canadian dollars and all references to "US$" in this Filing Statement refer to United States dollars.

Financial Statement Information

The audited financial statements of G2G contained in this Filing Statement have been prepared in accordance with IFRS and are denominated in Canadian dollars.

The audited financial statements of NVG, Seafront and Signafire contained in this Filing Statement have been prepared in accordance with IFRS and are denominated in United States dollars.

The unaudited Pro Forma Financial Statements of the Resulting Issuer contained in this Filing Statement have been prepared on the basis of presentation as described in the Pro Forma Financial Statements and are denominated in Canadian dollars.

Market Data

Unless otherwise indicated, information contained in this Filing Statement concerning the industry and markets in which NVG operates, including its general expectations and market position, market opportunity and market share is based on information from independent industry organizations, and other third-party sources (including industry publications, surveys and forecasts), and management estimates. Unless otherwise indicated, management estimates are derived from publicly available information released by independent industry analysts and third-party sources, as well as data from NVG's internal research, and are based on assumptions made by NVG based on such data and its knowledge of such industry and markets, which NVG believes to be reasonable. NVG's internal research has not been verified by any independent source, and it has not independently verified any third-party information. While NVG believes the market position, market opportunity and market share information included in this Filing Statement is generally reliable, such information is inherently imprecise. In addition, projections, assumptions and estimates of the Resulting Issuer's performance and the future performance of the industry in which the Resulting Issuer operates are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described under the "Part IV – Risk Factors".

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Filing Statement contains "forward-looking information" within the meaning of Canadian securities laws and "forward-looking statements" within the meaning of the *United States Private Securities Litigation Reform Act of 1995* and other applicable United States safe harbours that relate to G2G and NVG's current expectations and views of future events and future performance, including the Resulting Issuer. All such forward-looking information and statements are made and disclosed in reliance upon the

safe harbour provisions of applicable Canadian and United States securities laws. Forward-looking information and statements include all information and statements regarding NVG's intentions, plans, expectations, beliefs, objectives, future performance, and strategy, as well as any other information or statements that relate to future events or circumstances and which do not directly and exclusively relate to historical facts. The forward-looking statements are contained principally in the sections titled "*Summary of Filing Statement*" and "*Part III – Information Concerning the Resulting Issuer*" of this Filing Statement, in the NVG MD&A included in this Filing Statement in Schedule F, in the Signafire MD&A included in this Filing Statement in Schedule G and in the Seafront MD&A included in this Filing Statement in Schedule H.

Forward-looking information and statements often but not always use words such as "believe", "estimate", "expect", "intend", "anticipate", "foresee", "plan", "predict", "project", "aim", "seek", "strive", "potential", "continue", "target", "may", "might", "could", "should", and similar expressions and variations thereof. G2G and NVG have based these forward-looking statements on their perception of historic trends, current conditions and expected future developments, as well as other assumptions, both general and specific, that they believe are appropriate in the circumstances. Such information and statements are, however, by their very nature, subject to inherent risks and uncertainties, of which many are beyond the control of G2G, NVG and the Resulting Issuer, and which give rise to the possibility that actual results could differ materially from our expectations expressed in, or implied by, such forward-looking information or forward-looking statements.

Forward-looking statements in this Filing Statement include, among other things, statements relating to:

- expectations regarding revenue, expenses and operations;
- anticipated cash needs and needs for additional financing;
- business strategy and future growth plans;
- ability to attract and retain personnel;
- competitive position and its expectations regarding competition;
- the completion of the Transaction;
- the terms on which the Transaction is intended to be completed;
- the continued listing of the Common Shares;
- the listing of the Subordinate Voting Shares; and
- the ability of G2G to complete any Qualifying Transaction.

Whether actual results, performance or achievements will conform to G2G or NVG's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "*Part IV – Risk Factors*".

Forward-looking statements are based on certain assumptions and analysis made by G2G and NVG in light of their experience and perception of historical trends, current conditions and expected future developments and other factors they believe are appropriate, and are subject to risks and uncertainties. Although the forward-looking statements contained in this Filing Statement are based upon what management currently believes to be reasonable assumptions, G2G, NVG and the Resulting Issuer cannot provide any assurance that actual results, performance or achievements will be consistent with these forward-looking statements and they may prove to be incorrect. Given these risks, uncertainties and assumptions, shareholders should not place undue reliance on these forward-looking statements. In particular, management of G2G and NVG have made assumptions regarding, among other things:

- general economic conditions;
- the legislative and regulatory environment;
- the impact of increasing competition;

- the ability to obtain regulatory and shareholder approvals;
- fluctuation of operating results from quarter to quarter and year to year due to numerous external risk factors,
- uncertainty as to the Resulting Issuer's ability to raise additional funding to support operations;
- the Resulting Issuer's ability to access additional funding;
- the fluctuation of foreign exchange rates;
- the duration of COVID-19 and the extent of its economic and social impact;
- reliance upon industry publications as primary sources for third-party industry data and forecasts;
- the Resulting Issuer's reliance on the capabilities and experience of the Resulting Issuer's key executives and the resulting loss of any of these individuals;
- the Resulting Issuers ability to adequately protect intellectual property and trade secrets;
- the risk of litigation; and
- the risk of unforeseen changes to the laws or regulations in the United States and Canada and other jurisdictions in which NVG and the Resulting Issuer operates.

While G2G and NVG believe that the assumptions on which these forward-looking information and forward-looking statements are based were reasonable as at the date of this Filing Statement, readers are cautioned not to place undue reliance on these forward-looking information or statements. Furthermore, readers are reminded that forward-looking information and statements are presented for the sole purpose of assisting investors and others in understanding our objectives, strategic priorities and business outlook as well as our anticipated operating environment. Readers are cautioned that such information may not be appropriate for other purposes.

Risks, uncertainties, assumptions and other factors could cause G2G, NVG and the Resulting Issuer's actual results, performance, achievements and experience to differ materially from G2G and NVG's expectations, future results, performances or achievements expressed or implied by the forward-looking statements.

The forward-looking statements made in this Filing Statement relate only to events or information as of the date on which the statements are made in this Filing Statement. Except as required by law, G2G, NVG and the Resulting Issuer undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

An investor should read this Filing Statement with the understanding that G2G, NVG and the Resulting Issuer's actual future results may be materially different from what is expected.

SUMMARY OF FILING STATEMENT

The following is a summary of information relating to G2G, NVG and the Resulting Issuer (assuming Completion of the Transaction) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Filing Statement.

The Parties

Good2Go Corp.

Good2Go Corp. was incorporated pursuant to the provisions of the OBCA on February 28, 2018 under the name "G2G Corp." with authorized capital of an unlimited number of Common Shares without par value. G2G has two wholly-owned subsidiaries: Merger Sub (Delaware) and Pubco Sub (Ontario) created for the sole purpose of completing the Transaction. The registered office and head office of G2G are located at 1 King Street West, Suite 1505, Toronto, Ontario M5H 1A1.

G2G is a CPC pursuant to the CPC Policy, and since its incorporation it has not carried on any business or operations other than the identifying and evaluating business opportunities for the purposes of completing a Qualifying Transaction. See "*Part I – Information Concerning Good2Go Corp.*".

NowVertical Group, Inc.

NowVertical Group, Inc. is a private corporation incorporated under DGCL on September 22, 2020. NVG's registered and head office is located at to 7750 Okeechobee Blvd, PMB 2024, West Palm Beach, Florida, 33411, United States. NVG has three (3) wholly-owned subsidiaries: Finco (Ontario), NowVertical Canada, Inc. (Ontario), and Signafire (Delaware). Moreover, NVG has a 49% ownership interest in Seafront (Delaware).

NVG is a US-based technology company that provides data analytics software and services to private and public sector customers. See "*Part II – Information concerning NowVertical Group, Inc.*".

Finco

NVG Canada Finco, Inc. ("**Finco**"), a wholly-owned Canadian subsidiary of NVG, was incorporated under the OBCA on March 1, 2021 solely for the purposes of completing the Private Placement.

Pubco Sub

2824877 Ontario Inc. ("**Pubco Sub**"), a wholly-owned Canadian subsidiary of G2G, was incorporated under the OBCA on March 18, 2021 solely for the purposes of completing the Amalgamation and the Transaction.

Merger Sub

Good2Go (US) Corp. ("**Merger Sub**"), a wholly-owned Delaware subsidiary of G2G, was incorporated under DGCL on March 18, 2021 solely for the purposes of completing the Merger and the Transaction.

The Transaction

The following section contains a summary of the Transaction. This summary is qualified in its entirety by the terms of the Definitive Agreement which is available under G2G's profile on SEDAR at www.sedar.com.

G2G and NVG entered into a non-binding letter of intent dated February 17, 2021 (the "**Letter of Intent**") in respect of a going-public transaction whereby G2G will, directly and indirectly, acquire all of the issued and outstanding shares of NVG (the "**Transaction**") and pursuant to which the businesses of G2G and NVG would combine to form an entity to be named "NowVertical Group Inc." (the "**Resulting Issuer**"). G2G and NVG then entered into a business combination agreement superseding the Letter of Intent (the "**Definitive Agreement**") dated March 22, 2021 with Finco, a wholly-owned subsidiary of NVG, Pubco Sub and Merger Sub, both wholly-owned subsidiaries of G2G in respect of the Transaction. The Transaction will proceed, amongst other steps, by way of a "three-cornered" amalgamation and a reverse triangular merger, pursuant to which: (i) Finco and Pubco Sub will amalgamate and the resulting entity will become a wholly-owned subsidiary of G2G; and (ii) NVG and Merger Sub will merge and the resulting entity will become a wholly-owned subsidiary of G2G.

If completed, the Transaction is intended to constitute the "Qualifying Transaction" of G2G under the CPC Policy and NVG shareholders will own the substantial majority of the common shares of the Resulting Issuer (to be redesignated SVS as defined below). All references herein to the "Resulting Issuer" refer to G2G after completion of the Transaction.

Under the Transaction, the holders of NVG shares, (the "**NVG Shares**") will receive class A subordinate voting shares ("**SVS**") or class B proportionate voting shares ("**PVS**") of the Resulting Issuer ("**Resulting Issuer Shares**") in exchange for their NVG Shares, in accordance with their jurisdiction of residence. In addition, in connection with the Transaction, all of NVG's and Finco's securities exercisable or exchangeable for, or convertible into, or other rights to acquire NVG or Finco securities outstanding at completion of the Transaction, including those acquired by way of the Private Placement (the "**Convertible Securities**") will be exchanged for securities exercisable or exchangeable for, or convertible into, rights to acquire SVS or PVS, in accordance with their jurisdiction of residence, on the same economic terms and conditions as such original outstanding securities.

Upon completion of the Transaction, the security holders of NVG will hold approximately 33,966,435 Resulting Issuer Shares, representing approximately 68.96% of the Resulting Issuer Shares (including 711,363 Resulting Issuer Shares held by the Finder, representing the conversion of 400,092 RSUs granted in accordance with the Finder Consulting Agreement), and the holders of converted Convertible Notes will hold approximately 3,910,814 Resulting Issuer Shares, representing approximately 7.94% of the Resulting Issuer Shares, whereas the current shareholders of G2G will hold 1,202,593 Resulting Issuer Shares representing approximately 2.44% of the outstanding Resulting Issuer Shares. Investors in the Private Placement will hold 8,394,000 Resulting Issuer Shares representing approximately 17.04% of the outstanding Resulting Issuer Shares. The Finder will hold 1,778,000 Resulting Issuer Shares representing approximately 3.61% of the outstanding Resulting Issuer Shares. For the avoidance of doubt, the Finder's aggregate holdings of Resulting Issuer Shares total 2,489,363 Resulting Issuer Shares, representing approximately 5.05% of the outstanding Resulting Issuer Shares.

The principal steps of the Transaction are as follows:

(1) Closing of the Private Placement;

(2) Immediately prior to Closing, G2G's articles are amended to:

(a) change of G2G's corporate name to "NowVertical Group Inc.";

(b) attach special rights and restrictions to G2G's Common Shares and change the identifying name of the Common Shares to SVS;

(c) consolidate its issued and outstanding share capital on the basis of one (1) SVS for every 4.5 pre-consolidation Common Shares (the "**Consolidation**"); and

(d) create a new class of shares, the PVS.

(the "**Articles Amendments**")

(3) Immediately prior to Closing, Finco and Pubco Sub amalgamate to form "**Finco Amalco**" (the "**Amalgamation**") and:

(a) each Finco Share is cancelled, and in consideration therefor, each Finco shareholder will receive 1 SVS for each Finco Share;

(b) each share of Pubco Sub held by G2G is cancelled and in consideration therefor, G2G receives 1 share of Finco Amalco for each share of Pubco Sub; and

(c) each Compensation Warrant outstanding is exchanged for one Replacement Compensation Warrant.

(4) In the following order at Closing:

(a) each Convertible Note is converted, pursuant to its terms, into shares of NVG;

(b) immediately prior to the Merger, each NVG RSU vests and is settled and exchanged for one NVG Share;

(c) Canadian NVG Shareholders transfer their NVG Shares to G2G, receiving 1.778 SVS for each NVG Share, and jointly electing with G2G to effect the share exchange on a rollover basis;

(d) Merger Sub merges with and into NVG, with NVG as the surviving entity (the "**Merger**"):

(i) Each NVG Shareholder exchanges its NVG Shares with G2G for:

i. In the case of US NVG Shareholders, 1.778 PVS for each 100 NVG Shares exchanged;

ii. In the case of non-US NVG Shareholders (other than Canadian NVG shareholders in 4(b) above), 1.778 SVS for each NVG Share exchanged;

(e) G2G receives NVG Shares in an amount equal to the number of shares of NVG exchanged in 4(a);

(f) each NVG Option is converted into 1.778 Options under the Legacy Incentive Plan;

(g) each Convertible Note Compensation Warrant is exchanged for 1.778 Replacement Convertible Note Compensation Warrants; and

(h) all issued and outstanding shares of Merger Sub prior to the Merger are converted into one (1) NVG Preferred Share.

(5) Immediately after the Merger, Finco Amalco winds up and distributes its assets (including the proceeds from the Private Placement) to G2G.

(6) As a result, G2G will have NVG as its remaining direct wholly-owned subsidiary.

The number and terms of the securities to be issued in connection with the Transaction were determined pursuant to arm's length negotiations between the management of each of G2G and NVG.

Foreign Private Issuer Status

The Proposed Transaction is being structured so that the Resulting Issuer will be a Foreign Private Issuer following its closing. The term "Foreign Private Issuer" is defined as any non-U.S. corporation, other than a foreign government, except any issuer meeting the following conditions:

1. more than 50% of the outstanding voting securities of such issuer are, directly or indirectly, held of record by residents of the United States; and

2. any one of the following:

   (a) the majority of the executive officers or directors are United States citizens or residents, or

   (b) more than 50% of the assets of the issuer are located in the United States, or

   (c) the business of the issuer is administered principally in the United States.

For purposes of determining whether more than 50% of its outstanding voting securities are held "of record" by U.S. residents, the Resulting Issuer must "look through" the record ownership of brokers, dealers, banks, or nominees holding securities for the accounts of their customers, and also consider any beneficial ownership reports or other information available to the Resulting Issuer. It must conduct this "look through" in three jurisdictions: the United States; the Resulting Issuer's home jurisdiction; and the primary trading market for the Resulting Issuer's voting securities, if different from the Resulting Issuer's home jurisdiction. Additionally, if the Resulting Issuer is not able to obtain information about the record holders' accounts after reasonable inquiry, the Resulting Issuer may rely on the presumption that such accounts are held in the broker's, dealer's, bank's, or nominee's principal place of business. "*PART IV - Risk Factors – Foreign Private Issuer Risks*"

In December 2016, the SEC issued a Compliance and Disclosure Interpretation to clarify that issuers with multiple classes of voting stock carrying different voting rights may, for the purposes of calculating compliance with this threshold, examine either (i) the combined voting power of its share classes, or (ii) the number of voting securities, in each case held of record by U.S. residents. Based on this interpretation, each issued and outstanding PVS is counted as one voting security and each issued and outstanding SVS is counted as one voting security for the purposes of determining the 50% U.S. resident threshold. Accordingly, upon completion of the Proposed Transaction, the Resulting Issuer is expected to be treated as a "Foreign Private Issuer"". However, should the Securities Exchange Commission's guidance and

interpretation change, the Resulting Issuer may lose its Foreign Private Issuer status. "*PART IV - Risk Factors – Loss of Foreign Private Issuer status*"

Conditions to Closing

Completion of the Transaction is subject to compliance with the terms and conditions set forth in the Definitive Agreement including, but not limited to:

(i) completion of the Private Placement;

(ii) completion of the Article Amendments;

(iii) completion of the Consolidation;

(iv) conversion of the Subscription Receipts into NVG Shares;

(v) completion of the Amalgamation and the Merger;

(vi) receipt of all required approvals, including the approval of the TSXV and all other necessary consents of other third parties; and

(vii) certain other customary conditions for a transaction of this nature.

Pursuant to the terms of the Finder's Fee Agreement and subject to the TSXV approval, the Resulting Issuer will be required to issue 1,778,000 SVS to the Finder as payment of a one-time finder's fee immediately following the Completion of the Transaction. The Finder is an arm's length party to G2G.

Upon Completion of the Transaction and subject to the approval of the TSXV, it is expected that the Resulting Issuer will be listed on the TSXV as a Tier 2 Issuer, operating as a company focused on the data analytics software industry. The Resulting Issuer will change its registered office to 333 Bay Street, suite 2400, Toronto, Ontario M5H 2T6 and its head office to 7750 Okeechobee Blvd, PMB 2024, West Palm Beach, Florida, 33411, United States.

Upon Completion of the Transaction (assuming completion of the Consolidation), it is anticipated that:

(1) an aggregate of 49,251,842 Resulting Issuer Shares will be issued and outstanding, consisting of:

   (a) 68.96% by NVG Shareholders;

   (b) 7.94% by the holders of converted Convertible Notes;

   (c) 17.04% by the holders of converted Subscription Receipts;

   (d) 3.61% by the Finder; and

   (e) 2.44% by the Shareholders of G2G;

(2) securities convertible into an aggregate of 3,528,227 Resulting Issuer Shares will be issued and outstanding, consisting of:

   (a) Options convertible into up to an aggregate of 2,683,061 SVS;

(b) Replacement Convertible Note Compensation Warrants representing the right to acquire up to an aggregate of 257,586 SVS; and

(c) Replacement Compensation Warrants representing the right to acquire up to an aggregate of 587,580 SVS.

See "*Part III – Information Concerning the Resulting Issuer – Description of Securities*" and "*Part III – Information Concerning the Resulting Issuer – Pro Forma Consolidated Capitalization*".

The Private Placement

On March 23, 2021, NVG, through its wholly-owned Canadian subsidiary Finco, completed a brokered private placement (the "**Private Placement**") of an aggregate of 8,394,000 subscription receipts of common shares of Finco ("**Subscription Receipts**") at a subscription price of $1.00 per Subscription Receipt for aggregate gross proceeds of $8,394,000. Finco is a special purpose Ontario company incorporated solely for the purpose of the Private Placement.

The Private Placement was completed pursuant to the terms of an agency agreement dated March 23, 2021 (the "**Agency Agreement**") among G2G, NVG, Echelon Wealth Partners Inc. ("**Echelon**" or the "**Lead Agent**"), as lead agent, including Canaccord Genuity Corp., Stifel Nicolaus Canada Inc. and Haywood Securities Inc. (together with the Lead Agent, the "**Agents**").

The Subscription Receipts are governed by the terms of a subscription receipt agreement dated March 23, 2021 (the "**Subscription Receipt Agreement**") among NVG, Finco, the Lead Agent and TSX Trust Company in its capacity as subscription receipt agent (the "**Subscription Receipt Agent**").

Each Subscription Receipt entitles the holder thereof to receive, upon automatic exchange in accordance with the terms of the Subscription Receipt Agreement, without payment of additional consideration or further act or formality on the part of the holder thereof, one common share of Finco upon the satisfaction or waiver (to the extent such waiver is permitted) of the Escrow Release Conditions (as defined herein) at or before the Release Deadline (as defined herein). Each Finco Share will then be exchanged for one SVS upon completion of the Transaction.

The gross proceeds of the Private Placement, less 7.00% of the cash fees payable to the Agents and certain reasonable costs and expenses of the Agents, have been deposited in escrow (such funds, collectively with all interest earned thereon, the "**Escrowed Funds**") with the Subscription Receipt Agent. The Escrowed Funds will be released from escrow immediately prior to closing of the Transaction upon the Lead Agent's sole satisfaction of the following conditions (the "**Escrow Release Conditions**"):

(a) all conditions to the completion of the Transaction pursuant to the Definitive Agreement (other than the release of the Escrowed Funds), shall have been satisfied or waived, and the Lead Agent shall have received written confirmation from NVG to such effect;

(b) the Resulting Issuer Shares being conditionally approved for listing on the TSXV and the completion, satisfaction or waiver of all conditions precedent to such listing (other than the release of the Escrow Funds);

(c) the receipt of all regulatory, shareholder and third-party approvals, if any, required in connection with the Transaction;

(d) each of G2G and the Agents shall have received the NVG Group Financial Statements and shall be satisfied therewith, acting reasonably; and

(e) the Escrow Release Notice shall have been delivered to the Subscription Receipt Agent in accordance with the terms of the Subscription Receipt Agreement.

In the event that the Escrow Release Conditions are not satisfied on or before 5:00 p.m. (Toronto time) on July 21, 2021 or such other date as the Lead Agent and NVG agree (the "**Release Deadline**"), the Escrowed Funds together with accrued interest earned thereon will be returned to the holders of the Subscription Receipts on a pro rata basis and the Subscription Receipts will be cancelled. To the extent that the Escrowed Funds are insufficient to refund 100% of the aggregate issue price of the Subscription Receipts to the holders thereof, NVG and Finco shall be responsible for any shortfall.

In connection with the Private Placement, the Agents are entitled to receive a cash commission of $587,580.00 (the "**Agents' Fee**") and 587,580 compensation warrants (each, a "**Compensation Warrant**"). Each Compensation Warrant is exercisable into one Finco Share at a price equal to $1.00 per Finco Share for a period of 24 months from the date the Escrow Release Conditions are satisfied. Upon completion of the Transaction, each holder of Compensation Warrants will receive 587,580 SVS in lieu of Finco Shares upon exercise of the Compensation Warrants, including the payment therefor.

On closing of the Private Placement, the Agents received payment of 50% of the Agents' Fee and were issued all of the Compensation Warrants. The remaining 50% of the Agents' Fee will be paid to the Agents upon escrow release.

The Resulting Issuer intends to use the net proceeds from the Private Placement as described below under "*Available Funds and Principal Purposes*", including principally to fund the Transaction, and for research and development, manufacturing, corporate and general working capital purposes.

Interests of any Insider, Promoter or Control Person

The following is a summary of the interests of Insiders (as such term is defined in the policies of the TSXV) of the Resulting Issuer, and its respective Associates and Affiliates, before and after giving effect to the Transaction, in each case assuming the completion of the Consolidation.

Insider, Promoter or Control Person (including Associates and Affiliates)	Proposed Position with Resulting Issuer	Percentage (%) of Common Shares or NVG Shares prior to the Transaction[3]	Percentage (%) of Resulting Issuer Shares upon Closing [1][3]
Daren Trousdell (through KOAT Holdings LLC (100%))	CEO, Chairman of the Board and Director	64.84%[2]	48.13%
John Adamovich	CFO and Director	1.94%[2]	0.84%
Scott Nirenberski	Director	0%	0%
Elaine Kunda	Director	0%	0%
Darrell MacMullin	Director	0%	0%
Andre Garber (through Variety Ventures Ltd. (100%))	EVP, Corporate Development & Legal Affairs	17.98%[2]	8.89%
Aimee Lessard	Chief Analytics Officer	0.57%[2]	0.43%

Notes:

(1) Resulting Issuer Shares consist of SVS and PVS, excluding options and warrants.
(2) NVG Shareholder prior to the Transaction. Presented on a fully-diluted basis.
(3) Closing is assumed to take place on June 29, 2021.

Arm's Length Transaction

During the year ended February 28, 2021, G2G incurred legal fees in the amount of $25,713 to WeirFoulds LLP which relate to the Transaction (February 29, 2020: $38,820). Wayne Egan, a director of G2G is also a partner of WeirFoulds LLP. At February 28, 2021 $8,403 is included in accounts payable and accrued liabilities (February 29, 2020: $15,820).

Pursuant to the Transaction, amongst other steps, it is contemplated that a wholly-owned U.S. subsidiary of G2G (Merger Sub) will merge with NVG and the security holders of NVG will become security holders of the Resulting Issuer. The proposed arms-length transaction contemplated is subject to certain conditions and applicable shareholder, corporate and TSXV approvals in order to constitute G2G's "Qualifying Transaction" as such term is defined under the policies of the TSXV.

Prior to March 1, 2021, Andre Garber, a proposed officer of the Resulting Issuer, provided legal services to NVG in his capacity as legal counsel while a partner at Fasken Martineau DuMoulin LLP. At the date of this Filing Statement, Variety Ventures Ltd. (an entity controlled by Andre Garber) holds 740,675 shares of common stock, 1,722,366 RSUs and 1,234,651 stock options.

Securityholder Approvals

The Transaction itself is not subject to securityholder approval. However, on April 28, 2021, G2G held the G2G Meeting for its G2G Shareholders to consider and approve the following matters in connection with, and subject to the completion of, the Transaction: (i) the election of the proposed directors of the Resulting Issuer; (ii) the appointment of Grant Thornton LLP as the auditor of the Resulting Issuer; (iii) the Article Amendments; (iv) removing the consequences associated with G2G not completing a Qualifying Transaction within 24 months of its listing date in accordance with certain changes to CPC Policy; (v) amendments to the CPC Escrow Agreement in accordance with certain changes to CPC Policy; (vii) the adoption of the Legacy Incentive Plan; and (viii) the adoption of the Omnibus Plan, which will govern equity incentive awards of the Resulting Issuer (collectively, the "**G2G Meeting Matters**"). The current directors of G2G do not intend to act upon the authority granted to them at the G2G Meeting in connection with the G2G Meeting Matters if the Transaction is not completed. Each G2G Meeting Matter was approved at the G2G Meeting.

Available Funds and Principal Purposes

Estimated Available Funds

As at the date hereof, on a pro forma basis, the estimated funds available to the Resulting Issuer as a result of the Private Placement and the Transaction, after deducting the expenses of the Transaction and the Private Placement and excluding NVG's existing cash and cash equivalents, would be approximately $5.2 million, which includes the following:

Estimated Funds Available	**Amount ($)**
Estimated consolidated working capital as at June 18, 2021[(1)]	6,738,000
Estimated fees and expenses of the Transaction[(2)]	1,512,580
Total Estimated Available Funds	**5,225,420**

Notes:

(1) Includes the gross proceeds from the Private Placement of $8,394,000.

(2) Estimated cash fees and expenses of the Transaction include cash fees and expenses associated with the Private Placement (see notes 2(f), 2(i) and 2(j) of the Pro Forma Consolidated Financial Statements of the Resulting Issuer in Schedule I).

Principal Purposes of Funds

Upon the completion of the Private Placement and the Transaction, the Resulting Issuer will use the funds available to it to, among other things, pursue market expansion opportunities and consumer acquisition opportunities and invest in working capital to support its expected growth. The following table sets forth the principal purposes for which the estimated Available Funds will be used by the Resulting Issuer upon Completion of the Transaction, including the current estimated amount to be used for each such principal purpose:

Principal Use of Available Funds	**Amount ($)**
Capital expenditures	100,000
General and administrative corporate expenses	1,500,000
Unallocated working capital	3,625,420
Total	5,225,420

Notwithstanding the foregoing, there may be circumstances where, for sound business reasons, a reallocation of funds is necessary in order for the Resulting Issuer to achieve its objectives as set out in this Filing Statement. See "*Part IV – Risk Factors – Discretion over the use of proceeds*".

Selected Pro Forma Consolidated Financial Information

The following table sets out certain financial information for G2G and NVG as at the periods indicated, as well as the unaudited Pro Forma Consolidated Financial Statements of the Resulting Issuer, after giving effect to the Transaction, the Private Placement and other relevant transactions as if such events had occurred on February 28, 2021 for balance sheet purposes. Such information is derived from and should be read in conjunction with the Pro Forma Statement of Financial Position and the notes thereto contained in Schedule I.

Pro Forma Balance Sheet	**G2G as at February, 28, 2021 ($)**	**NVG as at March 31, 2021 ($)**	**Pro Forma Adjustments ($)**	**Pro Forma Consolidated ($)**
Cash and cash equivalents	174,276	368,473	7,694,064	8,236,813
Other Current Assets	-	233,770	-	233,770
Non-current Assets	-	4,981,772	-	4,981,772
Total Assets	174,276	5,584,015	7,694,064	13,452,355
Current Liabilities	17,591	3,228,722	-	3,246,313
Non-current Liabilities	-	3,393,274	(2,813,591)	579,683
Total Liabilities	17,591	6,621,996	(2,813,591)	3,825,996
Shareholders' Equity	156,685	(1,037,981)	10,507,655	9,626,359

The Pro Forma Financial Statements have been prepared based on information derived from the G2G Financial Statements attached hereto as Schedule A and the NVG unaudited interim financial statements for the quarter ended March 31, 2021 attached hereto as Schedule C.

Market for Securities and Market Price

The Common Shares are listed on the TSXV under the trading symbol "GOTO.P". The closing market price of the Common Shares on the last day on which there was a trade of Common Shares prior to the trading in such shares being halted on April 24, 2019 was $0.10. Trading remains halted as of the date of this Filing Statement. It is anticipated that the Subordinate Voting Shares (resulting from the reclassification of the Common Shares on a post-Consolidation basis) will resume trading on the TSXV upon completion of the Transaction under the symbol "NOW".

The NVG Shares are not listed on any stock exchange and there is currently no public market for NVG Shares. The Finco Shares are not listed on any stock exchange and there is currently no public market for Finco Shares.

Sponsorship

Sponsorship for the Transaction is required by TSXV policies, unless an exemption is available. G2G and NVG requested to the TSXV an exemption from sponsorship pursuant to Section 3.4(a)(ii)(B)(II) of TSXV Policy 2.2.

Conflicts of Interest

Some of the individuals proposed for appointment as directors or officers of the Resulting Issuer upon Closing are also directors, officers and/or Promoters of other reporting and non-reporting issuers. To the knowledge of the directors and officers of G2G and NVG, there are no existing conflicts of interest between the Resulting Issuer and any of the individuals proposed for appointment as directors or officers upon completion of the Transaction, as of the date of this Filing Statement.

Interests of Experts

Except as disclosed herein, no person whose profession or business gives authority to a statement made by the person and who is named as having prepared or certified a part of this Filing Statement or prepared or certified a report or valuation described or included in this Filing Statement currently holds, directly or indirectly, more than 1% of the Common Shares or NVG Shares, or holds any property of G2G or NVG or of an Associate or Affiliate of G2G or NVG and no such person is expected to be elected, appointed or employed as director, senior officer or employee of G2G or NVG or of an Associate or Affiliate of the Resulting Issuer and no such person is a promoter of G2G or NVG or an Associate or Affiliate of G2G or NVG.

As of the date of this Filing Statement, Grant Thornton LLP, Certified Public Accountants, has reported that it is independent in accordance with the code of professional conduct of the Chartered Professional Accountants of Ontario with respect to G2G and NVG.

Summary of Risk Factors

The following is a summary of certain risk factors applicable to G2G, NVG and the Resulting Issuer. The risks presented in this Filing Statement should not be considered to be exhaustive and may not be all of the risks that the Resulting Issuer and NVG may face. See "*Part IV – Risk Factors*".

Business and industry risks

- Limited Operating History;
- Growth-Related Risks;

- Reliance on Third Party Software;
- Inability or cost of integrating acquired companies;
- Competition;
- Reliance on Management;
- Reliance on Contracts with Key Customers;
- Reliance on Third-Party-Owned Communication Networks;
- Factors which may Prevent Realization of Growth Targets;
- Rapid Technological and Legal Change;
- Information Technology Defects;
- Risks Related to Collection Processing of Data;
- Cyber Security Risks;
- Failure to Innovate;
- Failure to Protect Intellectual Property;
- Use of Open Source Software;
- Litigation;
- Revenues from Government Entities;
- Novel Coronavirus "COVID-19";
- Compliance with Debt Covenants;
- Collection of Amounts with Key Customers;
- Financial Support for Subsidiaries;
- Capital Resources;
- Resourcing for Acquisitions;
- People;
- Currency Fluctuations;

Resulting Issuer Shares Risks

- Market for Resulting Issuer Shares;
- Potential Volatility of Share Price;
- Significant Sales of Resulting Issuer Shares;
- Dilution from future financings;
- Concentration of shares on one shareholder or few shareholders;

Other Risks

- Tax Issues;
- No Dividends;
- Global Financial Conditions;
- Use of Proceeds from the Private Placement;
- Foreign Private Issuer Risks; and
- Loss of Foreign Private Issuer status.

Risks, uncertainties, assumptions and other factors could cause G2G, NVG and the Resulting Issuer's actual results, performance, achievements and experience to differ materially from G2G and NVG's expectations, future results, performances or achievements expressed or implied by the forward-looking statements.

An investor should read this Filing Statement with the understanding that G2G, NVG and the Resulting Issuer's actual future results may be materially different from what is expected.

Conditional Listing Approval

The TSXV has conditionally approved the Transaction as the Qualifying Transaction for G2G on June 10, 2021 subject to G2G fulfilling all the requirements of the TSXV on or before September 9, 2021.

PART I – INFORMATION CONCERNING GOOD2GO CORP.

Corporate Structure

Good2Go Corp.

G2G was incorporated on February 28, 2018 pursuant to the OBCA. G2G's head and registered office is located at 1 King Street West, Suite 1505, Toronto, ON M5H 1A1. G2G's Common Shares trade on the TSXV under the symbol "GOTO.P".

Intercorporate Relationships

Pubco Sub and Merger Sub are G2G's only subsidiaries and are wholly-owned by G2G. Pubco Sub was incorporated on March 18, 2021 pursuant to the OBCA. MergerCo was incorporated on March 18, 2021 pursuant to the DGCL**.** Pubco Sub and Merger Sub were incorporated solely for the purposes of completing the Transaction.

General Development of the Business

History

Good2Go Corp. was incorporated under the laws of the province of Ontario on February 28, 2018 and is classified as a Capital Pool Corporation ("**CPC**"), as defined in the CPC Policy.

The principal business of G2G is be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. G2G has not commenced operations and has no assets other than cash held in trust. G2G's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non- arm's length transaction, of the majority of the minority shareholders.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by G2G, in respect of the sale of its securities, or $210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a Qualifying Transaction by G2G. G2G is required to complete its Qualifying Transaction on or before 24 months from the date the G2G receives regulatory approval. At the G2G Meeting, the G2G Shareholders approved an ordinary resolution of disinterested shareholders, removing the consequences associated with G2G not completing a Qualifying Transaction within 24 months of its listing date in accordance with certain changes set out in section 15.2(b) (i) of the CPC Policy that entered into effect on January 1, 2021.

In March 2018, G2G issued 3,000,000 Common Shares at a purchase price of $0.05 per Common Share for gross proceeds of $150,000. The 3,000,000 Common Shares issued at $0.05 per Common Share are held in escrow pursuant to the requirements of the TSXV. All Common Shares issued to directors, officers and shareholders prior to the completion of a Qualifying Transaction are deposited in escrow until the final exchange bulletin is issued.

In July 2018, G2G completed its initial public offering (the "**Offering**") of 2,200,000 Common Shares at a purchase price of $0.10 per Common Share for gross proceeds of $220,000 and incurred costs of $50,423 directly related to the Offering. In connection with the Offering, G2G granted to Haywood Securities Inc.

("**Haywood**"), Common Shares purchase warrants to acquire 220,000 Common Shares (the "**Agent Warrants**"). Each Agent Warrant was exercisable to acquire one common share at a price of $0.10 until July 17, 2020. In connection with the Offering, Haywood was also paid a cash commission equal to 10% of the aggregate gross proceeds from the Offering, a corporate finance fee of $12,500 and reimbursed Haywood for legal fees and other reasonable expenses incurred pursuant to the Offering.

In October 2018, 3,570 Agent Warrants were exercised for gross proceeds of $357. The value attributed to these warrants was $189.

G2G entered into a letter of intent dated April 23, 2019, amended as of May 16, 2019, and a letter of intent dated March 4, 2020, amended as of March 31, 2020, pursuant to which G2G and Magical Brands Inc. agreed to complete a reverse takeover transaction which would constitute a "Qualifying Transaction" for G2G under the CPC Policy. Under the terms of the LOI, G2G received a non-refundable deposit of $13,429 to be applied to its costs incurred in connection with the completion of the Qualifying Transaction. On February 12, 2021, G2G and Magical Brands Inc. terminated their proposed Qualifying Transaction.

In July 2020, 208,100 Agent Warrants were exercised for gross proceeds of $20,810. The fair value attributed to these warrants was $11,025. There are no Agent Warrants outstanding.

Description of the Transaction

G2G and NVG entered into a Letter of Intent in respect of the Transaction and pursuant to which the businesses of G2G and NVG would combine to form the Resulting Issuer. G2G and NVG then entered into a the Definitive Agreement with Finco, Pubco Sub, and Merger Sub in respect of the Transaction. The Transaction will proceed, amongst other steps, by way of a "three-cornered" amalgamation and a reverse triangular merger, pursuant to which (i) Finco and Pubco Sub will amalgamate and the resulting entity will become a wholly-owned subsidiary of G2G; and (ii) NVG and Merger Sub will merge and the resulting entity will become a wholly-owned subsidiary of G2G.

If completed, the Transaction is intended to constitute the "Qualifying Transaction" of G2G under the CPC Policy and NVG shareholders will own the substantial majority of the common shares of the Resulting Issuer (to be redesignated SVS).

Under the Transaction, the holders of NVG Shares will receive Resulting Issuer Shares in exchange for their NVG Shares, in accordance with their jurisdiction of residence. In addition, in connection with the Transaction, all of NVG's and Finco's securities exercisable or exchangeable for, or convertible into, or other rights to acquire NVG or Finco securities outstanding at completion of the Transaction (the "**Convertible Securities**") will be exchanged for securities exercisable or exchangeable for, or convertible into, rights to acquire SVS or PVS, in accordance with their jurisdiction of residence, on the same economic terms and conditions as such original outstanding securities.

Upon completion of the Transaction, the security holders of NVG will hold approximately 33,966,435 Resulting Issuer Shares, representing approximately 68.96% of the Resulting Issuer Shares (including 711,363 Resulting Issuer Shares held by the Finder, representing the conversion of 400,092 RSUs granted in accordance with the Finder Consulting Agreement), and the holders of converted Convertible Notes will hold approximately 3,910,814 Resulting Issuer Shares, representing approximately 7.94% of the Resulting Issuer Shares, whereas the current shareholders of G2G will hold 1,202,593 Resulting Issuer Shares representing approximately 2.44% of the outstanding Resulting Issuer Shares. Investors in the Private Placement will hold 8,394,000 Resulting Issuer Shares representing approximately 17.04% of the outstanding Resulting iIssuer Shares. The Finder will hold 1,778,000 Resulting Issuer Shares representing approximately 3.61% of the outstanding Resulting Issuer Shares. For the avoidance of doubt, the Finder's

aggregate holdings of Resulting Issuer Shares total 2,489,363 Resulting Issuer Shares, representing approximately 5.05% of the outstanding Resulting Issuer Shares.

The principal steps of the Transaction are as follows:

(1) Closing of the Private Placement;

(2) Immediately prior to Closing, the Articles Amendments;

(3) Immediately prior to Closing, the Amalgamation and:

  (a) each Finco Share is cancelled, and in consideration therefor, each Finco shareholder will receive 1 SVS for each Finco Share; and

  (b) each share of Pubco Sub held by G2G is cancelled and in consideration therefor, G2G receives 1 share of Finco Amalco for each share of Pubco Sub.

(4) Concurrently at Closing:

  (a) each Convertible Note is converted, pursuant to its terms, into shares of NVG;

  (b) Canadian NVG Shareholders transfer their NVG Shares to G2G, receiving 1.778 SVS for each NVG Share, and jointly electing with G2G to effect the share exchange on a rollover basis;

  (c) the Merger:

    (i) Each NVG Shareholder exchanges its NVG Shares with G2G for:

      i. In the case of US NVG Shareholders, 1.778 PVS for each 100 NVG Shares exchanged;

      ii. In the case of non-US NVG Shareholders (other than Canadian NVG shareholders in 4(b) above), 1.778 SVS for each NVG Share exchanged;

  (d) G2G receives NVG Shares in an amount equal to the number of shares of NVG exchanged in 4(a).

  (e) NVG Options are converted into equivalent Options under the Legacy Incentive Plan;

  (f) NVG RSUs vest and SVS are immediately issued to NVG RSU holders;

  (g) All issued and outstanding shares of Merger Sub prior to the Merger are converted into 1 NVG Preferred Share.

(5) Immediately after the Merger, Finco Amalco winds up and distributes its assets (including the proceeds from the Private Placement) to G2G.

(6) As a result, G2G will have NVG as its remaining direct wholly-owned subsidiary.

The number and terms of the securities to be issued in connection with the Transaction were determined pursuant to arm's length negotiations between the management of each of G2G and NVG.

Completion of the Transaction is subject to compliance with the terms and conditions set forth in the Definitive Agreement including, but not limited to:

(i) completion of the Private Placement;

(ii) completion of the Article Amendments;

(iii) completion of the Consolidation;

(iv) conversion of the Subscription Receipts into NVG Shares;

(v) completion of the Amalgamation and the Merger;

(vi) receipt of all required approvals, including the approval of the TSXV and all other necessary consents of other third parties; and

(vii) certain other customary conditions for a transaction of this nature.

Pursuant to the terms of the Finder's Fee Agreement and subject to the TSXV approval, the Resulting Issuer will be required to issue 1,778,000 SVS to the Finder as payment of a one-time finder's fee immediately following the Completion of the Transaction. The Finder is an arm's length party to G2G.

Upon Completion of the Transaction and subject to the approval of the TSXV, it is expected that the Resulting Issuer will be listed on the TSXV as a Tier 2 Issuer, operating as a company focused on the data analytics software industry. The Resulting Issuer will change its registered office to 333 Bay Street, suite 2400, Toronto, Ontario M5H 2T6 and its head office to 7750 Okeechobee Blvd, PMB 2024, West Palm Beach, Florida, 33411, United States.

Upon Completion of the Transaction (assuming completion of the Consolidation), it is anticipated that:

(1) an aggregate of 49,251,842 Resulting Issuer Shares will be issued and outstanding, consisting of:

  (a) 68.96% by NVG Shareholders;

  (b) 7.94% by the holders of converted Convertible Notes;

  (c) 17.04% by the holders of converted Subscription Receipts;

  (d) 3.61% by the Finder; and

  (e) 2.44% by the Shareholders of G2G;

(2) securities convertible into an aggregate of 3,528,227 Shares will be issued and outstanding, consisting of:

  (a) Options convertible into up to an aggregate of 2,683,061 SVS; and

  (b) Replacement Convertible Note Compensation Warrants representing the right to acquire up to an aggregate of 257,586 SVS; and

(c) Replacement Compensation Warrants representing the right to acquire up to an aggregate of 587,580 SVS.

Management's Discussion and Analysis

The G2G MD&A for the years ended February 28, 2021 and 2020 is attached hereto as Schedule B and should be read in conjunction with the G2G Financial Statements attached hereto as Schedule A.

Description of the Securities

G2G is authorized to issue an unlimited number of Common Shares, of which 5,411,670 Common Shares are issued and outstanding as of the date hereof. In addition, 405,000 Common Shares are reserved for issuance under stock options granted to certain directors, officers and consultants.

The holders of Common Shares are entitled to dividends if, as and when declared by the Board to receive notice of and one vote per Common Share at meetings of the Shareholders of G2G and, upon liquidation, dissolution or winding up of G2G, to share rateably in such assets of G2G as are distributable to the holders of Common Shares. All Common Shares which are to be outstanding after Completion of the Transaction will be fully paid and non-assessable.

This summary does not purport to be complete and reference is made to G2G's articles of incorporation, as amended, for a complete description of these securities and the full text of their provisions.

Stock Option Plan

Summary of Stock Option Plan

G2G has adopted a stock option plan dated May 1, 2018 (the "**Option Plan**"), which permits the board of directors of G2G to grant options to purchase up to 520,000 Common Shares. The Option Plan provides for the grant of options to purchase Common Shares to eligible directors, officers, employees and consultants of G2G or any of its affiliates. The number of Common Shares reserved for issuance pursuant to options granted to any one optionee, other than a consultant, shall not, within any 12 month period, exceed 5% of the total number of Common Shares then issued and outstanding unless disinterested shareholder approval is obtained. The number of Common Shares issuable to any insider and such insiders' associates pursuant to options granted under the Option Plan and all other security based compensation arrangements of G2G shall not, at any time, exceed 10% of the total number of Common Shares then issued and outstanding, unless disinterested shareholder approval is obtained. The number of Common Shares issued to insiders and such insiders' associates pursuant to the Option Plan and all other security based compensation arrangements shall not, within any 12 month period, exceed 10% of the total number of Common Shares then issued and outstanding, unless disinterested shareholder approval is obtained. The number of Common Shares issued to any one consultant shall not, within any 12 month period, exceed 2% of the total number of Common Shares then issued and outstanding.

Options may be exercisable for up to 5 years from the date of grant, but the Board has the discretion to grant options that are exercisable for a shorter period. Unless otherwise determined by the Board every option awarded will be subject to certain vesting provisions in accordance with the terms of the Option Plan. Options under the Option Plan are non-assignable. Options may be exercised the greater of 12 months after the completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with G2G, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

There are currently 405,000 options outstanding under the Option Plan each of which is exercisable into a Common Share at an exercise price of $0.10 until July 16, 2023.

At the G2G Meeting, the Shareholders ratified the Legacy Incentive Plan and approved the Omnibus Plan, which will replace the Option Plan, to take effect upon Closing of the Transaction. See "*Part III – Information Concerning the Resulting Issuer – Security Based Compensation*".

Stock Options Granted

As of the date of this Filing Statement, there are outstanding options to acquire an aggregate of 405,000 Common Shares. A further 115,000 options are approved by the G2G Board as unallocated and for future grants, however, G2G does not intend to grant further options prior to the completion of the Transaction. The outstanding options of G2G are as follows:

Name	Number of Common Shares Underlying Options [(1)]	Exercise Price of Common Share	Expiry Date
James Cassina	260,000	$0.10	July 16, 2023
Sandra Hall	75,000	$0.10	July 16, 2023
Wayne Egan [(2)]	70,000	$0.10	July 16, 2023

Notes:
(1) None of the above options have been exercised.
(2) Held by Wayne Egan Professional Corporation (No.2).

Prior Sales

For the 12 month-period before the date of this Filing Statement, Common Shares have been issued as follows:

Date	Number of Common Shares	Issue Price Per Share	Aggregate Issue Price	Consideration Received
July, 2020	208,100	$0.10	$20,810	$20,810
Total	208,100	-	$20,810	$20,810

Pursuant to the terms of the Finder's Fee Agreement, G2G will be required to issue up to 1,778,000 SVS to the Finder as payment of a one-time finder's fee immediately following the Completion of the Qualifying Transaction. The Finder was also issued 400,092 RSUs by NVG prior to the Transaction pursuant to the Finder Consulting Agreement, which will convert into 400,092 SVS in connection with the Transaction.

Trading Price and Volume

The Common Shares are listed on the TSXV under the trading symbol "GOTO.P". The closing market price of the Common Shares on the last day on which there was a trade of Common Shares prior to the trading in such shares being halted on April 24, 2019 was $0.10. Trading remains halted as of the date of this Filing Statement. Upon completion of the Transaction, it is anticipated that the SVS (resulting from the reclassification of the Common Shares on a post-Consolidation basis), will be listed on the TSXV under the symbol "NOW" and G2G will change its name to "NowVertical Group Inc."

Arm's Length Party Transaction

During the year ended February 28, 2021, G2G incurred legal fees in the amount of $25,713 to WeirFoulds LLP which relate to the Transaction (February 29, 2020: $38,820). Wayne Egan, a director of G2G is also

a partner of WeirFoulds LLP. At February 28, 2021 $8,403 is included in accounts payable and accrued liabilities (February 29, 2020: $15,820).

Pursuant to the Transaction, amongst other steps, it is contemplated that a wholly-owned U.S. subsidiary of G2G (Merger Sub) will merge with NVG and the security holders of NVG will become security holders of the Resulting Issuer. The proposed arms-length transaction contemplated is subject to certain conditions and applicable shareholder, corporate and TSXV approvals in order to constitute G2G's "Qualifying Transaction" as such term is defined under the policies of the TSXV.

Legal Proceedings

Since the beginning of its most recently completed financial year, there have been no legal proceedings material to G2G to which G2G is a party or of which any of its property is the subject matter, and there are no such proceedings known to G2G to be contemplated.

Auditor, Transfer Agent And Registrar

The independent auditor of G2G is MNP LLP, 111 Richmond Street West, Suite 300, Toronto, Ontario M5H 2G4. MNP LLP is independent of G2G, in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

The transfer agent and registrar of G2G is TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1.

Material Contracts

G2G has not entered into any material contracts and will not enter into any material contracts prior to the Completion of the Transaction, other than:

1. the CPC Escrow Agreement;
2. the agency agreement dated June 21, 2018 between G2G and Haywood;
3. the Definitive Agreement; and
4. the Merger Agreement.

Copies of these agreements are available on SEDAR under G2G's profile.

PART II – INFORMATION CONCERNING NOWVERTICAL GROUP, INC.

Corporate Structure

NVG is a private company incorporated on September 22, 2020 under the DGCL. The authorized capital of NVG consists of 25,000,000 shares of common stock. See "*Description of Securities*" and "*Capitalization of NVG*" below for further details on the issued and outstanding securities of NVG.

The registered and head office of the NVG is located at 7750 Okeechobee Blvd, PMB 2024, West Palm Beach, Florida, 33411, United States. NVG is not a "reporting issuer" under applicable securities legislation and its securities are not listed for trading on any stock exchange. Signafire, NowVertical Canada, Inc., NVG Canada Finco, Inc. are all wholly-owned subsidiaries of NVG. NVG also has a minority interest (49%) in Seafront. Seafront and Signafire were incorporated under the DGCL**.** NowVertical Canada, Inc. and NVG Canada Finco, Inc. are incorporated under the OBCA.

Description of the Business

NVG is a US-based data analytics software and services company that is growing its business organically and through acquisition. Management of NVG, with their broad range of expertise, is motivated to grow and scale NVG globally and help private and public sector organizations unlock their potential using best in class analytic methodologies and technology to support this mission.

History

NVG was formed on September 22, 2020 for the purpose of conducting the business and promoting the purposes stated herein. NVG aims to grow both organically and through acquisition of various data analytics software and services companies. On November 13, 2020, in exchange for a minority interest, NVG invested in Seafront (the "**Seafront Investment**"), a leading data analytics service provider to private and public sector clients. In connection with the Seafront Investment, Aimee Lessard remained as Chief Executive Officer of Seafront. NVG provides intercompany services to Seafront to leverage economies of scale and help Seafront run more efficiently. NVG acquired a 49% interest in Seafront instead of 100% to enable Seafront to maintain its Veteran-owned Small Business status in the United States. NVG has a call option to acquire all of the remaining interests in Seafront for US $1.00. There are no legal or operational barriers concerning NVG's ability to exercise the call option.

On November 20, 2020, NVG, by way of merger, acquired Signafire (the "**Signafire Acquisition**"). In connection with the Signafire Acquisition, the selling holders of Signafire were issued NVG Shares and all prior officers and directors resigned from Signafire. Daren Trousdell is now the sole officer and director of Signafire. These two transactions helped to form the initial group companies of NVG which allows NVG to offer a broad range of data analytics software and services described below.

On February 9, 12 and 19, 2021, NVG issued Convertible Notes in the total principal amount of $2,903,00 to various subscribers pursuant to a non-brokered private placement, and issued an additional Convertible Note in the principal amount of $157,021.50 to Altaf Bahora on March 22, 2021. All 61 Convertible Notes shall be automatically converted into NVG Shares at $0.80 per NVG Share immediately prior to the completion of the Transaction.

On April 29, 2021, NVG conducted an equity financing totalling $1,000,000. Four investors subscribed to a total of 559,431 NVG Shares at a price of US $1.43352 per share ($1.00). These 559,431 NVG Shares

will be exchanged on closing of the Transaction for a total of 1,000,000 SVS. The four investors will represent 2.02% of the outstanding Resulting Issuer Shares.

General Description of the Business

Products or Services

NVG offers a suite of data analytics software and consulting services. This description covers both Signafire and Seafront products and services. NVG's software offering includes data fusion ("**DataFusion**"), data enrichment, and search and analysis capabilities. The DataFusion engine creates a distributed processing pipeline that is horizontally scalable to meet the demands of varying data volumes, with fault tolerance built in. Data from multiple input data sources are ingested, mapped, and fused to a flexible common data model. Sources can range from relational databases to third party APIs (application programming interfaces) to internal files. This engine enriches textual data through client-specific taxonomies and parsing rules. This core product allows for custom data source ingestion and feature development that integrates with existing front-end visualization tools.

NVG's services are currently focused on manufacturing/OEM (original equipment manufacturer) and servicing government related contracts. Services include but are not limited to: safety analytics services; test and evaluation services; analytic training, focusing on data correlation, convergent/divergent thinking, sourcing, vetting, validation and identifying bias; data contextualization for decision making; analytics consulting; technical training; technical implementations; and third party technical integration and training.

Separate from NVG's software offerings, current services of NVG can be categorized by the following three areas:

- Consulting: NVG's advanced analytics team provides global clients with on-site and off-site analytic consultation and support across a range of focus areas.

- Training: NVG provides training tailored to its clients' unique technical and analytic requirements, ensuring they are trained in the proper application of techniques and methodologies against a variety of use cases.

- Test & Evaluation: NVG's deep knowledge of analytic technologies and data allows for detailed evaluations and unbiased recommendations to be provided to both public and private sector clients on solutions that enable them to:

    - Implement analytic technologies with the maximum feasibility, usability, and scalability; and

    - Use data to determine its suitability and compliance with organizational standards.

Specialized Skills and Knowledge

The NVG team is comprised of experts to execute on its acquisition and organic revenue growth strategy. On the corporate management side, NVG's team includes management with experience and specialized skills, including operations and in executing on M&A transactions. On the technology side, NVG's expertise is sought by stakeholders across the strategic, operational and tactical spectrums to support sophisticated public sector security initiatives. The analytics team has been at the cutting edge of multi-source and open-source intelligence analytics for more than a decade in both the public and private sectors. The team has developed and integrated specialized data enrichment capabilities within multiple existing

platforms to enable advanced geospatial and textual analysis from unstructured and structured data. As a result, NVG possesses an expert-level understanding of how to develop and implement advanced analytical technologies, provide analytic consulting and training, and conduct technical and analytical testing and evaluation.

Intellectual Property

NVG acquired Signafire, its core data fusion and data analytics software company. Through this transaction, NVG now has the ability to empower its companies to operate with advanced analytic technology by being able to ingest data from multiple input data sources, map and fuse the data to a flexible common data model. Sources can range from relational databases to third party APIs to internal files. This technology enriches textual data through client-specific taxonomies and parsing rules. NVG will continue to build its proprietary data fusion capabilities, including tools not yet commercially available.

Cyclical Nature of the Business

NVG's business is not usually influenced by cyclical or seasonal trends given its focus on business-to-business or business-to-government customer engagements.

Economic Dependence

As of the date of this Filing Statement, NVG is substantially dependent upon revenue derived from existing multi-year recurring revenue contracts. Renewal of these contracts are not guaranteed.

Employees

As of the date of this Filing Statement, NVG has nine (9) full-time employees, including its Chief Executive Officer, Chief Financial Officer, Chief Technology Officer, Chief Analytics Officer and VP M&A and Financial Operations and certain other non-executive employees. NVG retains the services of certain consultants and other service providers. NVG expects to increase its employee base, including the employee base of its operating subsidiaries, as needs arise.

Market Segment

Companies are becoming increasingly aware of the value of their data, and the need to quickly access, manipulate and derive value from its data ranges depending on how invested the organization is in building internal and sourcing external capabilities. Some organizations are at an elementary stage in data maturity where their data is siloed and entirely untapped. Analysts, if any, are analyzing data using spreadsheets. On the other end of the spectrum, data is central to the business strategy of an organization; there may even be a C-level executive hired such as a "Chief Data Officer". NVG has solutions that are relevant for all levels of enterprise data maturity. Given that NVG possesses both software and services offerings, NVG can work with a wide range of customer budgets, targeting medium sized businesses up to the Fortune 500.

The market in which NVG operates is approximately US $275 billion annually and growing. NVG's serviceable obtainable market would be approximately US $1.36 billion over a 10-year horizon[1].

[1] International Data Corporation (IDC). "*Worldwide Semi-annual Big Data and Analytics Spending Guide"*, 2019.

Industry Trends

Digital transformation within companies is creating the multi-hundred-billion-dollar market in which NVG operates. According to IDC, investments in big data software and services spending is increasing at a 13.2% compound annual growth rate from the five-year period starting in 2019 onwards. NVG is well positioned to capitalize on this this large market and aggressive market growth rate[1].

Market Controls

Among NVG's customer set is selling into the government vertical. NVG's ability to provide software and services to government customers is predicated in part on the ability to service subcontracts under primary service contracts with the United States government.

Marketing Plans and Strategies

NVG's growth is predicated on the successful integration of acquired companies and the organic growth of its businesses. NVG owns core technology assets and will be deploying this technology across the expanding portfolio of companies. Direct customer engagement will be carried out at the operating subsidiary level within NVG's portfolio of companies, including strategic partnerships. NVG will continue to build its brand and reputation development programs through thought leadership, events (in-person and virtual) and digital marketing, with the goal of attracting new customers and acquisition targets.

Competitive Conditions

Given the size of the market in which NVG operates, it is expected that the data analytics market will continue to welcome more pressure from existing competitors and investment into new competitors, some of which can be expected to have more financial resources than NVG. Given that NVG's corporate strategy is at an early stage, the full extent of its competition is not yet known.

Future Developments

NVG has identified and is evaluating a number of data analytics businesses for possible acquisition, as well as further investing in the growth and development of various software products.

See "*Part IV – Risk Factors – Business and Industry Risks.*"

Acquisition Strategy

NVG acquires leading data and analytics companies and provides them with the collaboration and capital needed to allow them to achieve their full growth potential. NVG only acquires companies with aligned values and those with the desire to be part of a larger team, sharing best practices. NVG offers its portfolio companies the expertise they need to achieve growth. NVG targets companies with complementary product and service offerings. NVG's preferred corporate targets have an outstanding management team, established customer base with recurring software and services revenues.

NVG's acquisition strategy is focused on acquiring fundamentally solid, financially performing businesses. NVG adjusts its evaluation criteria based on the relative stage of each acquisition target and assess a multitude of criteria. The viability of any particular target may take into account factors outside NVG's currently contemplated criteria. Evaluation criteria and various other analytic metrics are subject to change and refinement over time.

Regulatory Environment

A summary of the applicable regulatory framework for NVG's business and proposed business activity are set forth below.

United States and Other Countries

NVG, through its subsidiaries, engages directly and indirectly with the U.S. government. U.S. government contracts are subject to procurement laws and regulations. Some of NVG's contracts are governed by the *Federal Acquisition Regulation* (**"FAR**"), which contains out uniform policies and procedures for acquiring goods and services by the U.S. government, and agency-specific acquisition regulations that implement or supplement the FAR. The Department of Defense implements the FAR through the *Defense Federal Acquisition Regulations* ("**DFAR**"). The FAR also contains guidelines and regulations for managing a contract after award, including conditions under which contracts may be terminated, in whole or in part, at the government's convenience or for default. These regulations also subject us to financial audits and other reviews by the government of our costs, performance, accounting and general business practices relating to our government contracts, which may result in adjustment of our contract-related costs and fees. NVG adheres to the FAR and DFAR.

When operating in countries outside of the United States, NVG will deploy best practices to establish and/or maintain the proper status to operate in such jurisdictions. NVG is also subject to local data governance and privacy laws where it operates, depending on the nature of the services it provides in various jurisdictions.

Management's Discussion and Analysis

The NVG MD&A, which includes Signafire MD&A and Seafront MD&A, is attached as Schedule F. Signafire MD&A and Seafront MD&A are attached as Schedule G and Schedule H respectively. NVG MD&A, Signafire MD&A and Seafront MD&A should be read in conjunction with the NVG Group Financial Statements attached hereto collectively as Schedules C, D and E.

Description of the Securities

The authorized capital of NVG consists of 25,000,000 NVG Shares. NVG Shares carry one vote per share and NVG Shares entitle holders to their prorated share of common stock dividends.

As of the date of this Filing Statement, the issued and outstanding NVG securities consist of: (a) 16,648,854 NVG Shares held by NVG Shareholders, (b) 1,458,415 NVG Options, (c) 2,455,162 NVG RSUs, (d) 61 Convertible Notes convertible into 2,199,561 NVG Shares, and (e) 144,874 Convertible Note Compensation Warrants.

Subscription Receipts

On March 23, 2021, NVG and Finco completed the Private Placement through the issuance of an aggregate of 8,394,000 Subscription Receipts of Finco. Finco is a special purpose Ontario company incorporated solely for the purpose of the Private Placement.

As of the date of this Filing Statement, a total of 8,394,000 Subscription Receipts are issued and outstanding.

Each Subscription Receipt entitles the holder thereof to receive, upon automatic exchange in accordance with the terms of the Subscription Receipt Agreement, without payment of additional consideration or further act or formality on the part of the holder thereof, one common share of Finco upon the satisfaction or waiver (to the extent such waiver is permitted) of the Escrow Release Conditions at or before the Release Deadline.

Convertible Notes

On February 9, 12 and 19, 2021, NVG issued Convertible Notes in the total principal amount of $2,903,00 to various subscribers pursuant to a non-brokered private placement, and issued an additional Convertible Note in the principal amount of $157,021.50 to Altaf Bahora on March 22, 2021. All 61 Convertible Notes shall be automatically converted into NVG Shares at $0.80 per NVG Share immediately prior to the completion of the Transaction.

Finco Shares

Each common share of Finco will be exchanged for one SVS upon completion of the Transaction. Each Finco Share carries one vote per Finco Share and Finco Shares entitle holders to their prorated share of dividends.

Consolidated Capitalization

This table is presented and should be read in conjunction with financial statements and the related notes included elsewhere in this Filing Statement:

Designation of Security	**Amount Authorized[4]**	**Amount Outstanding as at December 31, 2020[5]**	**Amount Outstanding prior to giving effect to the Transaction)[4][5]**
NVG Common Shares	25,000,000	108,593[7]	16,648,854
NVG Options	1,458,415	0	1,458,415
NVG RSUs	2,455,162	0	2,455,162
Convertible Notes	61	0	61[6]
Subscription Receipts[1]	8,394,00	0	8,394,00
Compensation Warrants[2]	587,580	0	587,580
Convertible Note Compensation Warrants[3]	144,874	0	144,874

Notes:

(1) Subscription Receipts issued by NVG's wholly-owned subsidiary, Finco in the Private Placement.

(2) Compensation Warrants issued by Finco to the Agents as compensation in the Private Placement on March 23, 2021.

(3) Convertible Note Compensation Warrants issued by NVG to Echelon and Haywood as compensation in the brokered private placement of Convertible Notes on May 14, 2021.

(4) Prior to the share exchange of NVG Shares for Resulting Issuer Shares at a ratio of 1:1.778.

(5) Prior to the NVG Stock Split at a ratio of 1:148.13499 on March 19, 2021.

(6) Convertible into 2,199,561 NVG Shares.

(7) Subsequent to December 31, 2020 and prior to the Transaction, NVG issued an additional 562,431 NVG Common Shares (after the NVG Stock Split). See *Prior Sales*.

Prior Sales

The following table sets forth the number and price at which securities of NVG and Finco have been sold or issued since the incorporation of NVG and up to the date of this Filing Statement.

Date	Number of Securities	Type	Issue Price Per Share	Aggregate Issue Price	Nature of Consideration Received
September 22, 2020	95,000	NVG Shares	US $0.0001	US $9.50	Cash
November 13, 2020	1,140	NVG Shares	US $0.0001	US $0.114	Share Exchange(1)
November 20, 2020	12,453	NVG Shares	US $306.84	US $3,821,078.52	Share Exchange(2)
February 9, 2021	40	Convertible Notes	N/A(4)	$2,473,000	Cash
February 12, 2021	19	Convertible Notes	N/A(4)	$405,000	Cash
February 19, 2021	1	Convertible Note	N/A(4)	$25,000	Cash
March 1, 2021	100	Finco Shares(7)	$0.01	$1.00	Cash
March 19, 2021	1,458,415	NVG Options			Services(3)
March 19, 2021	2,455,162	NVG RSUs(5)(6)			Services(3)
March 22, 2021	1	Convertible Note	N/A	$157,021.50	Debt Obligation(7)
March 23, 2021	8,394,000	Subscription Receipts (8)	$1.00	$8,394,000	Cash
March 23, 2021	587,580	Compensation Warrants(8)	$1.00	$587,580	Services
April 29, 2021	562,431	NVG Shares	US $1.43352	US $806,256.09	Cash
April 30, 2021	144,874	Convertible Note Compensation Warrants(9)	$1.778	$257,586	Services

Notes:

(1) NVG Shares issued as consideration shares to selling shareholders of Seafront.

(2) NVG Shares issued as consideration shares to selling shareholders of Signafire pursuant to that certain merger agreement dated November 20, 2020 (the "**Signafire Merger Agreement**").

(3) NVG Options and NVG RSUs issued to certain key employees and consultants of NVG as part of equity compensation arrangements.

(4) These Convertible Notes were issued for individual amounts between $10,000 and $1,000,000 in connection with a non-brokered private placement of Convertible Notes of NVG. These Convertible Notes will convert into SVS at a 20% discount to the issue price of Subscription Receipts issued in connection with the Transaction.

(5) Each NVG RSU shall vest and be settled and exchanged for one NVG Share immediately upon the consummation of the Transaction.

(6) Includes the 400,092 RSUs issued to the Finder pursuant to the Finder Consulting Agreement;

(7) Consideration received by NVG for this Convertible Note was in exchange for a pre-existing payment obligation in connection with the Signafire Merger Agreement. This Convertible Note will convert into SVS at a 20% discount to the issue price of Subscription Receipts issued in connection with the Transaction.

(8) Issued by Finco.

(9) Issued to Echelon and Haywood in connection with the Convertible Note Financing. Exercise price adjusts to $1.00 in connection with the Transaction.

Executive Compensation

Introduction

This compensation discussion and analysis describes the policies and practices of NVG with respect to the compensation of NVG's executive officers, including NVG's Named Executive Officers (collectively, NVG's "**Executive Officers**"), being:

- Daren Trousdell, *Director and Chief Executive Officer*;
- John Adamovich, *Director and Chief Financial Officer*;
- Aimee Lessard, *Chief Analytics Officer*; and
- Andre Garber, *EVP Corporate Development & Legal Affairs*.

Objectives and Background

Historically, the board of directors of NVG has approved the compensation of its Executive Officers by way of board discussions regarding each Executive Officer's contributions to NVG and the analysis of compensation profiles for executives with equivalent responsibilities at other companies of similar size. NVG's executive compensation program is designed to attract, retain, motivate and reward the NVG NEOs for their performance and contribution to NVG's long-term success. The objectives of NVG in setting and managing executive compensation policy are: (a) to attract and retain individuals of high caliber to serve as executives of NVG; (b) to motivate their performance in order to achieve NVG's financial and strategic objectives; and (c) to align the interests of executive officers with the long-term interests of NVG stakeholders and the NVG business.

After the Completion of the Transaction, the Resulting Issuer Board will adopt a written charter for the Governance, Human Resources and Compensation ("**GHRC**") Committee that will establish the committee's purpose and responsibilities. See "*PART III – Information concerning the Resulting Issuer - Governance, Human Resources and Compensation Committee*".

Compensation Discussion and Analysis

The key elements of NVG's executive compensation program for Executive Officer consist of a monthly fee and discretionary bonus that can be paid in cash or options. Each element of compensation is described in more detail below. NVG has also adopted the NVG Incentive Plan, which will be replaced with the Omnibus Plan. Pursuant to the NVG Incentive Plan, all employees, including Executive Officers as well as certain consultants may be granted NVG Options.

As part of the Transaction, NVG will replace its existing NVG Incentive Plan with the Omnibus Plan. NVG Options already issued under the NVG Incentive Plan will be continued under the Legacy Incentive Plan. The objective of this new plan is to attract and retain qualified individuals to serve as executives, key employees and consultants of the Resulting Issuer and to promote the alignment of interests of such executives, key employees and consultants, on the one hand, and Shareholders, on the other hand, NVG does not offer any pension program. See "*PART III – Information concerning the Resulting Issuer – Security Based Compensation*".

Cash Compensation

Cash compensations for Executive Officers are established based on the scope of the Executive Officer's responsibilities, competencies and their prior relevant experience, taking into account compensation paid in the market for similar positions. After the completion of the Transaction, the cash compensation paid will be reviewed on an annual basis by the GHRC. The GHRC Committee will assess if adjustments are required considering market changes, individual performance, corporate performance, change in role or responsibilities and other considerations deemed relevant, and subsequently make recommendations to the Resulting Issuer Board based on those factors who will then approve recommended changes. See "*PART III – Information concerning the Resulting Issuer – Executive Compensation*".

Short Term Incentive

Executive Officers are eligible to receive a discretionary cash bonus as determined by the board of directors from time to time.

The target amounts for which Executive Officers will be entitled under the annual bonus plan of the Resulting Issuer will be recommended by the GHRC and approved by the Resulting Issuer Board on an annual basis, and the Resulting Issuer Board will maintain the discretion at all times to grant discretionary bonuses, including in the context of acquisitions, to modify, amend or terminate short-term incentive plans at all times, and to deviate from the plans or grant individual exceptions. See "*PART III – Information concerning the Resulting Issuer – Executive Compensation*".

Long Term Incentive

NVG has granted NVG Options to the Executive Officers under the NVG incentive Plan. After the completion of the Transaction, the Resulting Issuer will replace its existing NVG Incentive Plan with the Omnibus Plan. NVG Options already issued under the NVG Incentive Plan will be continued under the Legacy Incentive Plan. See "*PART III – Information concerning the Resulting Issuer – Security Based Compensation*".

Expenses

NVG reimburses management for various ordinary course business expenses incurred by management on behalf of NVG.

Perquisites

NVG does not currently pay or provide any prerequisites to its Executive Officers.

Employment agreements for the Executive Officers

The following are summaries of the employment agreements for each of the Executive Officers:

Daren Trousdell, Chief Executive Officer:

Daren Trousdell is the Chief Executive Officer of NVG. Pursuant to his employment agreement to be entered into on or about June 1, 2021, the term of his employment is indefinite and his base salary is US $300,000, which will be reviewed annually and may be increased at the discretion of the compensation committee. The employment contract provides for an annual incentive compensation for a maximum of 150% of base salary, with a target bonus of 50% in 2021, subject to discretion of the compensation

committee. No long-Term Incentive Compensation is included in the employment contract. The contract does not include a severance payment for resignation, but includes the following severance payments: (i) in the event of a termination without cause, a payment equal to 24 months worth of salary plus a bonus representing the average of the bonuses received in the three last years of employment; and (ii) in the event of a change of control, a payment equal to 24 months worth of salary, plus a bonus representing the average of the bonuses received in the three last years of employment, plus a bonus payment prorated to the closing date of said change of control. No additional stock compensation promised at this time.

John Adamovich, Chief Financial Officer:

John Adamovich is the Chief Financial Officer of NVG. Pursuant to his employment agreement to be entered into on or about June 1, 2021, the term of his employment is indefinite and his base salary is of US $250,000, which will be reviewed annually and may be increased at the discretion of the compensation committee. The employment contract provides for an annual incentive compensation for a maximum of 100% of base salary, with a target bonus of 50% in 2021, subject to discretion of the compensation committee. No long-Term Incentive Compensation is included in the employment contract. The contract does not include a severance payment for resignation, but includes the following severance payments: (i) in the event of a termination without cause, a payment equal to 24 months worth of salary plus a bonus representing the average of the bonuses received in the three last years of employment; and (ii) in the event of a change of control, a payment equal to 24 months worth of salary, plus a bonus representing the average of the bonuses received in the three last years of employment, plus a bonus payment prorated to the closing date of said change of control. No additional stock compensation promised at this time. An additional amount of 100,000 RSU grants is currently contemplated to be granted to John Adamovich with a target grant date after listing.

Andre Garber, EVP Corporate Development & Legal Affairs and Corporate Secretary:

Andre Garber is the EVP Corporate Development & Legal Affairs and Corporate Secretary of NVG. Pursuant to his employment agreement to be entered into on or about June 1, 2021, the term of his employment is indefinite and his base salary is of US $250,000, which will be reviewed annually and may be increased at the discretion of the compensation committee. The employment contract provides for an annual incentive compensation for a maximum of 100% of base salary, with a target bonus of 50% in 2021, subject to discretion of the compensation committee. No long-Term Incentive Compensation is included in the employment contract. The contract does not include a severance payment for resignation, but includes the following severance payments: (i) in the event of a termination without cause, a payment equal to 24 months worth of salary plus a bonus representing the average of the bonuses received in the three last years of employment; and (ii) in the event of a change of control, a payment equal to 24 months worth of salary, plus a bonus representing the average of the bonuses received in the three last years of employment, plus a bonus payment prorated to the closing date of said change of control. No additional stock compensation promised at this time. No additional stock compensation promised at this time.

Aimee Lessard, Chief Analytics Officer:

Aimee Lessard is the Chief Analytics Officer of NVG. Pursuant to her employment agreement, the term of her employment is indefinite and her base salary is of US $225,000. The employment contract provides for a short term incentive compensation of 2.5% cash commission on net profit from Seafront Analytics, LLC. No long-Term Incentive Compensation is included in the employment contract. The contract does not include a severance payment for resignation, but includes a severance payment in the event of a termination without cause, for an amount equal to one year of base salary. No additional stock compensation promised at this time.

Summary Compensation Table

The following table sets out information concerning the compensation of NVG's NEOs since incorporation for the period ended December 31, 2020. Certain Executive Officers were not "NEOs" in respect of the year ended December 31, 2020 and therefore will be omitted from certain tables below:

Name and principal position[1]	Year	Salary for incorporation up to December 31, 2020 (US $)	Share-based awards (US $)	Option-based awards[2]	Non-equity incentive plan compensation		Pension value	All other compensation	Total compensation (US $)
					Annual incentive plans (US $)	Long-term incentive plans			
Daren Trousdell, Director, CEO	2020	$50,000	-	-	-	-	-	-	$50,000
Aimee Lessard Chief Analytics Officer	2020	$37,500	$0.80	-	$25,000[3]	-	-	-	$62,500.80
Altaf Bahora[4] Chief Technology Officer	2020	$37,500	-	-	-	-	-	-	$37,500

Notes:

(1) NVG's CFO was retained as of January 1, 2021 and as such does not appear in this table.

(2) All NVG Options were granted in 2021.

(3) Ms Lessard received a one-time bonus payment of $25,000 in connection with joining NVG on November 13, 2020.

(4) Mr Bahora resigned on November 20, 2020 as an officer and director of Signafire; he remains an employee of NVG.

Incentive Plan Awards – Executive Officers

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

As of the date of this Filing Statement, no share-based or option-based awards were outstanding for the Executive Officers other than as follows:

- 166,639 NVG Options and 232,807 NVG RSUs issued to John Adamovich on March 19, 2021;
- 1,234,651 NVG Options and 1,722,366 NVG RSUs issued to Variety Ventures Ltd., an entity controlled by Andre Garber, on March 19, 2021, in consideration for his services as EVP Corporate Development & Legal Affairs;
- 57,125 NVG Options issued to Altaf Bahora on March 19, 2021; and
- 798 NVG Shares (before NVG Stock Split) issued to Aimee Lessard on November 13, 2020.

Incentive Plan Awards – Value Vested or Earned During the Year

As of the date of this Filing Statement, no incentive plan awards vested or were earned by the Executive Officers, other than:

- 27,773 NVG Options held by John Adamovich have vested. Mr. Adamovich NVG Options vest 1/6th per month since March 1, 2021. On May 1, 2021, the numbers of NVG Options will double (as an additional month will have vested);

- 205,775 NVG Options held by Variety Ventures Ltd., an entity controlled by Andre Garber, in consideration for his services as EVP Corporate Development & Legal Affairs, have vested

- 0 NVG Options held by Altaf Bahora have vested; and

- 615 NVG Shares (before NVG Stock Split) held by Aimee Lessard have been released from repurchase.

Termination and Change of Control Benefits

As of the date of the Filing Statement, no protections with respect to change of control benefits exist. Ms. Aimee Lessard's employment agreement provides for one year's base salary on termination without cause, and Mr. Bahora's employment agreement provides for a minimum of three months' base salary on termination without cause.

Director Compensation

From the date of incorporation to the date of this Filing Statement, no compensation has been paid to the directors of NVG in their capacity as directors.

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

From the date of incorporation of NVG to the date of this Filing Statement, no share-based or option-based awards were issued to the directors of NVG in their capacity as directors.

Incentive Plan Awards – Value Vested or Earned During the Year

As of the date of this Filing Statement, no incentive plan awards vested or were earned by directors of NVG.

Non-Arm's Length Transactions

Other than as disclosed herein, there has been no acquisition of assets or services or provision of assets or service in any transaction within the five years before the date of this Filing Statement, or in any Transaction, where NVG or any subsidiary of NVG has obtained such assets or services from:

(a) any director, officer or promoter of NVG;

(b) a securityholder disclosed in this Filing Statement as a principal securityholder, either before or after giving effect to the Transaction; or

(c) an Associate or Affiliate of any of the persons or companies referred to in paragraphs (a) or (b) above**.**

Prior to March 1, 2021, Andre Garber, a proposed officer of the Resulting Issuer, provided legal services to NVG in its capacity as legal counsel while a partner at Fasken Martineau DuMoulin LLP. At the date of this Filing Statement, Variety Ventures Ltd. (an entity controlled by Andre Garber) holds 740,675 shares of common stock, 1,722,366 RSUs and 1,234,651 stock options.

Legal Proceedings

There are no legal proceedings material to NVG to which NVG is a party to or of which any of its property is the subject matter, and there are no such proceedings known to NVG to be contemplated.

Material Contracts

The following contracts are material contracts to NVG, other than contracts entered into in the ordinary course of business:

1. the Definitive Agreement;
2. the Merger Agreement;
3. the Agency Agreement;
4. the Subscription Receipt Agreement;
5. the Securities Purchase Agreement;
6. the senior secured redeemable debenture issued by Signafire Technologies Inc. to TCA Special Situations Credit Strategies ICAV on December 30, 2019; and
7. the Security Agreement.

PART III – INFORMATION CONCERNING THE RESULTING ISSUER

Information contained in this Part III assumes completion of the Article Amendments, the Consolidation, Completion of the Transaction and approval by the TSXV.

Corporate Structure

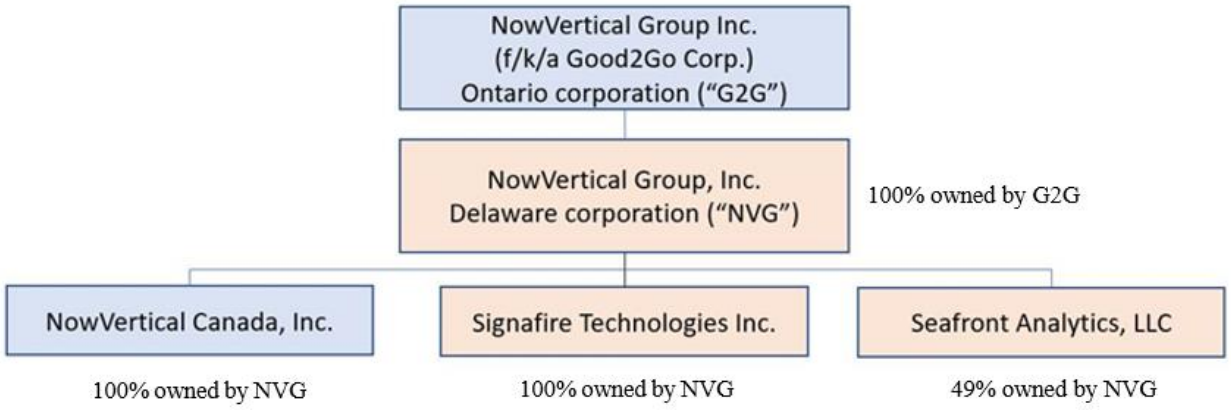
Name and Incorporation

In connection with the Transaction, it is anticipated that the Resulting Issuer will file articles of amendment to change its name to "NowVertical Group Inc.", or such other name as may be determined in the sole discretion of the Board and approved by the TSXV.

The Resulting Issuer's registered office will be located at 333 Bay Street, suite 2400, Toronto, Ontario M5H 2T6 and its head office will be located at 7750 Okeechobee Blvd, PMB 2024, West Palm Beach, Florida, 33411, United States.

Intercorporate Relationships

The following organizational chart reflects the proposed structure of the Resulting Issuer after Completion of the Transaction:



Description of the Business

Following the Closing, the Resulting Issuer will continue to carry on the business of NVG. See "*Part II – Information concerning NowVertical Group, Inc. – Description of the Business*".

Business Objectives

A description of the funds available to the Resulting Issuer upon the completion of the Transaction, together with the intended uses for those funds (including a description of the business objectives that the Resulting Issuer expects to accomplish using those funds), is set out in "*Available Funds and Principal Purposes*".

The business, milestones and business objectives of the Resulting Issuer will be those of NVG. See "*Part II – Information concerning NowVertical Group, Inc. – Description of the Business*".

Description of the Securities

Following Completion of the Transaction, the Resulting Issuer will be authorized to issue an unlimited number of SVS and an unlimited number of PVS.

Class A Subordinate Voting Shares (formerly Common Shares)

Reclassification	Each Common Share will be reclassified into one pre-Consolidation SVS.
Consolidation	Each pre-Consolidation SVS will be consolidated at the Consolidation Ratio on the basis of 1 new post-Consolidation SVS for every 4.5 pre-Consolidation SVS.
Right to Notice and Vote	The holders of SVS shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Resulting Issuer except a meeting at which only the holders of another class or series of shares are entitled to vote. Each SVS shall entitle the holder thereof to one vote at each such meeting.
Class Rights	So long as any SVS remain outstanding, the Resulting Issuer will not, without the consent of the holders of SVS expressed by separate special resolution, alter or amend the Resulting Issuer's articles if the result of such alteration or amendment would: (a) prejudice or interfere with any right or special right attached to the SVS; or (b) affect the rights or special rights of the holders of SVS or PVS on a per share basis as provided for herein.
Dividends	(a) The holders of SVS shall be entitled to receive such dividends payable in cash or property of the Resulting Issuer as may be declared thereon by the directors from time to time. The directors may not declare a dividend payable in cash or property on the SVS unless the directors simultaneously declare a dividend payable in cash or property on the PVS, in an amount per PVS equal to the amount of the dividend declared per SVS, multiplied by 100. (b) The directors may declare a stock dividend payable in SVS on the SVS, but only if the directors simultaneously declare a stock dividend payable in: (i) PVS on the PVS, in a number of shares per PVS equal to the number of SVS declared as a dividend per SVS; or (ii) SVS on the PVS, in a number of shares per PVS (or a fraction thereof) equal to number of SVS declared as a dividend per SVS, multiplied by 100. (c) The directors may declare a stock dividend payable in PVS on the SVS, but only if the directors simultaneously declare a stock

dividend payable in PVS on the PVS, in a number of shares per PVS equal to the number of PVS declared as a dividend per SVS, multiplied by 100.

(d) Holders of fractional SVS shall be entitled to receive any dividend declared on the SVS in an amount equal to the dividend per SVS multiplied by the fraction thereof held by such holder.

Liquidation Rights

In the event of the liquidation, dissolution or winding-up of the Resulting Issuer, whether voluntary or involuntary, or in the event of any other distribution of assets of the Resulting Issuer to its shareholders for the purposes of winding up its affairs, the holders of the SVS shall be entitled to participate pari passu with the holders of PVS, with the amount of such distribution per SVS equal to the amount of such distribution per PVS divided by 100; and each fraction of a SVS will be entitled to the amount calculated by multiplying such fraction by the amount payable per whole SVS.

Subdivision or Consolidation

The SVS shall not be consolidated or subdivided unless the PVS are simultaneously consolidated or subdivided utilizing the same divisor or multiplier.

Conversion upon Offer

(a) In the event that an offer is made to purchase PVS, and such offer is:

(i) required, pursuant to applicable securities legislation or the rules of any stock exchange on which: (i) the PVS; or (ii) the SVS which may be obtained upon conversion of the PVS; may then be listed, to be made to all or substantially all of the holders of PVS in a province or territory of Canada to which the requirement applies (such offer to purchase, an "**Offer**"); and

(ii) not made to the holders of SVS for consideration per SVS equal to or greater than 0.01 of the consideration offered per PVS;

each SVS shall become convertible at the option of the holder into PVS on the basis of 100 SVS for 1 PVS, at any time while the Offer is in effect until one day after the time prescribed by applicable securities legislation or stock exchange rules for the offeror to take up and pay for such shares as are to be acquired pursuant to the Offer (the "**SVS Conversion Right**"). For avoidance of doubt, fractions of PVS may be issued in respect of any amount of SVS in respect of which the SVS Conversion Right is exercised which is less than 100.

(b) The SVS Conversion Right may only be exercised for the purpose of depositing the PVS acquired upon conversion under such Offer, and for no other reason. If the SVS Conversion Right is exercised, the Resulting Issuer shall procure that the transfer agent for the SVS shall deposit under such Offer the PVS acquired upon conversion, on behalf of the holder.

(c) To exercise the SVS Conversion Right, a holder of SVS or its, his or her attorney, duly authorized in writing, shall:

(i) give written notice of exercise of the SVS Conversion Right to the transfer agent for the SVS, and of the number of SVS in respect of which the SVS Conversion Right is being exercised;

(ii) deliver to the transfer agent for the SVS any share certificate(s) or direct registration statement(s) representing the SVS in respect of which the SVS Conversion Right is being exercised; and

(iii) pay any applicable stamp tax or similar duty on or in respect of such conversion.

(d) No certificates or direct registration statements representing PVS acquired upon exercise of the SVS Conversion Right will be delivered to the holders of SVS. If PVS issued upon such conversion and deposited under such Offer are withdrawn by such holder, or such Offer is abandoned, withdrawn or terminated by the offeror, or such Offer expires without the offeror taking up and paying for such PVS, such PVS and any fractions thereof issued shall automatically, without further action on the part of the holder thereof, be reconverted into SVS on the basis of 1 PVS for 100 SVS, and the Resulting Issuer will procure that the transfer agent for the SVS shall send to such holder a direct registration statement(s) or certificate(s) representing the SVS acquired upon such reconversion. If the offeror under such Offer takes up and pays for the PVS acquired upon exercise of the SVS Conversion Right, the Resulting Issuer shall procure that the transfer agent for the SVS shall deliver to the holders of such PVS the consideration paid for such PVS by such Offeror.

Voluntary Consolidation

Subject to approval by the board of directors of the Resulting Issuer, each SVS may be converted at the option of the holder into such number of PVS as is determined by dividing the number of SVS being converted by 100, provided the directors have approved such conversion.

Before any holder of SVS shall convert SVS into PVS, the holder shall surrender the certificate(s) or direct registration statement(s), if any, representing the SVS to be converted at the head office of the Resulting Issuer, or the office of any transfer agent for the SVS, and shall give written notice to the Resulting Issuer at its head office of his or her election to convert such SVS and shall state therein the name or names in which the certificate(s) or direct registration statement(s) representing the PVS are to be issued (a "**SVS Conversion Notice**"). Provided that such conversion has been approved by the directors, the Resulting Issuer shall (or shall cause its transfer agent to) as soon as practicable thereafter, issue to such holder or his or her nominee, a certificate or certificates or direct registration statement(s) representing the number of PVS to which such holder is

entitled upon conversion. Provided that such conversion has been approved by the directors, such conversion shall be deemed to have taken place immediately prior to the close of business on the day on which the certificate(s) or direct registration statement(s) representing the SVS to be converted is surrendered and the SVS Conversion Notice is delivered, and the person or persons entitled to receive the PVS issuable upon such conversion shall be treated for all purposes as the holder or holders of record of such PVS as of such date.

Class B Proportionate Voting Shares

Right to Vote

The holders of PVS shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Resulting Issuer except a meeting at which only the holders of another class or series of shares is entitled to vote. Subject to the section below, each PVS shall entitle the holder to 100 votes and each fraction of a PVS shall entitle the holder to the number of votes calculated by multiplying the fraction by 100 and rounding the product down to the nearest whole number, at each such meeting.

Class Rights

(a) So long as any PVS remain outstanding, the Resulting Issuer will not, without the consent of the holders of PVS expressed by separate special resolution alter or amend the Resulting Issuer's articles if the result of such alteration or amendment would:

(i) prejudice or interfere with any right or special right attached to the PVS; or

(ii) affect the rights or special rights of the holders of SVS or PVS on a per share basis as provided for herein.

(b) At any meeting of holders of PVS called to consider such a separate special resolution, each whole PVS shall entitle the holder to one (1) vote.

Dividends

(a) The holders of PVS shall be entitled to receive such dividends payable in cash or property of the Resulting Issuer as may be declared by the directors from time to time. The directors may not declare a dividend payable in cash or property on the PVS unless the directors simultaneously declare a dividend payable in cash or property on the SVS, in an amount equal to the amount of the dividend declared per PVS divided by 100.

(b) The directors may declare a stock dividend payable in PVS on the PVS, but only if the directors simultaneously declare a stock dividend payable in:

(i) PVS on the SVS, in a number of shares per SVS equal to the number of PVS declared as a dividend per PVS, divided by 100; or

(ii) SVS on the SVS, in a number of shares per SVS equal to the number of PVS declared as a dividend per PVS.

(c) The directors may declare a stock dividend payable in SVS on the PVS, but only if the directors simultaneously declare a stock dividend payable in SVS on the SVS, in a number of shares per SVS equal to the number of SVS declared as a dividend per PVS, divided by 100.

(d) Holders of fractional PVS shall be entitled to receive any dividend declared on the PVS, in an amount equal to the dividend per PVS multiplied by the fraction thereof held by such holder.

Liquidation Rights

In the event of the liquidation, dissolution or winding-up of the Resulting Issuer, whether voluntary or involuntary, or in the event of any other distribution of assets of the Resulting Issuer to its shareholders for the purpose of winding up its affairs, the holders of the PVS shall be entitled to participate pari passu with the holders of SVS, with the amount of such distribution per PVS equal to the amount of such distribution per SVS multiplied by 100; and each fraction of a PVS will be entitled to the amount calculated by multiplying the fraction by the amount payable per whole PVS.

Subdivision or Consolidation

The PVS shall not be consolidated or subdivided unless the SVS are simultaneously consolidated or subdivided utilizing the same divisor or multiplier.

Voluntary Conversion

Subject the Conversion Limitation set forth in the articles, holders of PVS shall have the following rights of conversion (the "**Share Conversion Right**"):

(a) **Right to Convert PVS**. Subject to the limitations set out in the articles, each PVS shall be convertible at the option of the holder into such number of SVS as is determined by multiplying the number of PVS in respect of which the Share Conversion Right is exercised by 100. Fractions of PVS may be converted into such number of SVS as is determined by multiplying the fraction by 100, rounded down to the nearest whole share.

(b) **Conversion Limitations**. Before any holder of PVS shall be entitled to convert the same into SVS, the directors (or a committee thereof) or any officer of the Resulting Issuer designated thereby shall determine whether the Conversion Limitation set forth in the articles shall apply.

(c) **Foreign Private Issuer Status**. The Resulting Issuer will use commercially reasonable efforts to maintain its status as a "foreign private issuer" (as determined in accordance with Rule 3b-4 under the U.S. Exchange Act. Accordingly, the Resulting Issuer shall not give effect to any voluntary conversion of PVS pursuant to the articles or otherwise, to the extent that after giving effect to all permitted issuances after such conversion of PVS, the aggregate number of SVS and PVS (calculated on the basis that each SVS and PVS is counted once, without regard to the number of votes carried by such share) held of record, directly or indirectly, by residents of

the United States (as determined in accordance with Rules 3b-4 and 12g3-2(a) under the Exchange Act**)** ("**U.S. Residents**") would exceed 40% (the "**40% Threshold**") of the aggregate number of SVS and PVS (calculated on the same basis) issued and outstanding (the "**FPI Restriction**"). The directors may by resolution increase the 40% Threshold to a number not to exceed 50%, and if any such resolution is adopted, all references to the 40% Threshold herein shall refer instead to the amended percentage threshold set by the directors in such resolution, and the formula in the articles shall be adjusted to give effect to such amended percentage threshold.

(d) **Conversion Limitation**. In order to give effect to the FPI Restriction, the number of SVS issuable to a holder of PVS upon exercise by such holder of the Share Conversion Right will be subject to the 40% Threshold based on the number of PVS held by such holder as of the date of initial issuance of PVS to such holder, and thereafter on the last day of each of the Resulting Issuer's subsequent fiscal quarters (the date of initial issuance and the last day of each of the Resulting Issuer's subsequent fiscal quarters each being a "**Determination Date**") calculated as follows:

X = [A x 40% - B] x (C/D)

Where, on the Determination Date:

X = Maximum Number of SVS which may be issued upon exercise of the Share Conversion Right.

A = Aggregate number of SVS and PVS issued and outstanding on such Determination Date.

B = Aggregate number of SVS and PVS held of record, directly or indirectly, by U.S. Residents on such Determination Date.

C = Aggregate Number of PVS held by such holder on such Determination Date.

D = Aggregate Number of All PVS on such Determination Date.

The Resulting Issuer shall determine as of each Determination Date, in its sole discretion, acting reasonably, the aggregate number of SVS and PVS held of record, directly or indirectly, by U.S. Residents, and the maximum number of SVS which may be issued upon exercise of the Share Conversion Right, generally in accordance with the formula set forth immediately above. Upon request by a holder of PVS, the Resulting Issuer will provide each holder of PVS with notice of such maximum number as at the most recent Determination Date, or a more recent date as may be determined by the Resulting Issuer in its discretion. To the extent that issuances of SVS on exercise of the Share Conversion Right would result in the 40% Threshold being exceeded, the number of SVS to be issued will be pro-rated among each holder of PVS exercising the Share Conversion Right.

(e) **Mechanics of Conversion**. Before any holder of PVS shall be entitled to voluntarily convert PVS into SVS in accordance with the articles, the holder shall surrender the certificate(s) or direct registration statement(s), if any, representing the PVS to be converted at the head office of the Resulting Issuer, or the office of any transfer agent for the PVS, and shall give written notice to the Resulting Issuer at its head office of his or her election to convert such PVS and shall state therein the name or names in which the certificate(s) or direct registration statement(s) representing the SVS are to be issued (a "**Conversion Notice**"). The Resulting Issuer shall (or shall cause its transfer agent to) as soon as practicable thereafter, issue to such holder or his or her nominee, a certificate(s) or direct registration statement(s) representing the number of SVS to which such holder is entitled upon conversion. Such conversion shall be deemed to have taken place immediately prior to the close of business on the day on which the certificate(s) or direct registration statement(s) representing the PVS to be converted is surrendered and the Conversion Notice is delivered, and the person or persons entitled to receive the SVS issuable upon such conversion shall be treated for all purposes as the holder or holders of record of such SVS as of such date.

Mandatory Conversion The Resulting Issuer shall have the following rights in respect of conversion of the PVS:

(a) **Right to Convert PVS.** Notwithstanding anything contained herein to the contrary, the Resulting Issuer shall have the right (the "**Resulting Issuer Share Conversion Right**") to require each holder of PVS to convert (the "**PVS Conversion**") all, and not less than all, of the PVS held by such holder into such number of SVS as is determined by multiplying the number of PVS in respect of which the Resulting Issuer Share Conversion Right is exercised by 100. Fractions of PVS may be converted into such number of SVS as is determined by multiplying the fraction by 100, rounded down to the nearest whole number and no payment shall be made or consideration provided on account of any such rounding. The Resulting Issuer Share Conversion Right may be exercised by the Resulting Issuer if all the following conditions are either satisfied (and, for certainty, the following conditions continue to be satisfied at the Conversion Time (as defined below)) or waived by special resolution of the holders of PVS:

(i) the Resulting Issuer is subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act; and

(ii) the SVS are listed or quoted (and are not suspended from trading) on a recognized North American stock exchange including the New York Stock Exchange, the NYSE American Stock Exchange, the NASDAQ Stock Market, the Toronto Stock Exchange, the TSX Venture Exchange,

the Canadian Securities Exchange or Aequitas NEO Exchange (or any other Canadian stock exchange recognized as such by the British Columbia Securities Commission).

(b) Mechanics of Conversion

(i) In order to exercise the Resulting Issuer Share Conversion Right, the Resulting Issuer shall issue or cause its transfer agent to issue to each holder of PVS of record a notice (the "**PVS Conversion Notice**") at least 10 days prior to the record date of the PVS Conversion (the "**PVS Conversion Date**") which shall specify therein: (i) the number of SVS into which the PVS are convertible pursuant to the PVS Conversion; and (ii) the PVS Conversion Date;

(ii) At the time of conversion (the "**Conversion Time**") on the PVS Conversion Date, each certificate or direct registration statement representing PVS shall be null and void and the former holders of PVS shall be entered on the register maintained for the SVS as holders of SVS and shall be treated for all purposes as the record holder or holders of the number of SVS to which each former holder or holders of PVS is entitled pursuant to the articles; and

(iii) As soon as practicable on or after the PVS Conversion Date, and in any event within ten (10) days of the PVS Conversion Date, the Resulting Issuer will issue or send, or cause its transfer agent to issue or send certificate(s) or direct registration statement(s) (at the sole discretion of the Resulting Issuer) to each former holder of PVS representing the number of SVS into which the PVS have been converted.

(c) **Effect of Conversion**. All PVS which shall have been converted pursuant to the PVS Conversion shall no longer be deemed to be outstanding and all rights and special rights with respect to such shares shall immediately cease and terminate at the Conversion Time, except only the right of the holders thereof to receive SVS in exchange therefor in accordance with the articles.

Pro Forma Consolidated Capitalization

The following table summarizes the consolidated share capital of the Resulting Issuer as of the date of this Filing Statement, after giving effect to the Transaction (assuming completion of the Consolidation). The

table should be read in conjunction with the financial statements of G2G and NVG and the unaudited Pro Forma Consolidated Financial Statements of the Resulting Issuer attached hereto as Schedule I.

Designation of Security	Amount Authorized	Amount Outstanding After Giving Effect to the Transaction (Number of Underlying SVS)
SVS	Unlimited	21,644,842
PVS	Unlimited	27,127,000
Options[(1)]	9,651,379	2,683,061
Compensation Warrants	587,580	587,580
Replacement Convertible Note Compensation Warrants	257,586	257,586

Notes:
(1) Options under the Omnibus Plan.

Pro Forma Fully Diluted Share Capital

In addition to the information set out in the capitalization table above, the following table sets out the diluted share capital of the Resulting Issuer after giving effect to the Transaction.

	Number of Underlying SVS	Percentage of Total After Giving Effect to the Transaction [(2)]
SVS	22,124,842	39.61%
PVS	27,127,000	45.25%
TOTAL NUMBER OF RESULTING ISSUER SHARES	**49,251,842**	**82.16%**
Securities Reserved for Future Issue:	10,695,534	17.84%
Reserved for issuance upon exercise of Options[(1)]	9,850,368	16.43%
Reserved for issuance upon exercise of Replacement Compensation Warrants	587,580	0.98%
Reserved for issuance upon exercise of Replacement Convertible Note Compensation Warrants	257,586	0.43%
TOTAL NUMBER OF DILUTED SECURITIES	**59,947,376**	**100%**

Notes:
(1) Securities reserved includes allocated and unallocated options.
(2) On an as-converted, fully diluted basis.

Available Funds and Principal Purposes

Estimated Available Funds

As at the date hereof, on a pro forma basis, the estimated funds available to the Resulting Issuer as a result of the Private Placement and the Transaction, after deducting the expenses of the Transaction and the Private Placement and excluding NVG's existing cash and cash equivalents, would be approximately $5.2 million, which includes the following:

Estimated Funds Available	Amount ($)
Estimated consolidated working capital as at June 18, 2021[(1)]	6,738,000
Estimated fees and expenses of the Transaction[(2)]	1,512,580
Total Estimated Available Funds	**5,225,420**

Notes:
(1) Includes the gross proceeds from the Private Placement of $8,394,000.
(2) Estimated cash fees and expenses of the Transaction include cash fees and expenses associated with the Private Placement (see notes 2(f), 2(i) and 2(j) of the Pro Forma Consolidated Financial Statements of the Resulting Issuer in Schedule I).

Principal Purposes of Funds

Upon the completion of the Private Placement and the Transaction, the Resulting Issuer will use the funds available to it to, among other things, pursue market expansion opportunities and consumer acquisition opportunities and invest in working capital to support its expected growth. The following table sets forth the principal purposes for which the estimated Available Funds will be used by the Resulting Issuer upon Completion of the Transaction, including the current estimated amount to be used for each such principal purpose:

Principal Use of Available Funds	**Amount ($)**
Capital expenditures	100,000
General and administrative corporate expenses	1,500,000
Unallocated working capital	3,625,420
Total	5,225,420

Notwithstanding the foregoing, there may be circumstances where, for sound business reasons, a reallocation of funds is necessary in order for the Resulting Issuer to achieve its objectives as set out in this Filing Statement. See "*Part IV – Risk Factors – Discretion over the use of proceeds*".

Dividend Policy

It is not contemplated that any dividends will be paid by the Resulting Issuer in the immediate or foreseeable future following Completion of the Transaction.

Principal Securityholders

To the knowledge of management of G2G and NVG, no person or company is anticipated to own of record or beneficially, directly or indirectly, or exercise control or direction over more than 10% of any class of voting securities of the Resulting Issuer upon completion of the Transaction, other than as set out below.

	Number of Shares Owned	
	Resulting Issuer Shares[(1)]	**Percentage of Voting Rights[(2)]**
Daren Trousdell (through KOAT Holdings LLC (100%))	23,704,500	48.13%

Note:
(1) On a fully-diluted basis, expressed as the number of underlying SVS.
(2) Including only Resulting Issuer Shares and not including the conversion of securities convertible into Resulting Issuer Shares.

Directors, Officers and Promoters

The following table lists the names, municipalities of residence of the proposed directors, officers and promoters of the Resulting Issuer upon Completion of the Proposed Transaction, their proposed positions and offices to be held with the Resulting Issuer, and their principal occupations or employment and the number of securities of the Resulting Issuer which will be beneficially owned, directly or indirectly, or over which control or direction will be exercised by each upon completion of the proposed Transaction. The

Resulting Issuer's directors will be elected annually and, unless re-elected, retire from office at the end of the next annual general meeting of shareholders.

Name and Municipality of Residence	Principal Occupations for the Last Five Years	Period or periods during which each proposed director has served as a director	Proposed Position With the Resulting Issuer	Number and class of Issued Shares	Number of Voting Shares and Percent of Issued Shares[(1)]
Daren Trousdell Jupiter, Florida, USA	Start-up Investor and Advisor, Executive: Clip Money Inc. (2018 – Present), TWDV Ventures LLC. (2010 – 2018).	September 22, 2020 – Present	Director, Chairman of the Board, and Chief Executive Officer	237,045 PVS	23,704,500, 48.13%
John Adamovich, Ocean Ridge, Florida, USA	Chief Financial Officer, Aeroflex Holding Corp. (2005 to 2014)	-	Director and Chief Financial Officer	413,930 SVS	413,930, 0.84%
Scott Nirenberski, Toronto, Ontario	Chief Financial Officer, MCI One Health Technologies Inc. (2020-Present); Chief Operating Officer, Globalive Technology Inc. (2018 – 2020); Consultant and Advisor, Proteus Capital Management, LLC (2014 – 2017)	-	Director	-	0, 0%
Elaine Kunda, Toronto, Ontario	Founder and Managing Partner, Disruption Ventures (2018 – Present); Consultant, Elaine Kunda (2012 – 2018).	-	Director		0, 0%
Darrell MacMullin, Toronto, Ontario	Chief Commercial Officer, SecureKey Technologies Inc. (2017 – Present); Chief Executive Officer, Goldmoney Inc. (2015 – 2017).	-	Director		0, 0%
Aimee Lessard, Silver Spring, Maryland, USA	Senior Data Analyst, Business Owner at Seafront	-	Chief Analytics Officer	2,101 PVS	210,100, 0.43%
Andre Garber Toronto, Ontario	Corporate Lawyer, Partner at Fasken Martineau DuMoulin LLP	-	EVP, Corporate Development & Legal Affairs	4,379,286 SVS	4,379,286, 8.89%

Notes:

(1) Including only Resulting Issuer Shares and not securities convertible into Resulting Issuer Shares.

As a group, the directors and officers of the Resulting Issuer will hold approximately 29,419,346 Resulting Issuer Shares, representing approximately 59.73% of all issued and outstanding voting securities of the Resulting Issuer, and options to purchase up to an aggregate of 2,593,061 Resulting Issuer Shares.

The officers of the Resulting Issuer will devote their full time and attention to the business of the Resulting Issuer and will be employees of NVG.

Biographies

The following is a brief description of each of the proposed members of management and directors for the Resulting Issuer (including details with regard to their principal occupations for the last five years):

Daren Trousdell, Chief Executive Officer, Chairman of the Board and Director, Age 41

Mr. Daren Trousdell is a serial Technology entrepreneur with over 20 years experience starting, growing and exiting great companies. Mr. Trousdell also has extensive global M&A experience on both the buy and sell side, including deal sourcing, execution and integration, with many successful transactions ranging in values from $5 million to over $400 million. Mr. Trousdell also co-founded Clip Money Inc., a transformational Fintech payments platform. Previously, Mr. Trousdell founded and sold Mindblossom, a leading Digital Media and Technology Agency, to Dentsu Aegis Network (DAN), subsequently leading North American Client Strategy and Corporate Development for the group**.**

John Adamovich, Chief Financial Officer and Director, Age 67

Mr. John Adamovich has over 40 years of financial and management experience, and a wealth of expertise in corporate finance, corporate governance, mergers and acquisitions, and SEC and risk management compliance. Mr. Adamovich was elected to the Board of Directors of Voxx International Corp. in 2016 and currently serves as Chair of Voxx International's Audit Committee, and as a member of the company's Compensation Committee, Affiliate Transaction Committee and Nominating and Governance Committee. Most recently, Mr. Adamovich served as Chief Financial Officer of Aeroflex Holding Corp., a NYSE-listed aerospace and test and measurement company focused on wireless communications. Prior to Aeroflex, he served as Executive Vice President and Chief Financial Officer of Rainbow Media Enterprises, a subsidiary of Cablevision Systems Corporation, where he oversaw finance functions for the company's direct broadcast satellite business, three national cable television networks and a regional movie chain. Previously, he served as Group Vice President and Chief Financial Officer and Treasurer of NYSE-listed Pall Corporation, a leading manufacturer of filtration, separation and purification solutions. Earlier in his career, Mr. Adamovich held various roles with KPMG over 23 years, ultimately as an SEC Reviewing Partner and Professional Practice Partner. He also served on the board of Delta Financial Corporation. Mr. Adamovich received a BS in accounting and honorary doctorate in commercial science from St. John's University, and is a member of the American Institute of CPAs (AICPA) and the New York State Society of CPAs (NYSSCPA).

Andre Garber, Executive Vice President of Corporate Development & Legal Affairs and Corporate Secretary, Age 33

Mr. Andre Garber leads the NVG mergers and acquisitions program and supervises legal matters. Mr. Garber was recently a partner and co-chair of the Emerging Companies Group in the Toronto office of Fasken Martineau DuMoulin LLP. Prior his time at Fasken, Mr. Garber founded the Dentons Canada Startup Program and was a strategic advisor to the Dentons venture capital fund, investing in legal technology companies. Mr. Garber is an active participant in Canada's start-up community, advising and investing in various high growth technology companies. Mr. Garber has worked with companies from the world's top technology accelerators including Y Combinator, Entrepreneur First and Techstars. Mr. Garber is also a member of the C100. Mr. Garber is also an advisor and strategic counsel to Fasken.

Aimee Lessard, Chief Analytics Officer, Age 48

Ms. Aimee Lessard leads NVG's global analytic efforts. She manages a multi-disciplinary analytic team delivering specialist consultation, implementation, and training for clients working to identify and solve complex global issues. Ms. Lessard's skillsets and experiences have been formed in some of the most analytically and technically advanced elements of government and industry. She is a veteran of the United States Marine Corps and the US national intelligence and special operations communities.

Darrell MacMullin, Director, Age 48

Mr. Darrell MacMullin is a serial entrepreneur and a business transformation specialist. Currently the Chief Commercial Officer of SecureKey Technologies, Mr. MacMullin brings more than 20 years of marketing, management, and leadership experience to guide the SecureKey's product and revenue strategy. Mr. MacMullin manages SecureKey's product, design, marketing, project management and technical delivery teams to bring innovative solutions to market. Mr. MacMullin has a passion for transforming industries, companies and lives though the innovative use technology and effective leadership. Specializing in commerce, payments & blockchain solutions. Mr. MacMullin has worked with start-ups, mid-size corporations and public corporations by helping businesses and teams grow from effective leadership. Mr. MacMullin has a deep understanding of various technologies, including: payments, commerce, mobile, data analytics, digital heath, and health information technology.

Scott Nirenberski, Director, Age 56

Mr. Scott Nirenberski has over 20 years' experience investing in the technology sector in the San Francisco Bay Area. He began his career in corporate finance and planning at Intel and subsequently held research analyst positions with Montgomery Securities, Deutsche Bank and Credit Suisse First Boston. Mr. Nirenberski ran technology research teams for multi-billion dollar hedge funds Pequot Capital and Seasons Capital. He co-founded Mosaic Asset Management, a San Francisco based $280 million TMT hedge fund. Most recently Mr. Nirenberski held the Chief Operating Officer position at Globalive Technology, a publicly listed software development company. Mr. Nirenberski is currently the Chief Financial Officer, MCI Onehealth Technologies Inc. Mr. Nirenberski has a B.Sc. (Hon) from the University of Toronto, an MBA from Carnegie Mellon University, and is a CFA holder.

Elaine Kunda, Director, Age 48

A serial entrepreneur, Ms. Elaine Kunda has successfully built teams and realigned business strategies for over 15 years. Ms. Kunda recently launched Disruption Ventures, a VC fund that invests in women founded and managed companies. This was a natural progression for Ms. Kunda, as she has spent the past 6 years consulting and advising start-ups and early stage companies, helping them reach their goals and access financing. Prior to consulting, she was CEO of B5Media. The company was sold to Alloy Digital in April 2012. Ms. Kunda was also the CEO of Ziplocal which was sold to Canpages in 2009. Ms. Kunda spent over six years at Toronto.com, Canada's top online regional portal and started her online career in Business Development at Grey Advertising in 1998. A recognized expert in the digital media space, Ms. Kunda has spoken at premier events such as Exceptional Women in Publishing, McMaster Professional Development Day, DigiDay's Digital Publishing Summit, Internet Week New York and the 2011 Marketing to Women Conference. Ms. Kunda a founding advisor to the G(irls)20, which works to encourage G8 and G20 leaders to prioritize the political empowerment and economic freedom of females worldwide. The organization's summit brings together female candidates from each G20 country to debate social issues and devise economic innovations. Ms. Kunda has is also a Associate for CDL Montreal and a Mentor for NEXT AI.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as disclosed herein, no proposed director or executive officer of the Resulting Issuer is, as at the date of this Filing Statement, or has been within the last 10 years, a director, chief executive officer or chief financial officer of any company (including G2G and NVG) that:

(a) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days (an "**Order**"),

which Order was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of such company; or

(b) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer of such company.

Except as disclosed herein, to the knowledge of G2G and NVG, no proposed director or executive officer of the Resulting Issuer or any shareholder that will hold a sufficient number of Resulting Issuer Shares to affect materially the control of the Resulting Issuer:

(a) is, as at the date of this Filing Statement, or has been within the last 10 years, a director or executive officer of any company (including G2G and NVG) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

(b) has, within the last 10 years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets;

(c) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(d) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision regarding the Resulting Issuer or the Qualifying Transaction.

The foregoing information, not being within the knowledge of G2G or NVG, has been furnished by the proposed directors.

Interests of Management and Others in Material Transactions

Other than as described elsewhere in this Filing Statement, there are no material interests, direct or indirect, of any anticipated or current director or executive officer of the Resulting Issuer, any shareholder that will beneficially own, or control or direct (directly or indirectly) more than 10% of any class or series of the Resulting Issuer's outstanding voting securities, or any associate or Affiliate of any of the foregoing persons, in any transaction within the three years before the date hereof that has materially affected or is reasonably expected to materially affect the Resulting Issuer or a subsidiary of the Resulting Issuer.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors, officers and promoters of the Resulting Issuer also holding positions as directors or officers of other companies. They also invest and may invest in businesses that compete directly or indirectly with the Resulting Issuer. Some of the individuals proposed for appointment as directors or officers of the Resulting Issuer upon Closing are also directors, officers and/or promoters of other reporting and non-reporting issuers.

Other than as set forth herein, to the knowledge of the directors and officers of G2G and NVG, there are no existing conflicts of interest between the Resulting Issuer and any of the individuals proposed for appointment as directors or officers upon completion of the Transaction, as of the date of this Filing Statement. Conflicts, if any, will be subject to the procedures and remedies provided under OBCA.

Other Reporting Issuer Experience

The following table sets out the proposed directors, officers and promoters of the Resulting Issuer that are, or have been within the last five years, directors, officers or promoters of other reporting issuers:

Name	Reporting Issuer	Market	Position	From	To
John Adamovich	Voxx International Corp.	NASDAQ	Independent Director, Audit Committee Chair	2016	Present
Scott Nirenberski	MCI Onehealth Technologies Inc.	TSX	Chief Financial Officer and Corporate Secretary	2020	Present
Darrell MacMullin	Goldmoney Inc.	TSX	Chief Executive Officer	2015	2017

Audit Committee

Audit Committee's Charter

NVG will establish an Audit Committee that will operate in accordance with the charter of the Resulting Issuer's Audit Committee that is reproduced as Schedule J.

Composition of Audit Committee

The Audit Committee will be comprised of Scott Nirenberski (Chair), Elaine Kunda and Darrell MacMullin, each of whom is a proposed director of the Resulting Issuer. For the education and experience of each member of the Audit Committee relevant to the performance of his duties as a member of the Audit Committee, see "*PART III – Information concerning the Resulting Issuer – Directors, Officers and Promoters - Biographies*".

Each of the proposed members of the Audit Committee is financially literate within the meaning of NI 52-110. A director is "financially literate" within the meaning of NI 52-110 if he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Resulting Issuer's financial statements. Additionally, each of the members of the Audit Committee is independent within the meaning of NI 52-110. Subject to certain exceptions, a director is "independent" within the meaning of NI 52-110 if he has no direct or indirect material relationship with the issuer. A "material relationship" is a relationship that could, in the view of the Resulting Issuer Board, be reasonably expected to interfere with the exercise of a director's independent judgement.

Audit Committee Oversight

The Audit Committee shall be responsible for overseeing the accounting and financial reporting practices of the Resulting Issuer and audits of the Resulting Issuer's financial statements. The Audit Committee's responsibilities also include the selection, recommendation and oversight of Resulting Issuer's independent auditors, as well as the oversight of its internal audit process and system of internal controls over financial reporting and disclosure. The Audit Committee shall also be responsible for the pre-approval of all non-audit services to be provided to the Resulting Issuer by its independent auditors. The Audit Committee shall

review and confirm the independence of the independent auditors by obtaining statements from the independent auditors describing all relationships with the Resulting Issuer, including with respect to any non-audit services.

The Audit Committee will have the authority to engage outside counsel or other outside advisors as it deems appropriate to assist it in the performance of its functions.

Pre-Approval Policies and Procedures

Pursuant to the terms of the Audit Committee charter, the Audit Committee shall pre-approve all non-audit services to be provided to the Resulting Issuer or its subsidiary entities by the Resulting Issuer's external auditor.

Governance, Human Resources and Compensation Committee

NVG will set up a Governance, Human Resources and Compensation Committee. The GHRC will provide oversight, and be responsible for setting policies, processes and practices on executive compensation. Among other things, the GHRC will take into account recommendations of third-party advisors who specialize in providing guidance on executive compensation and human resource matters.

The GHRC will be comprised of Elaine Kunda as chair, Scott Nirenberski and Darrell MacMullin, each of whom meet the requirements for independence under NI 58-101 and have a working familiarity with governance, human resources and compensation matters. Ms. Kunda will be the Chair of the committee. For the skills and experience of each proposed member of the GHRC Committee relevant to the performance of his duties as a member of the GHRC, see *PART III – Information concerning the Resulting Issuer – Directors, Officers and Promoters - Biographies*".

The GHRC shall, among other things:

- consider and recommend for approval by the Board the appointment of the executive officers of the Resulting Issuer;

- review existing management resources and plans for ensuring that qualified personnel will be available as required and to report on this matter to the Board;

- review and assess annually the performance of the CEO, the CFO, and the Chairman against pre-set specific corporate and individual goals and objectives;

- oversee and recommend for approval by the Resulting Issuer Board the executive compensation principles, policies, programs, grants of equity-based incentives and processes and specifically consider and recommend approval of such matters annually or as required;

- review the compensation discussion and analysis and related executive compensation disclosure for inclusion in the Resulting Issuer's public disclosure documents, in accordance with applicable rules and regulations; and

- review, monitor, report and where appropriate, provide recommendations to the Board on the Resulting Issuer's exposure to risks related to executive compensation policies and practices, if any, and identify compensation policies and practices that mitigate any such risk.

The GHRC will have the authority to engage outside counsel or other outside advisors as it deems appropriate to assist it in the performance of its functions.

The GHRC Committee may also recommend to the Resulting Issuer Board the further changes to the existing executive compensation regime and severance pay practices, employment agreements for executive officers, and adopted stock ownership guidelines.

Corporate Governance

Board of Directors

Independence

Upon Completion of the Transaction, the Board of the Resulting Issuer is expected to be comprised of five directors, three of whom will be considered "independent" as such term is defined in NI 52-110. Pursuant to NI 52-110, a director is independent if he or she has no direct or indirect relationship with this issuer which could, in the view of the Board, be reasonably expected to interfere with such director's exercise of independent judgment.

Scott Nirenberski, Elaine Kunda and Darrell MacMullin are considered independent within the meaning of NI 52-110. Daren Trousdell and John Adamovich are not considered independent as they will be executive officers of the Resulting Issuer.

The Board will take steps to ensure that adequate structures and processes will be in place upon Completion of the Transaction to permit the Board to function independently of management. The Board will hold regularly scheduled meetings as well as ad hoc meetings from time to time. It is contemplated that in the course of meetings of the Board or committees of the Board, the independent directors will hold in-camera sessions without non-independent directors and officers of the Resulting Issuer.

Other Directorships

The following directors of the Resulting Issuer are also directors of other reporting issuers (or the equivalent) in Canada or a foreign jurisdiction:

Name of Director	Name of Reporting Issuer	Exchange
John Adamovich	Voxx International Corp.	NASDAQ

Orientation and Continuing Education

New directors of the Resulting Issuer will be expected to participate in an initial information session on the Resulting Issuer in the presence of its senior executive officers to learn about, among other things, the business of the Resulting Issuer, its financial situation and its strategic planning. In addition, new directors will be furnished with appropriate documentation, providing them with information about, among other matters, the corporate governance practices of the Resulting Issuer, the structure of the Board and its committees, the Resulting Issuer's history, its commercial activities, its corporate organization, the charters of the Board and its committees, the Resulting Issuer's articles, Code of Business Conduct and other relevant corporate policies.

The Resulting Issuer will encourage all directors to attend continuing education programs and intends to facilitate such continuing education of its directors by providing them with information on upcoming courses and seminars that may be relevant to their role as directors or hosting brief information sessions during Board meetings by invited external advisors. In addition, the Resulting Issuer's management will periodically make presentations to the directors on various topics, trends and issues related to the Resulting

Issuer's activities during meetings of the Board or its committees, which will be intended to help the directors to constantly improve their knowledge about the Resulting Issuer and its business.

Ethical Business Conduct

Upon Completion of the Transaction, the Board of the Resulting Issuer will adopt a written Code of Business Conduct that applies to its directors, officers and employees. The objective of the Code of Business Conduct will be to provide guidelines for enhancing the Resulting Issuer's reputation for honesty, integrity and the faithful performance of undertakings and obligations. As part of the Code of Business Conduct, any person subject to the Code of Business Conduct is required to avoid any activity, interest (financial or otherwise) or relationship that would create or appear to create a conflict of interest.

The Board is also required to comply with the conflict of interest provisions of the OBCA and relevant securities regulation in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director is required to declare the nature and extent of his interest and is not entitled to vote on any matter that is the subject of the conflict of interest. See "*Directors and Executive Officers - Conflicts of Interest*".

The Resulting Issuer will also adopt an Insider Trading Policy and a Disclosure Policy, which complement the obligations of its directors, officers and employees under the Code of Business Conduct.

Nomination of Directors

Management of the Resulting Issuer is in contact with individuals involved in the data analytics sector. From these sources management has made a number of contacts and in the event that the Resulting Issuer requires any new directors, such individuals will be brought to the attention of the Board. Management will conduct reference and background checks on suitable candidates. New nominees generally must have a track record in business management, areas of strategic interest to us, the ability to devote the time required to carry out the obligations and responsibilities of a director and a willingness to serve in that capacity.

Other Board Committees

Other than the Audit Committee and the GHRC, no other committees of the Board of the Resulting Issuer are currently expected to be formed at this time.

Assessments

Management of the Resulting Issuer does not intend to develop a formal review system to assess the performance of the directors or the Board as a whole. The contributions of individual directors will be monitored by other members of the Board and management on an informal basis through observation.

Executive Compensation

Compensation Discussion and Analysis

The Resulting Issuer's compensation practices are designed to attract, retain and motivate our executive officers for their efforts in continuing to grow the Resulting Issuer in a manner aligned with the short and long-term success of Resulting Issuer for the benefit of shareholders. Both individual and team-based

performance metrics will be taken into account when monitoring and continuing to set and refine compensation practices for executive officers of the Resulting Issuer.

Following the completion of the Transaction, the general objective of the Resulting Issuer's compensation will be to: (i) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (ii) align management's interests with the long-term interests of shareholders; (iii) provide a compensation package that is commensurate with other consumer goods companies in order to enable the Resulting Issuer to attract and retain talent; and (iv) ensure that the total compensation package is designed in a manner that takes into account the realities under which the Resulting Issuer will operate.

The employment agreements of the Executive Officers that were in place with NVG before the closing of the Transaction will remain in place. The employment compensation terms for Daren Trousdell, John Adamovich and Andre Garber will also be subject to review by the GHRC. See *PART II – Information concerning NowVertical Group, Inc. – Executive Compensation*".

Compensation Process

The Board, as a whole, upon the recommendation of the GHRC, will seek to ensure that total compensation paid to all Executive Officers is fair and reasonable and accomplishes the following long-term objectives of:

- producing long-term, positive results for shareholders;
- aligning executive compensation with corporate performance; and
- providing market-competitive compensation and benefits that will enable the Resulting Issuer to recruit, retain and motivate the executive talent necessary to be successful.

The GHRC will, in its discretion, recommend to the Resulting Issuer Board the approval of annual and long-term performance goals and objectives for the executive officers and directors. The GHRC shall seek the input and recommendation of the CEO, the CFO and the Chairman with respect to the compensation and performance goals and objectives of the other senior employees and may also engage outside consultants with respect to any executive compensation matters as it sees fit.

The GHRC will take into account executive compensation paid by companies comparable to NVG, although no specific benchmarking policy is expected to be put in place for determining compensation or any element of compensation. Following the completion of the Transaction, the GHRC, in conjunction with the Board, will establish an appropriate comparator group for purposes of setting the future compensation of the executive officers.

Analysis of Elements

In April 2021, NVG retained the services of Meridian Compensation Partners, Inc. ("**Meridian**"), to assist with executive officer and director compensation matters for the year ending December 31, 2021, including, initially, setting a compensation program for certain executive officers and independent directors of the Resulting Issuer. The compensation program is designed to include the following elements:

- Annual base salaries;

- Annual cash bonus program to be established in 2021, incorporating target bonus opportunities for each senior executive. Payouts will be based on performance against pre-set financial and other measurable business objectives, which will be established at the start of each performance period;

- Long-term incentives will be granted from time to time through the Omnibus Incentive Plan.

It is anticipated that from time to time (including on Closing) incentive securities will be granted under the Omnibus Plan to: provide an incentive to the participants; to achieve the longer-term objectives of the Resulting Issuer; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Resulting Issuer; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Resulting Issuer.

Base Salary

In April 2021, NVG engaged Meridian, an independent third party compensation consulting firm, to advise on compensation of Executive Officers. On Meridian's advice, the Executive Officers will receive a base salary which is based primarily on the level of responsibility of the position, the qualifications and experience of the officer and market conditions.

The base salaries of the Resulting Issuer NEOs will be reviewed annually to ensure that they take into account the following factors: market and economic conditions, levels of responsibility and accountability of each Executive Officer, skill and competencies of each individual, retention considerations, and level of demonstrated performance.

Base salaries will be reviewed by the Board, upon recommendation of the GHRC, on the basis of its opinion as to a fair and responsible compensation package, taking into account the contribution of the Executive Officers to the Resulting Issuer's long-term growth and the knowledge of the members of the Board and the GHRC have with respect to remuneration practices in Canada.

Short Term Incentive

Executive Officers are eligible to receive a discretionary cash bonus as determined by the Board from time to time.

The target amounts for which Executive Officers will be entitled under the annual bonus plan of the Resulting Issuer will be recommended by the GHRC and approved by the Board on an annual basis, and the Board will maintain the discretion at all times to grant discretionary bonuses, including in the context of acquisitions, to modify, amend or terminate short-term incentive plans at all times, and to deviate from the plans or grant individual exceptions.

Long Term Incentive

NVG has granted NVG Options to the Executive Officers under the NVG Incentive Plan. After the completion of the Transaction, the Board, upon recommendation from the GHRC, intends to evaluate and may adopt appropriate additional equity-based awards programs to supplement the Omnibus Plan in order to incentivize and retain Executive Officers for their sustained contribution to the Resulting Issuer.

Expenses

The Resulting Issuer will reimburse management for various ordinary course business expenses incurred by management on behalf of the Resulting Issuer.

External Compensation Consultants

The Resulting Issuer may retain the services of executive compensation consultants to assist the Resulting Issuer Board and/or the GHRC in determining compensation for any of the Executive Officers or directors. In April 2021, NVG retained the services of Meridian to assist with executive officer and director compensation matters.

Director Compensation

The director pay program will be established with assistance from Meridian. In connection with board offer letters that were provided to the independent directors confirming their appointment, the director compensation policy of the Resulting Issuer contemplates equity-based retainers for board and committee leaders.

Upon completion of the Proposed Transaction, each independent director of the Resulting Issuer will be awarded equity-based compensation as follows:

- Annual retainer of – US $40,000
- Audit Committee Chair – US $10,000
- Chair of GHRC Committee – US $5,000

Indebtedness of Directors and Officers

No director, officer, promoter, member of management, nominee for elections as director of the Resulting Issuer, nor any of their Associates or Affiliates, is or has been indebted to G2G or NVG or is expected to be indebted to the Resulting Issuer following the Closing or any subsidiary of the foregoing.

Investor Relations Arrangements

On April 29, 2021, NVG entered into a Marketing Services Agreement with Hybrid Financial Ltd. ("**Hybrid**"). Pursuant to the agreement, upon completion of the Transaction and listing of the Resulting Issuer shares on the TSXV, Hybrid will undertake a marketing campaign on behalf of NVG to Canadian investment professionals in compliance with applicable securities laws. The initial term of the agreement will be for twelve months, starting on the listing of the Resulting Issuer, and shall be automatically renewed for successive three month terms thereafter. NVG will pay a monthly fee to Hybrid for marketing services of $22,500 plus applicable taxes during the initial twelve-month term and $15,000 per month thereafter.

Security Based Compensation

No security based compensation is to be granted in connection with the closing of the Transaction and prior to the resumption of trading of the Resulting Issuer.

Legacy Incentive Plan

At the G2G Meeting, Shareholders adopted a new incentive plan (the "**Legacy Incentive Plan**") in order to continue NVG's 2021 Equity Incentive Plan ("**NVG Incentive Plan**"). The purpose of the Legacy Incentive Plan is for the Resulting Issuer to assume the options issued under the NVG Incentive Plan, no further grants or awards shall be made under NVG Incentive Plan or under the Legacy Incentive Plan. Under NVG Incentive Plan, there are 1,458,415 options outstanding. Following the completion of the Transaction, the options shall be converted into 2,593,061 options of the Resulting Issuer under the Legacy Incentive Plan.

The following is a description of the key terms of the Legacy Incentive Plan which is qualified in its entirety by reference to the full text of the Legacy Incentive Plan, which will be available on the Resulting Issuer's profile on SEDAR at www.sedar.com. Capitalized terms used in this section and not otherwise defined, have the meanings ascribed thereto in the Legacy Incentive Plan.

The Legacy Incentive Plan, permits the grant of incentive stock options, within the meaning of Section 422 of the *United States Internal Revenue Code of 1986* and non statutory stock options (each, an "**award**" and the recipient of such award, a "**participant**") to eligible employees, directors, and consultants. In connection with the Transaction, the Resulting Issuer is adopting the Legacy Equity Incentive and granting options in exchange (the "**award exchange**") for all options previously granted under the NVG Incentive Plan (such awards, "**exchanged awards**"). All awards will be awards covering our proportionate voting stock, in the case of US taxpayers, and subordinary voting stock, in the case of non-U.S. taxpayers. Following the grant of these awards, the Legacy Incentive Plan will be terminated and we will not grant any additional awards under the Legacy Incentive Plan thereafter. However, the Legacy Incentive Plan will continue to govern the terms and conditions of the outstanding awards previously granted under the Legacy Incentive Plan.

Omnibus Plan

At the G2G Meeting, Shareholders adopted an omnibus incentive plan (the "**Omnibus Plan**"). The Omnibus Plan will be the securities based compensation plan of the Resulting Issuer following completion of the Transaction and will be effective only after the closing of the Transaction.

The following is a description of the key terms of the Omnibus Plan which is qualified in its entirety by reference to the full text of the Omnibus Plan, which will be available on the Resulting Issuer's profile on SEDAR at www.sedar.com. Capitalized terms used in this section and not otherwise defined, have the meanings ascribed thereto in the Omnibus Plan.

The Omnibus Plan serves several purposes for the Resulting Issuer. One purpose is to permit the Resulting Issuer to grant Awards to Eligible Participants (as defined under section 2.3 in the Omnibus Plan), subject to certain conditions as set forth in the Omnibus Plan, for purpose of securing for the Resulting Issuer and its shareholder the benefits of incentive interest in SVS ownership by the Eligible Participants. Shareholder approval of the Omnibus Plan is necessary for certain purposes, including for the Resulting Issuer to facilitate grants of incentive stock options for purposes of Section 422 of the United States Internal Revenue Code of 1986, as amended.

Summary of the Omnibus Plan

The principal features of the Omnibus Plan are summarized below.

The Omnibus Plan will facilitate granting of SVS purchase options ("**Options**"), restricted share units (**"RSUs**"), performance share units ("**PSUs**") and deferred share units ("**DSUs**" collectively with the RSUs and PSUs, the "**Units**", and collectively with the Options, the "**Awards**"), representing the right to receive one SVS to the *bona fide* eligible directors, officers, employees and consultants of the Resulting Issuer and its subsidiaries in accordance with the terms of the Omnibus Plan (each such person having been granted an Award being, a "**Participant**"). The following summary is qualified in its entirety by the text of the Omnibus Plan.

The SVS covered by grants which have been exercised, settled, expired, cancelled or forfeited shall not become available for subsequent grants under the Omnibus Plan. The maximum number of SVS reserved and available for grant and issuance pursuant to Awards shall not exceed 6,965,646 Resulting Issuer Shares.

The number of SVS issuable to insiders, at any time, under all security-based compensation arrangements of the Resulting Issuer, may not exceed 10% of the Resulting Issuer's issued and outstanding shares; and the number of SVS issued to insiders within any one-year period, under all security based compensation arrangements of the Resulting Issuer, may not exceed 10% of the Resulting Issuer's issued and outstanding SVS. The maximum number of SVS that may be made issuable pursuant to Options made to any Eligible Participant under the Omnibus Plan together with any other Security-Based Compensation Arrangement in any 12-month period shall not exceed 5% of the issued and outstanding PVS and SVS calculated at the date of grant. The aggregate number of under all security-based compensation arrangements to any one Eligible Participant that is a Consultant in any 12-month period must not exceed 2% of the issued and outstanding PVS and SVS calculated at the date of grant. The aggregate number of under all security-based compensation arrangements to all Persons retained to provide Investor Relations Activities must not exceed 2% of the issued and outstanding PVS and SVS in any 12-month period calculated at the date of grant (and including any Eligible Participant that performs Investor Relations Activities and/or whose role or duties primarily consist of Investor Relations Activities). under all security-based compensation arrangements granted to any Person retained to provide Investor Relations Activities must vest in a period of not less than 12-months from the date of grant and with no more than 25% of the under all security-based compensation arrangements vesting in any three month period. Units may not be granted to Consultants performing Investor Relations Activities.

The Omnibus Plan will provide that appropriate adjustments, if any, will be made by the Board in connection with a reclassification, reorganization or other change of SVS, consolidation, distribution, merger or amalgamation, in the SVS issuable or amounts payable to preclude a dilution or enlargement of the benefits under the Omnibus Plan.

The following table describes the impact of certain events upon the rights of holders of Awards under the Omnibus Plan, including a change of control, termination for cause, termination other than for cause and death:

Event	**Provision**
Change of Control	Unless otherwise stipulated in any agreement with respect to the granting of an Award and the approval of the TSXV, if required, the Board shall have the right, in its discretion, to deal with any or all Awards (or any portion thereof) issued under the Omnibus Plan in the manner it deems fair and reasonable in the circumstances.

	Vested Awards may, amongst other things, be deemed exercised by the Board.
Termination for Cause	All unexercised vested and unvested Awards shall terminate as of the termination date.
Resignation	All unexercised vested or unvested Awards granted shall terminate on the termination date caused by of such resignation, subject to any later expiration dates determined by the Board, up to 12 months from resignation.
Termination other than for Cause	Upon a participant's termination without cause (i) the number of unvested Units that may vest in the then current vesting period is subject to pro ration (based on the vesting terms, including, if applicable, the achievement of Performance Criteria), up to the Termination Date, (ii) all unvested Options will be forfeited on the Termination Date, and (iii) vested Awards will remain exercisable until the earlier of ninety (90) days after the Termination Date or the expiry date of the Awards, after which time all Awards will expire. For greater certainty, if, following a Participant's ceasing to be an Eligible Participant (other than for "Cause", resignation, death or after becoming subject to a Disability), the end of the ninety (90) day period during which Options may be exercised should fall within a Black-Out Period, the provisions relating to an expiration date for an Option falling within a Black-Out Period shall apply to extend the end of such period to the tenth (10th) Business Day following the end of such Black-Out Period.
Death, Disability or Retirement	(i) The number of unvested Units that may vest in the then current vesting period is subject to pro ration (based on the vesting terms, including, if applicable, the achievement of Performance Criteria), up to the Termination Date, (ii) all unvested Options will be forfeited on the Termination Date), and (iii) vested Awards will remain exercisable until the earlier of one hundred eighty (180) days after the Termination Date, or the expiry date of the Awards, after which time all Awards will expire. For greater certainty, if a Participant dies while in his or her capacity as an Eligible Participant, or ceases to be an Eligible Participant as a result of a Disability, the end of the one hundred eighty (180) day period during which Options may be exercised should fall within a Black-Out Period, the provisions relating to the expiration date falling within a Black-Out Period shall apply to extend the end of such period to the tenth (10th) Business Day following the end of such Black-Out Period. Notwithstanding the foregoing, if a Participant is determined to have breached any post-employment restrictive covenants in favour of the Resulting Issuer, then any Awards held by the Participant, whether vested or unvested, will immediately expire and the Participant shall pay to the Resulting Issuer any "in-the-money" amount realized upon exercise of Awards following the Termination Date.

The Board may amend the Omnibus Plan or any Award at any time without the consent of a Participant provided that such amendment shall (a) not adversely alter or impair any Award previously granted except as permitted by the terms of the Omnibus Plan, (b) be in compliance with applicable law and subject to any regulatory approvals including, where required, the approval of the exchange, and (c) be subject to shareholder approval, where required by law, the requirements of the exchange or the Omnibus Plan, provided, however, that shareholder approval shall not be required for the following amendments and the Board may make any changes which may include but are not limited to: (i) any amendment to the vesting provisions of Awards, if applicable; (ii) any amendment which accelerates the date on which any Award may be exercised under the Omnibus Plan; (iii) any amendment necessary to comply with applicable law or the requirements of the TSXV or any other regulatory body; (iv) any amendment of a "housekeeping" nature, including, without limitation, to clarify the meaning of an existing provision of the Omnibus Plan,

correct or supplement any provision of the Omnibus Plan that is inconsistent with any other provision of the Omnibus Plan, correct any grammatical or typographical errors or amend the definitions in the Omnibus Plan; (v) any amendment regarding the administration of the Omnibus Plan; (vi) any amendment to add or amend provisions permitting a clawback; and (x) any other amendment that does not require the approval of the holders of SVS pursuant to the amendment provision of the Omnibus Plan.

As described further in the Omnibus Plan, the Board shall be required to obtain shareholder approval to make the following amendments: (i) any amendment to the definition of "Eligible Participant"; (ii) any change to the maximum number of SVS issuable from treasury under the Omnibus Plan; (iii) any amendment to the limitations under the Omnibus Plan on the number of Awards that may be granted to any one Person or any category of Persons (including Insiders and Persons retained to provide Investor Relations Activities); (iv) the method for determining the Option Price of an Option; (v) any change to the maximum number of SVS issuable from treasury under the Omnibus Plan, and (vi) any reduction in the Option Price of an Option held by an Insider; (vi) any amendment which extends the expiry date of any Award held by an Insider, or the Unit Restriction Period of any Units beyond the original expiry date, except in case of an extension due to a Black-Out Period; (vii) any amendment regarding the effect of termination of a Participant's employment or engagement; (viii) any amendment to add or amend provisions permitting for the granting of cash-settled awards or a form of financial assistance; or (ix) any amendment to the amendment provisions of the Omnibus Plan.

The Board may, subject to regulatory approval, discontinue the Omnibus Plan at any time without the consent of the Participants provided that such discontinuance shall not materially and adversely affect any Awards previously granted to a Participant under the Omnibus Plan.

The Board may, by resolution, but subject to applicable regulatory approvals, decide that any of the provisions of the Omnibus Plan concerning the effect of the termination of the Participant's employment or engagement shall not apply for any reason acceptable to the Board.

Other than by will or under the law of succession, or as expressly permitted by the Board, or as otherwise set forth herein, Awards are not assignable or transferable. Awards may only be exercised: (a) by the Participant to whom the Awards were granted; (b) with the Resulting Issuer's prior written approval and subject to such conditions as the Resulting Issuer may stipulate; (c) upon the Participant's death, by the legal representative of the Participant's estate; or (d) upon the Participant's incapacity, the legal representative having authority to deal with the property of the Participant.

Options

The Board shall determine, at the time of granting the particular Option, the period during which the Option is exercisable, commencing on the date such Option is granted to the Participant and ending as specified in the Omnibus Plan or in the underlying option agreement, but in no event shall an Option expire on a date which is later than ten (10) years from the date the Option is granted. Unless otherwise determined by the Board, all unexercised Options shall be cancelled at the expiry of such Options. The price payable by a Participant to acquire a Subordinate Voting Share upon exercising an Option ("**Option Price**") shall be fixed by the Board when such Option is granted, but shall not be less than the Market Value of the Subordinate Voting Shares on the trading day immediately preceding the date of the granting of the Option.

Should the expiration date for an Option fall within a Black-Out Period, such expiration date shall be automatically extended without any further act or formality to that date which is the tenth business day after the end of the Black-Out Period, such tenth (10th) business day to be considered the expiration date for such Option for all purposes under the Omnibus Plan. The ten (10) business day period may not be extended by the Board.

The Board has the discretion to determine the vesting schedule of any Option and the Board shall have the full power and authority to accelerate the vesting or exercisability of all or any portion of any Option. Once a portion of an Option that has vested becomes exercisable, it remains exercisable until expiration of termination of the Option, unless otherwise specified by the Board in connection with the grant of such Option.

SVS in respect of which Options are not exercised due to the expiration, termination or lapse of such Options, shall not become available for Options to be granted thereafter pursuant to the provisions of the Plan. For greater certainty, Subordinate Voting Shares in respect of Options which are exercised shall not become available for Options to be granted thereafter pursuant to the provisions of Omnibus Plan.

DSUs

A DSU is an Award of phantom share units to a Participant, subject to restrictions and conditions as the Board may determine at the time of grant. Subject to the provisions set forth and any shareholder or regulatory approval which may be required, the Board shall, from time to time by resolution, in its sole discretion, (i) designate the Eligible Directors who may receive DSUs under the Omnibus Plan, (ii) fix the number of DSUs, if any, to be granted to each Eligible Director and the date or dates on which such DSUs shall be granted, and (iii) determine the relevant conditions and vesting provisions of such DSUs, the whole subject to the terms and conditions prescribed in this Omnibus Plan.

Subject to vesting and other conditions and provisions set forth in the Omnibus Plan and in an agreement relating to a grant of DSUs the Board shall determine whether each DSU awarded to a Participant shall entitle the Participant: (i) to receive one (1) SVS issued from treasury or purchased on the open market; (ii) to receive the cash equivalent of one (1) SVS; or (iii) to elect to receive either one (1) SVS from treasury or purchased on the open market, the cash equivalent of one (1) SVS or a combination of cash and SVS.

Each Eligible Director (i) shall receive such portion of his Board Retainer in the form of DSUs as may be determined by the compensation policies of the Board from time to time (the "**Mandatory Portion**"), and (ii) may elect to receive any portion, up to 100%, of the balance of his or her Board Retainer in the form of DSUs (the "**Voluntary Portion**").

Each Eligible Director will receive such number of DSUs as is obtained by dividing the sum of any Mandatory Portion and the Voluntary Portion payable quarterly to the Eligible Director by the "Market Value" (being the 5 day volume weighted average price of the SVS on the exchange) on the date on which the DSUs are awarded.

DSUs shall be awarded to Eligible Directors quarterly on the last day of each fiscal quarter (or, if not a business day, on the following business day), unless otherwise determined by the Board. Any Participant may elect to receive the equivalent of any Mandatory Portion in cash instead of DSUs if (i) the Participant purchases in the open market the same number of SVS he or she would have received in the form of DSUs, or (ii) the Participant is otherwise exempted by the Board for any reason, provided that with respect to U.S. Participants, any such election by a Participant to receive cash in lieu of DSUs, or any such exemption by the Board, must occur by December 31st of the year prior to the calendar year in which the services giving rise to such Mandatory Portion are performed.

A Participant who is not a U.S. Participant and who (i) ceases to be a director of the Resulting Issuer; (ii) ceases to be employed by the Resulting Issuer or its Subsidiaries; or (iii) ceases to provide services to the Resulting Issuer or its Subsidiaries, as applicable (or, if deceased, his or her estate, succession, heirs or legal representatives) may request the settlement of all (but not less than all) of his or her DSUs at any time during the period between the date on which he or she ceases to be a director and the "DSU Expiry Date"

(being the business day preceding December 31 of the calendar year following the calendar year during which a Participant (i) ceases to be a director of the Resulting Issuer; (ii) ceases to be employed by the Resulting Issuer or its subsidiaries; or (iii) ceases to provide services to the Resulting Issuer or its subsidiaries, as applicable), in such manner as the Board may determine and in accordance with such rules and regulations as the Board may prescribe. With respect to DSUs of a U.S. Participant, the DSU Settlement Date is the date of the U.S. Participant's Separation from Service, provided that if the U.S. Participant is a specified employee within the meaning of Section 409A of the Code (a "**Specified Employee**"), the DSU Settlement Date will be the first day of the seventh (7th) month following the date of the U.S. Participant's Separation from Service. Any DSU of a Participant who is not a U.S. Participant which has not been settled prior to the DSU Expiry Date, provided that with respect to DSUs of a U.S. Participant, settlement of DSUs shall take place on or before December 31st of the calendar year in which the Settlement Date occurs, or, if later, on or before the date that is two and one-half (2 ½) months following the Settlement Date and the U.S. Participant shall have no ability to influence, directly or indirectly, the calendar year in which settlement will occur (the "**U.S. DSU Outside Settlement Date**"), shall be automatically settled on the DSU Expiry Date.

Notwithstanding any other provision of the Omnibus Plan, in the event that a DSU settlement date occurs during a Black-Out Period or other trading restriction imposed by the Resulting Issuer, then settlement of the applicable DSUs shall be automatically extended to the tenth (10th) business day following the date that such Black-Out Period or other trading restriction is lifted, terminated or removed.

PSUs

A PSU is an Award entitling the recipient to receive payment based on the value of one SVS (or such reduced or increased number of SVS as shall be calculated by the Resulting Issuer depending on the level of attainment of relevant Performance Criteria) once such Award is earned and has vested, subject to such restrictions and conditions as the Board may determine at the time of grant. Conditions shall be based upon the achievement of pre-established Performance Criteria over the Performance Period as well as continuing employment or engagement with the Resulting Issuer or a Subsidiary.

Subject to the provisions set forth in the Omnibus Plan and any shareholder or regulatory approval which may be required, the Board shall, from time to time by resolution, in its sole discretion, (i) designate the Eligible Participants who may receive PSUs under the Omnibus Plan (ii) fix the number of PSUs, if any, to be granted to each Eligible Participant and the date or dates on which such PSUs shall be granted, and (iii) determine the relevant conditions and vesting provisions (including the applicable Performance Period and Performance Criteria) and Unit Restriction Period of such PSUs, the whole subject to the terms and conditions prescribed in the Omnibus Plan and in any PSU Agreement.

Subject to the PSU Agreement, the Board shall determine whether each PSU awarded to a Participant shall entitle the Participant: (i) to receive one (1) SVS issued from treasury or purchased on the open market; (ii) to receive the Cash Equivalent of one (1) SVS; or (iii) to elect to receive either one (1) SVS from treasury or purchased on the open market, the Cash Equivalent of one (1) SVS or a combination of cash and SVS.

PSUs shall be settled by the Participant at any time beginning on the first Business Day following their PSU Vesting Determination Date but no later than the last day of the Unit Restriction Period. Unless otherwise determined by the Board, all unvested PSUs shall be cancelled on the PSU Vesting Determination Date and, in any event, no later than the last day of the Unit Restriction Period.

For each award of PSUs, the Board shall establish the period (the "**Performance Period**") in which any Performance Criteria and other vesting conditions must be met in order for a Participant to be entitled to

receive SVS in exchange for all or a portion of the PSUs held by such Participant, provided that such Performance Period may not expire after the last day of the Unit Restriction Period.

Except as otherwise provided in the PSU Agreement, in the event that the vesting conditions, the Performance Criteria and Performance Period of a PSU are satisfied: (a) all of the vested PSUs covered by a particular grant to a Participant who is not a U.S. Participant may, be settled at on any day (each such day being a "**PSU Settlement Date**") beginning on the PSUs Vesting Determination Date and ending on or before the last day of the Unit Restriction Period by delivering a Unit Settlement Notice in respect of any or all vested PSUs held by such Participant. PSUs of a U.S. Participant will be settled by the Resulting Issuer on or before March 15th of the year immediately following the calendar year in which the PSU Vesting Determination Date occurred but no later than the last day of the Unit Restriction Period and the U.S. Participant shall have no ability to influence, directly or indirectly, the calendar year in which the PSUs will be settled; and (b) any vested PSU of a Participant who is not a U.S. Participant for which no Unit Settlement Notice has been delivered prior to the last day of the Unit Restriction Period shall be automatically settled on the last day of the Unit Restriction Period.

Settlement of PSUs shall take place promptly following the PSU Settlement Date and, for greater certainty, before the last day of the Unit Restriction Period, and with respect to U.S. Participants on or before March 15th of the year immediately following the year in which the PSU Vesting Determination Date occurs and no later than the last day of the Unit Restriction Period and the U.S. Participant shall have no ability to influence, directly or indirectly, the calendar year in which the PSUs will be settled through: (a) in the case of the settlement of PSUs for their Cash Equivalent, delivery of a cheque to the Participant representing the Cash Equivalent; (b) in the case of the settlement of PSUs for SVS, delivery of a share certificate to the Participant or the entry of the Participant's name on the share register for the SVS; or (c) in the case of settlement of the PSUs for a combination of SVS and the Cash Equivalent, a combination of (a) and (b) above.

RSUs

A RSU is an Award granted for services rendered in a particular year entitling the recipient to receive payment based on the value of one SVS once such Award has vested, subject to such restrictions and conditions as the Board may determine at the time of grant. Conditions may be based on continuing employment (or engagement) with the Resulting Issuer or a subsidiary.

Unless otherwise set forth in an underlying RSU Agreement, each RSU shall vest as to 1/3 on each of the first, second and third anniversary of the date of grant provided the Participant remains in continuous service with the Resulting Issuer or an affiliate from the date of grant of the RSU through such vesting date (each such date being the RSU vesting date). Notwithstanding the foregoing, if the Board in its discretion waives all vesting conditions or deems them satisfied, the date of such determination by the Board will be the RSU Vesting Date. Subject to the vesting and other conditions and provisions set forth in the Omnibus Plan and in an underlying RSU Agreement, the Board shall determine whether each RSU awarded to a Participant shall entitle the Participant: (i) to receive one (1) SVS issued from treasury or purchased on the open market; (ii) to receive the cash equivalent of one (1) SVS; or (iii) to elect to receive either one SVS from treasury or purchased on the open market, the cash equivalent of one (1) SVS or a combination of cash and SVS.

Except as otherwise provided in an agreement relating to a grant of RSUs: (a) all of the vested RSUs covered by a particular grant may, be settled at on any date (each such day being a "RSU Settlement Date") on or before the last day of the applicable restriction period (which shall end on the business day preceding December 31 of the calendar year which is three (3) years after the calendar year in which the services in relation to which the RSU is granted were performed, or such shorter period as may be determined by the Board at the time the RSU is granted), by delivering a settlement notice in respect of any or all vested RSUs

held by such Participant or U.S. Participant; and (b) any vested RSU for which no settlement notice has been delivered prior to the last day of the applicable restriction period, shall be automatically settled on the last day of such restriction period.

Settlement of RSUs shall take place promptly following the RSU Settlement Date through: (a) in the case of settlement of RSUs for their cash equivalent, delivery of a cheque to the Participant or U.S. Participant representing the cash equivalent; (b) in the case of settlement of RSUs for SVS, delivery of a share certificate to the Participant or U.S. Participant or the entry of the Participant's or U.S. Participant's name on the share register for the SVS; or (c) in the case of settlement of the RSUs for a combination of SVS and the cash equivalent, a combination of (a) and (b).

Notwithstanding any other provision of the Omnibus Plan, in the event that a RSU Settlement Date falls during a Black-Out Period or other trading restriction imposed by the Resulting Issuer and the Participant or U.S. Participant has not delivered a Unit Settlement Notice, then such RSU Settlement Date shall be automatically extended to the tenth (10th) Business Day following the date that such Black-Out Period or other trading restriction is lifted, terminated or removed.

Options

Immediately after Closing, an aggregate of 2,683,061 SVS are anticipated to be reserved for issuance pursuant to the following Options:

Optionee	Number of Options	Exercise Price	Expiry Date
Current Directors and Officers of G2G	90,000	$0.10	As per the Omnibus Plan
Directors and Officers of the Resulting Issuer	2,593,061	US $0.65672	March 18, 2031 and in accordance with the Legacy Incentive Plan
Other Eligible Participants	N/A	N/A	N/A
TOTAL	**2,683,061**	-	-

It is expected that the Resulting Issuer will maintain the Legacy Incentive Plan as well as adopting the new the Omnibus Plan (as described respectively described above under the headings "*Security Based Compensation – Legacy Incentive Plan*" and "*– Omnibus Plan*").

Escrow Securities

There are three classes of escrow to which certain Resulting Issuer Shares will be subject: (i) CPC Escrow Shares; (ii) Surplus Shares; and (iii) Value Shares. The CPC Escrow Shares are subject to an escrow that continues as part of the initial public offering of G2G, while the Surplus Shares and Value Shares are subject to an escrow as a result of the Transaction.

CPC Escrow Shares

As of the date of this Filing Statement, all of the 3,000,000 Common Shares (pre-Consolidation) issued in connection with the initial public offering of G2G are deposited with the Escrow Agent under the CPC Escrow Agreement.

The following table sets out, as of the date hereof, the name of the securityholders whose Resulting Issuer Shares will continue to be subject to the CPC Escrow Agreement following completion of the Transaction. Upon completion of the Transaction, a total of 666,667 SVS (3,000,000 Common Shares, pre-Consolidation and before the completion of the Transaction) will be in escrow pursuant to the CPC Escrow Agreement.

	Prior to Giving Effect to the Consolidation and the Transaction			After Giving Effect to the Consolidation and the Transaction		
Name and Municipality of Residence	**Designation of Class**	**Number of Securities held in Escrow**	**Percentage of Class**	**Designation of Resulting Issuer Class**	**Number of Securities to be held in Escrow**	**Percentage of Class**
James Cassina	Common Shares	2,200,000	40.65%	SVS	488,889	2.21%
Sandra Hall	Common Shares	250,000	4.62%	SVS	55,556	0.25%
Wayne Egan (1)	Common Shares	200,000	3.70%	SVS	44,444	0.20%
Terama Company Limited(2)	Common Shares	350,000	6.47%	SVS	77,778	0.35%

Note:
(1) Held by Wayne Egan Professional Corporation (No.2).
(2) Controlled by Karin Sanchez and Robert Cordes

CPC Escrow Shares are Resulting Issuer Shares held in escrow pursuant to the CPC Escrow Agreement, which complies with the requirements of the CPC Policy. The CPC Escrow Shares are released in accordance with the following timeline:

% of Resulting Issuer Shares Released from Escrow	Release Date
25%	Date of Final Exchange Bulletin
25%	6 months from Final Exchange Bulletin
25%	12 months from Final Exchange Bulletin
25%	18 months from Final Exchange Bulletin

Surplus Shares

Shares held by Principals or acquired by Principals of NVG or the Resulting Issuer prior to or in connection with the Transaction will be deposited with the Escrow Agent under a new Tier 2 surplus escrow agreement to be entered into on closing of the Transaction (the "**Surplus Escrow Agreement**").

The following table sets out, as of the date hereof, the name of the securityholders whose Resulting Issuer Shares will be subject to the Surplus Escrow Agreement following completion of the Transaction. Upon completion of the Transaction, a total of 4,793,216 SVS, 239,146 PVS and 2,491,493 Options (14,191,036 NVG Shares, 1,955,173 NVG RSUs and 1,401,020 NVG Options before the completion of the Transaction) will be in escrow pursuant to the Surplus Escrow Agreement.

	Prior to Giving Effect to the Consolidation and the Transaction			After Giving Effect to the Consolidation and the Transaction		
Name and Municipality of Residence	**Designation of Class**	**Number of Securities held in Escrow**	**Percentage of Class**	**Designation of Resulting Issuer Class**	**Number of Securities to be held in Escrow**	**Percentage of Class**
Daren Trousdell(1)	NVG Shares	13,332,149	80.08%	PVS	237,045	87.38%
Aimee Lessard	NVG Shares	118,212	0.71%	PVS	2,101	0.77%
Andre Garber(2)	NVG Shares	740,675	4.45%	SVS	1,316,920	5.95%

	Prior to Giving Effect to the Consolidation and the Transaction			After Giving Effect to the Consolidation and the Transaction		
Name and Municipality of Residence	**Designation of Class**	**Number of Securities held in Escrow**	**Percentage of Class**	**Designation of Resulting Issuer Class**	**Number of Securities to be held in Escrow**	**Percentage of Class**
Andre Garber[(2)]	NVG RSUs	1,722,366	70.15%	SVS	3,062,366	13.84%
John Adamovich	NVG RSUs	232,807	9.48%	SVS	413,930	1.87%%
John Adamovich	NVG Options	166,639	11.04%	Options	296,284	11.04%
Andre Garber[(2)]	NVG Options	1,234,651	84.66%	Options	2,195,209	81.82%

Notes:
(1) Held by KOAT Holdings LLC.
(2) Held by Variety Ventures Ltd.

The Resulting Issuer Shares will be listed on the TSXV as a Tier 2 Issuer and the Resulting Issuer Shares listed above will be considered as Surplus Shares. The schedule of release of the Surplus Escrow Agreement will be as follows:

% of Surplus Shares Released from Escrow	Release Date
5%	Date of Final Exchange Bulletin
5%	6 months from Final Exchange Bulletin
10%	12 months from Final Exchange Bulletin
10%	18 months from Final Exchange Bulletin
15%	24 months from Final Exchange Bulletin
15%	30 months from Final Exchange Bulletin
40%	36 months from Final Exchange Bulletin

If the Resulting Issuer graduates on the TSXV to Tier 1, the Surplus Escrow Agreement will be revised to the following schedule of release, applied retroactively from the date of Final Exchange Bulletin:

% of Surplus Shares Released from Escrow	Release Date
10%	Date of Final Exchange Bulletin
20%	6 months from Final Exchange Bulletin
30%	12 months from Final Exchange Bulletin
40%	18 months from Final Exchange Bulletin

Seed Share Resale Restrictions - Value Shares

Pursuant to Exchange Policy 5.4 - *Escrow, Vendor Consideration and Resale Restrictions*, certain non-Principal holders of NVG Shares and RSUs, upon exchange into Resulting Issuer Shares, will be subject to seed share resale restrictions ("**SSRRs**"). The terms of the SSRRs are based on the length of time such NVG Shares and RSUs have been held and the price at which such NVG Shares and RSUs were originally issued. In accordance with the policies of the TSXV, non-Principals will be subject to SSRRs that require

an aggregate of 333,496 Resulting Issuer Shares ("**Value Shares**") to be deposited with the Escrow Agent under a new Tier 2 value escrow agreement to be entered into on closing of the Transaction (the "**Value Escrow Agreement**").

The following table sets out the Value Shares subject to the Value Escrow Agreement following completion of the Transaction:

Designation of Resulting Issuer Class	Aggregate Number of Securities Subject to SSRRs	Percentage of Class	Expiry Date of the SSRRs
PVS	3,212	10%	Date of Final Exchange Bulletin
PVS	4,819	15%	6 months from Final Exchange Bulletin
PVS	4,819	15%	12 months from Final Exchange Bulletin
PVS	4,819	15%	18 months from Final Exchange Bulletin
PVS	4,819	15%	24 months from Final Exchange Bulletin
PVS	4,819	15%	30 months from Final Exchange Bulletin
PVS	4,820	15%	36 months from Final Exchange Bulletin
SVS	33,486	10%	Date of Final Exchange Bulletin
SVS	50,228	15%	6 months from Final Exchange Bulletin
SVS	50,228	15%	12 months from Final Exchange Bulletin
SVS	50,228	15%	18 months from Final Exchange Bulletin
SVS	50,228	15%	24 months from Final Exchange Bulletin
SVS	50,228	15%	30 months from Final Exchange Bulletin
SVS	50,229	15%	36 months from Final Exchange Bulletin

If the Resulting Issuer graduates on the TSXV to Tier 1, the Value Escrow Agreement will be revised to the following schedule of release, applied retroactively from the date of Final Exchange Bulletin:

% of Value Shares Released from Escrow	Release Date
25%	Date of Final Exchange Bulletin
25%	6 months from Final Exchange Bulletin
25%	12 months from Final Exchange Bulletin
25%	18 months from Final Exchange Bulletin

Seed Share Resale Restrictions - Lock-Up Agreements

Shareholders that hold an aggregate of 6,110,705 Resulting Issuer Shares and 2,593,061 Options entered into lock-up agreements on closing of the Private Placement. As such, the shareholders are under voluntary SSRRs on the following terms:

NVG Shareholders or Principals	Designation of Resulting Issuer Class	Aggregate Number of Securities Subject to SSRRs	SSRRs
Principals	PVS	239,146	120 days following the Escrow Release Date.
NVG Shareholders	PVS	32,124	120 days following the Escrow Release Date.
Principals	SVS	4,793,216	120 days following the Escrow Release Date.

NVG Shareholders or Principals	Designation of Resulting Issuer Class	Aggregate Number of Securities Subject to SSRRs	SSRRs
NVG Shareholders	SVS	1,046,219	120 days following the Escrow Release Date.
Principals	Options	2,491,493	120 days following the Escrow Release Date.
NVG Shareholders	Options	101,568	120 days following the Escrow Release Date.

PART IV – RISK FACTORS

Where used in this "*Part IV – Risk Factors*" section, "NVG" refers to either NVG, its subsidiaries or the Resulting Issuer as the context may require. The current business of NVG will be the business of the Resulting Issuer upon Completion of the Transaction. Accordingly, risk factors relating to NVG's current business will be risk factors relating to the Resulting Issuer's business and references to NVG in these risk factors should, where the context requires, be read to include the risks of NVG. Due to the nature of NVG's business, the legal and economic climate in which it operates and its present stage of development, NVG is subject to significant risks. The risks presented below should not be considered to be exhaustive and may not be all of the risks that NVG may face. NVG's future development and operating results may be very different from those expected as at the date of this Filing Statement. Additional risks and uncertainties not presently known to NVG or that NVG currently considers immaterial may also impair the business and operations of NVG and cause the trading price of the Resulting Issuer Shares to decline. If any of the following or other risks occur, NVG's business, prospects, financial condition, results of operations and cash flows could be materially adversely impacted. In that event, the trading price of the Resulting Issuer Shares could decline and investors could lose all or part of their investment. There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the risks described below or other unforeseen risks. Readers should carefully consider all such risks and other information elsewhere in this Filing Statement before making an investment in NVG, and should not rely upon forward-looking statements as a prediction of future results. Risk factors relating to NVG include, but are not limited to, the factors set out below.

Business and Industry Risks

Limited Operating History

NVG has a limited operating history upon which its business and future prospects may be evaluated. NVG will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its operating goals. In order for NVG to meet future operating and debt service requirements, it will need to be successful in its growth, marketing and sales efforts. Additionally, in the event NVG experiences outsized growth, its current operational infrastructure may require changes to scale its business efficiently and effectively to keep pace with demand, and achieve long-term profitability. If NVG's products and services are not accepted by new customers, NVG's operating results may be materially and adversely affected.

Growth-Related Risks

NVG may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of NVG to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of NVG to deal with this growth may have a material adverse effect on NVG's business, financial condition, results of operations and prospects.

Inability or cost of integrating acquired companies

NVG may fail to identify targets for acquisition. The success of the acquisition of companies will depend, in part, on the ability of NVG to realize the anticipated benefits and synergies from integrating those companies into the businesses of NVG.

NVG may not be able to successfully integrate and combine the operations, personnel and technology infrastructure of the acquired companies with its existing operations. If integration is not managed

successfully by NVG's management, NVG may experience interruptions in its business activities, deterioration in its employee and customer relationships, increased costs of integration and harm to its reputation, all of which could have a material adverse effect on NVG's business, financial condition and results of operations. NVG may experience difficulties in combining corporate cultures, maintaining employee morale and retaining key employees. The integration of the acquired companies may also impose substantial demands on NVG's management. There is no assurance that these acquisitions will be successfully integrated in a timely manner. The challenges involved in NVG's integration of the acquired companies may include, among other things, the following:

- the necessity of coordinating both geographically disparate and geographically overlapping organizations;
- retaining key personnel, including addressing the uncertainties of key employees regarding their future;
- integrating the acquired companies into NVG's accounting system and adjusting NVG's internal control environment to cover the operations of the acquired companies;
- integration of information technology systems and resources;
- performance shortfalls relative to expectations at one or both of the businesses as a result of the diversion of management's attention to the integration of the acquired companies; and
- unplanned costs required to integrate the acquired companies with NVG's existing business.

Competition

Numerous factors will affect the NVG's competitive position. Other companies may decide to enter the space and could have substantially greater financial, marketing and other resources. Several of these companies may have greater name recognition and well-established relationships with some of the NVG's target customers. Furthermore, these potential competitors may be able to adopt more aggressive pricing policies or updated technology and offer better terms to customers than NVG is able to offer. NVG may face increasing price pressure or technological development from competitors and customers. Existing and potential competitors may also develop enhancements to, or future generations of, the software used in the NVG's business and thus, provide better services than NVG.

It is possible that NVG will face additional competition from new entrants. To remain competitive, NVG will require a continued high level of marketing, sales, and support to its clients. NVG may not have sufficient resources to maintain marketing, sales and support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of NVG.

Reliance on Management

Investors must rely on the judgment, experience, ability and good faith of NVG, and its directors, officers, employees and affiliates and their consultants and advisors and, in part, on their continuing ability to hire and retain knowledgeable personnel in exercising this responsibility. Directors and officers NVG are not required to devote all of their business time and attention to the NVG's business.

Reliance on Contracts with Key Customers

Revenues attributable to NVG's business is dependent upon certain significant customers. There can be no assurance that NVG's contracts with these key customers will be renewed or that NVG's services will continue to be utilized by those key customers. There could be material adverse effects on the businesses of NVG if a key client does not renew its contracts with NVG, or elects to terminate its contracts with NVG

in favour of another service provider. Furthermore, there is no assurance that any new agreement or renewal entered into by NVG with its customers will have terms similar to those contained in current arrangements, and the failure to obtain those terms could have an adverse effect on NVG's business. In some cases, these contracts may be terminated by the counterparty at any time for convenience. In addition, our expectations for future renewals of, and other opportunities arising from, these contracts may prove to be incorrect. There can be no assurance that such renewals or opportunities will materialize. Various factors may affect the performance, duration and renewal of these contracts, including changes or shifts in government policies, priorities or funding levels or budgets in respect of these programs and the other risk factors described hereunder.

Factors which may Prevent Realization of Growth Targets

NVG is still developing and growing its business. There is a risk that these additional objectives will not be achieved on time, on budget, or at all, as they can be adversely affected by a variety of factors, including some that are discussed elsewhere in these risk factors and the following: failure to identify, acquire and successfully integrate acquired businesses; non-performance or failure of technology from third party contractors; developing technology is subject to change; new competition; inability to acquire sufficient financing to fund operations; cyber-attacks or failure with respect to NVG's systems; increases in independent contractor costs; and litigation. As a result, there is a risk that NVG may not have sufficient capacity to meet the anticipated demand or to meet future demand when it arises.

Rapid Technological and Legal Change

NVG operates in an industry which experiences frequent new product introductions and evolving industry standards, which could cause NVG's products and software solutions to become obsolete. The length or direction of NVG's development cycle may impact its ability to react to new technology trends and customer needs. Further, NVG operates in an industry which continues to experience changes in laws and regulations, which could adversely impact NVG's business or product offerings. Evolving and changing definitions of personal information, within Canada, the United States and elsewhere, especially relating to classification of machine or device identifiers, location data and other information, may cause NVG to, in the future, change business practices, or limit or inhibit NVG's ability to operate or expand its business. Data protection and privacy-related laws and regulations are evolving and may result in ever-increasing regulatory and public scrutiny and escalating levels of enforcement and sanctions. Failure of NVG or its partners to comply with new or existing privacy policies, and privacy-related and data protection laws and regulations could result in proceedings and/or fines with adverse effect on the operating results and on the business.

Failure to Innovate

NVG's success depends upon its ability to design, develop, test, market, license and support new software products and enhancements of current products on a timely basis in response to both competitive threats and marketplace demands. In addition, software products and enhancements must remain compatible with the other software products and systems used by its customers. Often, NVG must integrate software licensed or acquired from third parties with its proprietary software to create or improve its products. If NVG is unable to successfully integrate third party software to develop new software products and enhancements to existing products, or to complete products currently under development, its operating results will materially suffer. In addition, if the integrated or new products or enhancements do not achieve acceptance by the marketplace, NVG's operating results will materially suffer. Also, if new industry standards emerge that NVG does not anticipate or adapt to, its software products could be rendered obsolete and, as a result, its business and operating results, as well as its ability to compete in the marketplace, would be materially harmed.

Reliance on Third Party Software and Providers

NVG currently depends upon third party software products and third party service providers, as applicable, to provide services to its clients. If in the future such reliance existed and the software products and providers, as applicable, were not available, NVG might experience delays or increased costs in the provision of its services. Should NVG in the future rely upon third-party software licenses, or third party service providers, as applicable, that may not continue to be available to NVG, and the related software may not continue to be appropriately supported, maintained, or enhanced by the licensors, the loss by NVG of the license to use, or the inability by licensors to support, maintain, and enhance any of such software, could result in increased costs or in delays or reductions in services provided to clients until equivalent software is developed or licensed and integrated with NVG clients. Such increased costs or delays could materially adversely affect its business. The loss of the NVG's rights to use software licensed to it by third parties, or alternative third party service providers, as applicable, could increase its operating expenses by forcing the NVG to seek alternative technology and materially adversely affect its ability to compete. If the NVG is unable to address weaknesses resulting from problems with third party software products or service providers such that its products do not meet customer needs or expectations, its reputation, and consequently, its business may be significantly harmed.

Reliance on Third-Party-Owned Communication Networks

The delivery of NVG's products and services and a significant portion of NVG's expected revenues are dependent on the continued use and expansion of third-party-owned communication networks, including wireless networks and the Internet. No assurance can be given of the continued use and expansion of these networks as a medium of communications for NVG. Effective delivery of NVG's products and services through the Internet is dependent on Internet service providers continuing to expand high-speed Internet access, maintaining reliable networks with the necessary speeds, data capacity and security, and developing complementary products and services for providing reliable and timely access and services. Changes in access fees (for example, revising the application of bandwidth caps or other metered usage schemes) to users may adversely affect the ability or willingness of users to access NVG's products and services. Changes in access fees to distributors, such as NVG or its service providers, or a departure from "net neutrality" (the principle that all forms of Internet traffic (including video, voice, and text) are subject to equal treatment in transmission speed and quality) or its governing regulations could result in increased costs to NVG. All of these factors are out of NVG's control and the manifestation of any of them could ultimately have a material adverse effect on NVG's prospects, business, financial condition or results of operations. In addition, increasing traffic, user numbers or bandwidth requirements may result in a decline in Internet (or a subset thereof, including in particular mobile Internet) performance and/or Internet reliability. Internet outages or delays or loss of network connectivity may result in partial or total failure of NVG's services, additional and unexpected expenses to fund further product development or to add programming personnel to complete a development project, loss of revenue because of the inability of clients to use NVG's products and services, or the cancellation or discontinuation by clients of NVG's services, any of which could have a material adverse effect on NVG's prospects, business, financial condition or results of operations.

Failure to Protect Intellectual Property

Failure to protect NVG's intellectual property could harm its ability to compete effectively. NVG is highly dependent on its ability to protect its proprietary technology. NVG intends to rely on a combination of copyright, trademark and trade secret laws, as well as non-disclosure agreements and other contractual provisions to establish and maintain its proprietary rights. NVG intends to protect its rights vigorously. However, there can be no assurance that these measures will, in all cases, be successful. Enforcement of NVG's intellectual property rights may be difficult. While U.S. and Canadian copyright laws, international

conventions and international treaties may provide meaningful protection against unauthorized duplication of software, the laws of some foreign jurisdictions may not protect proprietary rights to the same extent as the laws of Canada or of the United States. The absence of internationally harmonized intellectual property laws makes it more difficult to ensure consistent protection of NVG's proprietary rights. Software piracy has been, and is expected to be, a persistent problem for the software industry, and piracy of NVG's products represents a loss of revenue to NVG. Despite the precautions NVG may take, unauthorized third parties, including its competitors, may be able to: (i) copy certain portions of its products; or (ii) reverse engineer or obtain and use information that NVG regards as proprietary. Also, NVG's competitors could independently develop technologies that are perceived to be substantially equivalent or superior to NVG's technologies. NVG's competitive position may be materially adversely affected by its possible inability to effectively protect its intellectual property.

Information Technology Defects

The integrity, reliability and operational performance of NVG's information technology ("IT") systems are critical to NVG's ability to meet its business objectives. NVG's IT systems may be damaged or interrupted by unforeseen or unanticipated increases in usage, human error, unauthorised access, natural hazards or disasters or similarly disruptive events. Any failure of these IT systems or the telecommunications and/or other third-party infrastructure on which such systems rely, as described in "Reliance on Third-Party Owned Communication Networks", could lead to significant costs and disruptions that could reduce NVG's revenue, harm NVG's business reputation and have a material adverse effect on NVG's prospects, business, financial condition or results of operations. NVG has procedures and measures in place to protect against network or IT system failures or disruptions. However, those procedures and measures may not be effective to ensure that NVG is able to carry on its business in the ordinary course if they fail or are disrupted. In addition, NVG's IT systems may not be effective in detecting any intrusion or other security breaches, or safeguarding against sabotage, hackers, denial of service attacks, viruses or cybercrime. Any failure in these protections could harm NVG's business reputation and have a material adverse effect on NVG's prospects, business, financial condition or results of operations.

Use of Open Source Software

NVG's software makes use of and incorporates open source software components. These components are developed by third parties over whom NVG has no control. There are no assurances that those components do not infringe upon the intellectual property rights of others. NVG could be exposed to infringement claims and liability in connection with the use of those open source software components, and NVG may be forced to replace those components with internally developed software or software obtained from another supplier, which may increase its expenses. The developers of open source software are usually under no obligation to maintain or update that software, and NVG may be forced to maintain or update such software itself or replace such software with internally developed software or software obtained from another supplier, which may increase its expenses. Making such replacements could also delay enhancements to its products. Certain open source software licenses provide that the licensed software may be freely used, modified and distributed to others provided that any modifications made to such software, including the source code to such modifications, are also made available under the same terms and conditions. As a result, any modifications NVG makes to such software will be available to all downstream users of the software, including its competitors. In addition, certain open source licenses provide that if NVG wishes to combine the licensed software, in whole or in part, with its proprietary software, and distribute copies of the resulting combined work, NVG may only do so if such copies are distributed under the same terms and conditions as the open source software component of the work was licensed to NVG, including the requirement to make the source code to the entire work available to recipients of such copies. The types of combinations of open source software and proprietary code that are covered by the requirement to release the source code to the entire combined work are uncertain and much debated by users of open source software. An incorrect

determination as to whether a combination is governed by such provisions will result in non-compliance with the terms of the open source license. Such non-compliance could result in the termination of NVG's license to use, modify and distribute copies of the affected open source software and NVG may be forced to replace such open source software with internally developed software or software obtained from another supplier, which may increase its expenses. In addition to terminating the affected open source license, the licensor of such open source software may seek to have a court order that the proprietary software that was combined with the open source software be made available to others, including its competitors, under the terms and conditions of the applicable open source license.

Risks Related to Collection Processing of Data; Cyber Security Risks

NVG obtains, stores and processes a large amount of data. Any real or perceived improper or unauthorized use of, disclosure of, or access to such data could harm NVG's reputation, as well as have a material and adverse effect on NVG's business. Cybersecurity risk is the risk of harm, loss and liability resulting from a failure or breach of information technology systems. NVG and its third-party partners and service providers, including third-party data centers and cloud computing providers that NVG uses, obtain and process large amounts of sensitive data, potentially including personal identifiable information ("PII"). NVG faces risks in the handling and protection of this data, including PII, and these risks will increase as NVG's business continues to expand to include new products and technologies. NVG has administrative, technical, and cyber security deterrence measures in place, as well as procedures in place to contractually require third parties to whom NVG transfers data to implement and maintain appropriate security measures.

In addition, while NVG takes steps to avoid unlawful collection of PII about consumers, it may inadvertently receive this information in the course of its business, in which case it may log this information and may inadvertently release it in contravention of applicable privacy legislation. NVG's failure to comply with applicable laws and regulations, or to protect personal information, could result in enforcement action against NVG, including fines, imprisonment of its officers and public censure, claims for damages by consumers and other affected individuals, damage to NVG's reputation and loss of goodwill, any of which could have a material adverse impact on operations, financial performance and business. If security measures are inadequate or are breached as a result of third-party action, employee error, malfeasance, malware, phishing, hacking attacks, system error, trickery, or otherwise, and, as a result, bad actors obtain unauthorized access to sensitive information, including personally identifiable information, or if NVG suffers a ransomware or advanced persistent threat attack, or if any of the foregoing is reported or perceived to have occurred, NVG's reputation and business could be damaged. Any perceived or actual breach of security, regardless of how it occurs or the extent of the breach, could have a significant impact on NVG's operations, require NVG to expend significant funds to remedy problems caused by breaches and to implement measures to prevent further breaches, cease operations, and expose NVG to legal risk and potential liability including resulting from governmental or regulatory investigations, class action litigation and costs associated with remediation, such as fraud monitoring. It is increasingly difficult to identify and protect against these risks due to the rapidly evolving nature of the threats.

Conflicts of Interest

NVG may be subject to various potential conflicts of interest because of the fact that some of its officers, directors and consultants may be engaged in a range of business activities, including certain officers, directors and consultants that provide services to other companies involved in data analytics. NVG's executive officers, directors and consultants may devote time to their outside business interests, so long as such activities do not materially or adversely interfere with their duties to NVG. In some cases, NVG's executive officers, directors and consultants may have fiduciary obligations associated with these business interests that may interfere with their ability to devote time to NVG's business and affairs and that could adversely affect NVG's operations. In addition, NVG may also become involved in other transactions

which conflict with the interests of its directors, officers and consultants who may from time to time deal with persons, firms, institutions or corporations with which NVG may be dealing, or which may be seeking investments similar to those desired by it. The interests of these persons could conflict with those of NVG. Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws. In particular, in the event that such a conflict of interest arises at a meeting of NVG's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with applicable laws, the directors of NVG are required to act honestly, in good faith and in the best interests of NVG.

Litigation

NVG may from time to time become party to claims and litigation proceedings, which may include those generally related to contract disputes. Such matters are subject to many uncertainties and NVG cannot predict with any assurances the outcome and ultimate financial impact from any such claims or proceedings. There can be no guarantee that actions that may be brought against NVG in the future will be resolved in its favour or that the insurance NVG carries will be available or paid to cover any litigation exposure. Any losses from settlements or adverse judgments arising out of these claims could be materially adverse to NVG.

Revenues from Government Entities

A portion of NVG's revenue is generated by sales to government entities, which are subject to a number of challenges and risks.

Sales to government entities are subject to a number of risks. Selling to government entities can be highly competitive, expensive, and time-consuming, often requiring significant upfront time and expense without any assurance that these efforts will generate a sale. Government certification requirements for products like ours may change, thereby restricting our ability to sell into the U.S. federal government, U.S. state government, or non-U.S. government sectors until we have attained the revised certification. Government demand and payment for NVG's offerings may be affected by public sector budgetary cycles and funding authorizations, with funding reductions or delays adversely affecting public sector demand for NVG's offerings.

Additionally, NVG relies on certain partners to provide technical support services to certain of NVG's government entity customers to resolve any issues relating to NVG's products. If NVG's partners do not effectively assist NVG's government entity customers in deploying NVG's products, succeed in helping NVG's government entity customers quickly resolve post-deployment issues, or provide effective ongoing support, NVG's ability to sell additional offerings to new and existing government entity customers would be adversely affected and our reputation could be damaged.

Government entities may have statutory, contractual, or other legal rights to terminate contracts with NVG or NVG's channel partners for convenience or due to a default, and any such termination may adversely affect NVG's future results of operations. Governments routinely investigate and audit government contractors' administrative processes, and any unfavorable audit could result in the government refusing to continue buying our subscriptions, a reduction of revenue, or fines or civil or criminal liability if the audit uncovers improper or illegal activities, which could adversely affect NVG's results of operations in a material way.

Novel Coronavirus "COVID-19"

The outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, including the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of NVG and its operating subsidiaries in future periods. However, depending on the length and severity of the pandemic, COVID-19 could impact NVG's operations, could postpone commercial activities, and could impair NVG's ability to raise funds depending on COVID-19s effect on capital markets.

Compliance with Debt Covenants

Certain existing debt agreements entered into by NVG and/or its subsidiaries contain certain covenants that limit NVG's ability to, among other things, borrow additional money, pay dividends, dispose of assets and acquire new businesses. These covenants may also require NVG to maintain certain charge coverage ratios. If NVG is unable to comply with such covenants, there would be a default under these debt agreements. Changes in economic or business conditions, results of operations or other factors could cause NVG to default under its debt agreements. A default, if not waived by NVG's lenders, could result in acceleration of NVG's debt and possible bankruptcy, should NVG have debt outstanding.

Collection of Amounts from Key Customers

NVG's customer base is currently concentrated. The loss of one or more of NVG's customers could have a material adverse impact on NVG's business. NVG provides estimates for uncollectible accounts based primarily on NVG's judgment using historical losses, current economic conditions and individual evaluations of each customer as evidence supporting the collectability of the receivables valuations stated on NVG's financial statements. However, NVG's receivables valuation estimates may not be accurate and receivables due from customers reflected in NVG's financial statements may not be collectible. NVG's inability to perform under any contractual obligations, or the corresponding inability or unwillingness of NVG's customers to fulfill their contractual commitments to NVG, may have a material adverse effect on NVG's financial condition, results of operations and cash flows.

Financial Support for Subsidiaries

NVG may, from time to time, provide intercompany loan agreements with NVG's subsidiaries. In funding such subsidiaries, NVG will have less cash flow available to support operations and other general activities. If NVG is unable to generate sufficient cash flows in the future to support NVG's operations and service any debt as a result of funding its subsidiaries, NVG may be required to refinance all or a portion of NVG's existing debt, as applicable, or to obtain additional financing. There can be no assurance that any refinancing will be possible or that any additional financing could be obtained on acceptable terms. The inability to service or refinance NVG's existing debt or to obtain additional financing would have a material adverse effect on NVG's financial position, liquidity, and results of operations.

Capital Resources

NVG believes its current cash position, revenue from customer and available credit lines would provide sufficient resources to fund NVG's existing operations for the foreseeable future. However, NVG may need additional capital to operate the business if: market conditions change; NVG's business plans or assumptions change; VG makes significant acquisitions; NVG needs to make significant increases in capital expenditures or working capital; NVG's is not able to obtain sufficient credit; or NVG needs to continue to provide financial support to its subsidiaries.

Resourcing for Acquisitions

NVG intends to pursue acquisitions of, and investment in, selected businesses as a core component of its growth strategy. Any future acquisition or investment may result in the use of significant amounts of cash, dilutive issuances of equity securities, or the incurrence of additional indebtedness. NVG cannot assure stakeholders that NVG's acquisitions will be successful and will not adversely affect NVG's business, result of operations or financials condition.

People

NVG's success depends on the continued efforts of its directors, executives and other key employees. NVG has employment contracts with most of its executive officers. The loss or interruption of the continued full-time service of certain NVG executive officers and key employees could have a material adverse effect on NVG's business.

Currency Fluctuations

Due to NVG's present operations in the US and Canada, and intention to expand operations in multiple jurisdictions outside of North America, NVG is expected to be exposed to significant currency fluctuations. Increased volatility in the currency markets is expected. Fluctuations in CAD, USD and other dollar exchange rates may have a material adverse effect on NVG's business, financial condition and operating results. In connection with any global expansion, NVG may be subject to additional gains or losses against various additional currencies. NVG may establish a foreign exchange hedging program in the future, with the objective of minimizing impact of fluctuations in foreign exchange rates.

Resulting Issuer Shares Related Risks

Market for Resulting Issuer Shares

There can be no assurance that an active trading market for Resulting Issuer Shares will develop or, if developed, that any market will be sustained. NVG cannot predict the prices at which Resulting Issuer Shares will trade. Fluctuations in the market price of Resulting Issuer Shares could cause an investor to lose all or part of its investment in Resulting Issuer Shares. Factors that could cause fluctuations in the trading price of Resulting Issuer Shares include: (i) announcements of new offerings, products, services or technologies; commercial relationships, acquisitions or other events by NVG or its competitors; (ii) price and volume fluctuations in the overall stock market from time to time; (iii) significant volatility in the market price and trading volume of similar companies in its industry; (iv) fluctuations in the trading volume of Resulting Issuer Shares or the size of NVG's public float; (v) actual or anticipated changes or fluctuations in NVG's results of operations; (vi) whether NVG's results of operations meet the expectations of securities analysts or investors; (vii) actual or anticipated changes in the expectations of investors or securities analysts; (viii) litigation involving NVG, its industry, or both; (ix) regulatory developments; (x) general economic conditions and trends; (xi) major catastrophic events; (xii) escrow releases, sales of large blocks of Resulting Issuer Shares; (xiii) departures of key employees or members of management; or (xiv) an adverse impact on NVG from any of the other risks cited herein.

Potential Volatility of Share Price

The market price for Resulting Issuer Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Resulting Issuer's control, including, but not limited to, the following: (i) actual or anticipated fluctuations in the Resulting Issuer's quarterly results of operations; (ii) recommendations by securities research analysts; (iii) changes in the economic performance or market valuations of other issuers that investors deem comparable to the Resulting Issuer; (iv) addition or departure of the Resulting Issuer's executive officers and other key personnel; (v) sales or anticipated sales of additional Resulting Issuer Shares; (vi) significant acquisitions or Amalgamations, strategic partnerships, joint ventures or capital commitments by or involving the Resulting Issuer or its competitors; and (vii) news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Resulting Issuer's industry or target markets. Financial markets have historically experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of public entities and that have, in many cases, been unrelated to the operating performance, underlying asset values or prospects of such entities. Accordingly, the market price of the Resulting Issuer Shares may decline even if the Resulting Issuer's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue for a protracted period of time, the trading price of the Resulting Issuer Shares may be materially adversely affected.

Significant Sales of Resulting Issuer Shares

Although Resulting Issuer Shares held by existing shareholders of NVG will be freely tradable under applicable securities legislation, Resulting Issuer Shares held by NVG's directors, executive officers, control persons and certain other securityholders may be subject to contractual lock-up restrictions and may also be subject to escrow restrictions pursuant to the policies of the TSXV. Sales of a substantial number of Resulting Issuer Shares in the public market after the expiry of lock-up or escrow restrictions, or the perception that these sales could occur, could adversely affect the market price of Resulting Issuer Shares and may make it more difficult for investors to sell Resulting Issuer Shares at a favourable time and price.

The Resulting Issuer will be authorized to issue an unlimited number of Resulting Issuer Shares for the consideration and on those terms and conditions as shall be established by the Resulting Issuer Board without shareholder approval, subject to applicable securities laws and stock exchange requirements. The Resulting Issuer shareholders will have no pre-emptive rights in connection with such further issuances.

Publication of Inaccurate or Unfavourable Research and Reports

Following the listing of the Resulting Issuer Shares, the trading market for the Resulting Issuer Shares will rely in part on the research and reports that securities analysts and other third parties choose to publish about the Resulting Issuer. The Resulting Issuer will not control these analysts or other third parties. The price of the Resulting Issuer Shares could decline if one or more securities analysts downgrade the Resulting Issuer Shares or if one or more securities analysts or other third parties publish inaccurate or unfavourable research about the Resulting Issuer or cease publishing reports about the Resulting Issuer. If one or more analysts cease coverage of the Resulting Issuer or fail to regularly publish reports on the Resulting Issuer, the Resulting Issuer could lose visibility in the financial markets, which in turn could cause the Resulting Issuer's share price or trading volume to decline.

Dilution from future financings

Additional financing needed to continue funding NVG's operations may require the issuance of additional securities of NVG. The issuance of additional securities and the exercise of common share purchase warrants, stock options and other convertible securities will result in dilution of the equity interests of any persons who are or may become holders of Resulting Issuer Shares.

Concentration of shares on one shareholder or few shareholders

Daren Trousdell, CEO and director of NVG, beneficially owns or controls approximately 48.13% of the voting power of the Resulting Issuer Shares. Accordingly, Mr. Trousdell has the ability to control matters submitted to the shareholders for approval, including the election and removal of directors and the approval of any merger or consolidation. As a result, other shareholders may have little or no influence over matters submitted for shareholder approval. In addition, the ownership of Mr. Trousdell could preclude any unsolicited acquisition of NVG, and consequently materially adversely affect the value of the Resulting Issuer Shares.

The directors and executive officers of NVG collectively hold SVS and PVS representing approximately 59.73% of the total number of outstanding Resulting Issuer Shares. If the directors and executive officers of NVG sell substantial amounts of SVS in the public market, the market price of the SVS could fall. The perception among the public that these sales will occur could also produce such an effect.

Other Risks

Tax Issues

There may be income tax consequences in relation to Resulting Issuer Shares, which will vary according to circumstances of each investor. Prospective investors should seek independent advice from their own tax and legal advisers.

United States tax classification of the Resulting

The Resulting Issuer, which is and will continue to be a Canadian corporation, generally would be classified as a non-United States corporation under general rules of United States federal income taxation. Section

7874 of the U.S. Tax Code, however, contains rules that can cause a non- United States corporation to be taxed as a United States corporation for United States federal income tax purposes. Under section 7874 of the U.S. Tax Code, a corporation created or organized outside the United States. (i.e., a non-United States corporation) will nevertheless be treated as a United States corporation for United States federal income tax purposes (such treatment is referred to as an "Inversion") if each of the following three conditions are met (i) the non-United States corporation acquires, directly or indirectly, or is treated as acquiring under applicable United States Treasury Regulations, substantially all of the assets held, directly or indirectly, by a United States corporation, (ii) after the acquisition, the former stockholders of the acquired United States corporation hold at least 80% (by vote or value) of the shares of the non-United States corporation by reason of holding shares of the United States acquired corporation, and (iii) after the acquisition, the non-United States corporation's expanded affiliated group does not have substantial business activities in the non-United States corporation's country of organization or incorporation when compared to the expanded affiliated group's total business activities (clauses (i) – (iii), collectively, the "Inversion Conditions"). For this purpose, "expanded affiliated group" means a group of corporations where (i) the non-United States corporation owns stock representing more than 50% of the vote and value of at least one member of the expanded affiliated group, and (ii) stock representing more than 50% of the vote and value of each member is owned by other members of the group. The definition of an "expanded affiliated group" includes partnerships where one or more members of the expanded affiliated group own more than 50% (by vote and value) of the interests of the partnership.

The Resulting Issuer intends to be treated as a United States corporation for United States federal income tax purposes under section 7874 of the U.S. Tax Code and is expected to be subject to United States federal income tax on its worldwide income. However, for Canadian tax purposes, the Resulting Issuer is expected, regardless of any application of section 7874 of the U.S. Tax Code, to be treated as a taxable Canadian corporation (as defined in the ITA) for Canadian income tax purposes. As a result, the Resulting Issuer will be subject to taxation both in Canada and the United States which could have a material adverse effect on its financial condition and results of operations.

It is unlikely that the Resulting Issuer will pay any dividends on the common shares in the foreseeable future. However, dividends received by shareholders who are residents of Canada for purpose of the ITA will be subject to U.S. withholding tax. Any such dividends may not qualify for a reduced rate of withholding tax under the Canada-United States tax treaty. In addition, a foreign tax credit or a deduction in respect of foreign taxes may not be available.

Dividends received by U.S. shareholders will not be subject to U.S. withholding tax but will be subject to Canadian withholding tax. Any such dividends may not qualify for a reduced Canadian withholding tax rate under the Canada-United States tax treaty. Dividends paid by the Resulting Issuer will be characterized as U.S. source income for purposes of the foreign tax credit rules under the U.S. Tax Code. Accordingly, U.S. shareholders generally will not be able to claim a credit for any Canadian tax withheld unless, depending on the circumstances, they have an excess foreign tax credit limitation due to other foreign source income that is subject to a low or zero rate of foreign tax.

Dividends received by shareholders that are neither Canadian nor U.S. shareholders will be subject to U.S. withholding tax and will also be subject to Canadian withholding tax. These dividends may not qualify for a reduced rate of U.S. or Canadian withholding tax under any income tax treaty otherwise applicable to a shareholder of the Resulting Issuer, subject to examination of the relevant treaty.

Because the common shares will be treated as shares of a U.S. domestic corporation, the U.S. gift, estate and generation-skipping transfer tax rules generally apply to a non-U.S. shareholder of common shares.

No Dividends

NVG's current policy is, and will be, to retain earnings to finance the development and enhancement of its products and to otherwise reinvest in NVG. Therefore, NVG does not anticipate paying cash dividends on Resulting Issuer Shares in the foreseeable future. NVG's dividend policy will be reviewed from time to time by the NVG Board in the context of its earnings, financial condition and other relevant factors. Until the time that NVG does pay dividends, which it might never do, its shareholders will not be able to receive a return on their Resulting Issuer Shares unless they sell them.

Global Financial Conditions

Global financial conditions have always been subject to volatility. This volatility may impact the ability of the Resulting Issuer to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Resulting Issuer. Increased levels of volatility and market turmoil can adversely impact the Resulting Issuer's operations and the value, and the price of the Resulting Issuer Shares could be adversely affected.

Use of Proceeds from the Private Placement

NVG cannot specify with certainty the particular uses of the net proceeds it will receive from the Private Placement. The Resulting Issuer's management will have broad discretion in the application of the net proceeds, including for any of the purposes described in "*Part III – Information Concerning the Resulting Issuer – Available Funds and Principal Purposes*". Accordingly, a holder of Resulting Issuer Shares will have to rely upon the judgement of the Resulting Issuer's management with respect to the use of such proceeds, with only limited information concerning management's specific intentions. The Resulting Issuer's management may spend a portion or all of the net proceeds from the Private Placement in ways that the Resulting Issuer's shareholders may not desire, that may not yield a favourable return or that may not increase the value of the Resulting Issuer Shares. The failure by the Resulting Issuer's management to apply such funds effectively could harm the Resulting Issuer's business, financial condition and operations. Pending their use, the Resulting Issuer may invest the net proceeds from the Private Placement in a manner that does not produce income or that loses value for the Resulting Issuer Shares.

Foreign Private Issuer Risks

A foreign private issuer is not subject to U.S. proxy rules and is subject to U.S. Exchange Act reporting obligations that permit less detailed and less frequent reporting than that of a U.S. domestic public company. A non-U.S. company with foreign private issuer status is exempt from certain provisions of the U.S. Exchange Act that are applicable to U.S. domestic public companies, including, without limitation, the sections of the U.S. Exchange Act regulating the solicitation of proxies, consents or authorizations in respect of a security registered under the U.S. Exchange Act; the sections of the U.S. Exchange Act requiring insiders to file public reports of their stock ownership and trading activities and liability for insiders who profit from trades made in a short period of time; and the rules under the U.S. Exchange Act requiring the filing with the Securities Exchange Commission of quarterly reports on Form 10-Q containing unaudited financial and other specified information, or current reports on Form 8-K upon the occurrence of specified significant events. In addition, a foreign private issuer's officers, directors and principal shareholders are exempt from the reporting and "short-swing" profit recovery provisions of Section 16 of the U.S. Exchange Act and the rules thereunder. As a result of the above, NVG's shareholders may not have the same protections afforded to shareholders of companies that are not foreign private issuers.

Loss of Foreign Private Issuer status

The Resulting Issuer may lose its expected status as a Foreign Private Issuer if, as of the last business day of the Resulting Issuer's second fiscal quarter for any year, more than 50% of the Resulting Issuer's outstanding voting securities (as determined under Rule 405 of the U.S. Securities Act) are directly or indirectly held of record by residents of the United States. Loss of Foreign Private Issuer status may have adverse consequences on the Resulting Issuer's ability to raise capital in private placements or Canadian prospectus offerings. In addition, loss of the Resulting Issuer's Foreign Private Issuer status would likely result in increased reporting requirements and increased audit, legal and administration costs. Further, should the Resulting Issuer seek to list on a securities exchange in the United States, loss of Foreign Private Issuer status may increase the cost and time required for such a listing. These increased costs may have a material adverse effect on the business, financial condition or results of operations of the Resulting Issuer.

The Resulting Issuer could lose its status as a Foreign Private Issuer if all or a portion of the PVS directly or indirectly held of record by U.S. residents are converted into Subordinate Voting Shares. The conversion rights attached to the PVS contain restrictions on conversion that are intended to avoid such a result, however there can be no guarantee that such restrictions on conversion will be effective to prevent the Resulting Issuer from potentially losing Foreign Private Issuer status if a sufficient number of Proportionate Voting Shares are converted into Subordinate Voting Shares and such Subordinate Voting Shares are acquired, either upon conversion or pursuant to a subsequent transaction, by U.S. residents. The Resulting Issuer could potentially lose its Foreign Private Issuer status as a result of future issuances of Resulting Issuer Shares from treasury to the extent such shares are acquired by U.S. residents.

PART V – GENERAL MATTERS

Auditor, Transfer Agent and Registrar

On Completion of the Transaction, the auditor of the Resulting Issuer is expected to be Grant Thornton LLP, Certified Public Accountants, located in New York, NY, United States.

TSX Trust Company located in Toronto will be transfer agent and registrar for the Resulting Issuer on Completion of the Transaction.

Sponsorship

Sponsorship for the Transaction is required by TSXV policies, unless an exemption is available. G2G and NVG requested to the TSXV an exemption from sponsorship pursuant to Section 3.4(a)(ii)(B)(II) of TSXV Policy 2.2.

Experts

No experts, including individuals or companies who are named as having prepared or certified a part of this Filing Statement or prepared or certified a report or valuation described or included in this Filing Statement have, or will have immediately following completion of the Transaction, any direct or indirect interest in the Resulting Issuer or NVG.

Other Material Facts

G2G is not aware of any other material facts relating to G2G, NVG, the Resulting Issuer or the Transaction that are not disclosed under the preceding items and are necessary in order for this Filing Statement to contain full, true and plain disclosure of all material facts relating to G2G, NVG and the Resulting Issuer, assuming Completion of the Transaction, other than those set forth herein.

Board Approval

The Board has approved this Filing Statement. Where information contained in this Filing Statement rests particularly within the knowledge of a person other than G2G, G2G has relied upon information furnished by such person.

ACKNOWLEDGMENT OF PERSONAL INFORMATION

"Personal Information" means any information about an identifiable individual, and includes information contained in any Items in the attached to the filing statement that are analogous to Items 4.2, 11, 12.1, 15, 17.3, 18, 22, 23, 25, 30.3, 31, 32, 33, 34, 35, 36, 37, 40 and 41 of the TSX Venture Exchange (the "**Exchange**") Form 3B2, as applicable.

The undersigned hereby acknowledges and agrees that it has obtained the express written consent of each individual to:

(a) the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B) pursuant to this Form 3B2; and

(b) the collection, use and disclosure of Personal Information by the Exchange for the purposes described in Appendix 6B or as otherwise identified by the Exchange, from time to time.

DATED June 18, 2021

GOOD2GO CORP.

(s) James Cassina
James Cassina, Chief Executive Officer

CERTIFICATE OF GOOD2GO CORP.

DATED June 18, 2021

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities of Good2Go Corp. assuming Completion of the Transaction.

(s) James Cassina
James Cassina
Chief Executive Officer and Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS OF GOOD2GO CORP.

(s) Wayne Egan
Wayne Egan, Director

(s) Sandra Hall
Sandra Hall, Director

CERTIFICATE OF NOWVERTICAL GROUP, INC.

DATED June 18, 2021

The foregoing as it relates to NowVertical Group, Inc. constitutes full, true and plain disclosure of all material facts relating to the securities of NowVertical Group, Inc.

(s) Daren Trousdell
Daren Trousdell
Chief Executive Officer

(s) John Adamovich
John Adamovich
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS OF NOWVERTICAL GROUP, INC.

(s) Daren Trousdell
Daren Trousdell
Director

SCHEDULE "A"

GOOD2GO CORP. ANNUAL FINANCIAL STATEMENTS

(See attached)

Good2Go Corp.

(A Capital Pool Corporation)

Financial Statements

For the years ended February 28, 2021

and

February 29, 2020

(Expressed in Canadian Dollars)

Independent Auditor's Report

To the Shareholders of Good2Go Corp.:

Opinion

We have audited the financial statements of Good2Go Corp. (the "Company"), which comprise the statements of financial position as at February 28, 2021 and February 29, 2020, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at February 28, 2021 and February 29, 2020, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Pierrette Dosanjh.

MNP LLP

Toronto, Ontario
March 31, 2021

Chartered Professional Accountants
Licensed Public Accountants

MNP

Good2Go Corp.

Statements of Financial Position

	As at February 28, 2021	As at February 29, 2020
Assets		
Current assets		
Cash held in trust	$ 174,276	$ 214,616
Total current assets	174,276	214,616
Total Assets	**$ 174,276**	$ 214,616
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	$ 17,591	$ 29,024
Total current liabilities	17,591	29,024
Shareholders' equity		
Common shares (Note 4 a)	340,303	308,468
Common share purchase warrants (Note 4 b)	-	11,466
Common share purchase options (Note 4 c)	30,344	30,344
Contributed surplus (Note 4 d)	441	-
Deficit	(214,403)	(164,686)
Total shareholders' equity	156,685	185,592
Total Liabilities and Shareholders' Equity	**$ 174,276**	$ 214,616

Proposed Transactions (Note 8)
Related Party Transactions (Note 5)

The accompanying notes are an integral part of these financial statements

Approved by the Board of Directors

(signed) *"James Cassina"*
James Cassina, Director

(signed) *"Sandra Hall"*
Sandra Hall, Director

Good2Go Corp.

Statements of Loss and Comprehensive Loss

For the Year Ended	**February 28, 2021**	**February 29, 2020**
Expenses		
Transfer agent fees	$ 4,608	$ 4,091
Filing fees	2,743	993
Professional fees	35,798	35,836
Stock exchange fees	5,876	5,876
Shareholders information	692	-
Net loss and comprehensive loss	**$ 49,717**	$ 46,796
Net loss per share, basic and diluted	**$ 0.02**	$ 0.02
Weighted Average shares outstanding, basic and diluted	**2,335,842**	2,203,570

The accompanying notes are an integral part of these financial statements

Good2Go Corp.

Statements of Changes in Shareholders' Equity
For the years ended February 28, 2021 and February 29, 2020

	SHARE CAPITAL Number of Common Shares	SHARE CAPITAL Common shares $	COMMON SHARE PURCHASE WARRANTS $	COMMON SHARE PURCHASE OPTIONS $	CONTRIBUTED SURPLUS $	DEFICIT $	TOTAL SHAREHOLDERS' EQUITY $
Balance, February 28, 2019	5,203,570	308,468	11,466	30,344	-	(117,890)	232,388
Net loss for the year	-	-	-	-	-	(46,796)	(46,796)
Balance, February 29, 2020	5,203,570	308,468	11,466	30,344	-	(164,686)	185,592
Exercise of agent warrants	208,100	31,835	(11,025)	-	-	-	20,810
Expiry of agent warrants	-	-	(441)	-	441	-	-
Net loss for the year	-	-	-	-	-	(49,717)	(49,717)
Balance, February 28, 2021	**5,411,670**	**340,303**	**-**	**30,344**	**441**	**(214,403)**	**156,685**

The accompanying notes are an integral part of these financial statements

Good2Go Corp.

Statements of Cash Flows

For the Year Ended	**February 28, 2021**	**February 29, 2020**
Cash (used in) provided by		
Operating activities		
Net loss for the year	$ (49,717)	$ (46,796)
Working capital adjustments:		
Increase (decrease) in accounts payable and accrued liabilities	(11,433)	15,083
Net cash used in operating activities	(61,150)	(31,713)
Financing activities		
Exercise of agent warrants	20,810	-
Net cash provided by financing activities	20,810	-
Decrease in cash for the year	(40,340)	(31,713)
Cash, beginning of year	214,616	246,329
Cash, end of year	**$ 174,276**	$ 214,616

Supplemental Cash Flow Information and Non-Cash Transactions (Note 7)

The accompanying notes are an integral part of these financial statements

1. INCORPORATION AND NATURE OF OPERATIONS

Good2Go Corp., was incorporated under the laws of the province of Ontario on February 28, 2018 ("Good2Go" or the "Company") and is classified as a Capital Pool Corporation, as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Company has not commenced operations and has no assets other than cash held in trust. The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non- arm's length transaction, of the majority of the minority shareholders.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Company, in respect of the sale of its securities, or $210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a QT by the Company, as defined under the policies of the Exchange. The Company is required to complete its QT on or before 24 months from the date the Company receives regulatory approval.

On June 25, 2020, trading in the Company's shares were halt traded at the request of the Company pending news and remain halted to date (see Note 8 Proposed Transactions). In accordance with the new CPC regulations, the Company intends to seek shareholder approval to remove the consequences of failing to complete a QT within 24 months of listing as set out in section 15.2(b) (i) of the New CPC Policy; or cancel certain of its Seed Shares and move its listing to NEX as set out in section 14.13 of the Former Policy.

The Company's head office and registered office is located at 1 King Street West, Suite 1505, Toronto, Ontario, M5H 1A1. The Company's common shares trade on the TSX Venture Exchange under the symbol GOTO.P.

2. BASIS OF PREPARATION

Statement of Compliance
These Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretation Committee ("IFRIC"). On March 31, 2021, the Board of Directors of the Company approved the Financial Statements for the year ended February 28, 2021.

Use of Estimates and Judgments
The preparation of these financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

Basis of Presentation
The financial statements are presented in Canadian dollars ("CAD"), which is the Company's functional and presentation currency. The financial statements are prepared on a historical cost basis except for certain financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair value. The accounting policies have been applied consistently throughout the entire period presented in these financial statements.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Share Capital
Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-Continued

Basic and Diluted Loss per Share
Basic loss per share is computed by dividing the net loss applicable to common shares by the weighted average number of common shares outstanding for the relevant period, excluding shares held in escrow.

Diluted loss per share is calculated by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding if potentially dilutive instruments were converted. 3,000,000 common shares were excluded from the calculation as they were contingently issuable and all conditions necessary for their issuance have not been satisfied (Note 4 a).

Offering Costs
Offering costs relate to expenditures incurred in connection with the Company's share offerings and are charged against share capital.

Share-based Compensation
Equity-settled share based payments for directors, officers, employees, and consultants are measured at fair value at the date of grant and recorded as compensation expense in the financial statements. Share options are measured at the fair value of each tranche on the grant date and are recognized in their respective vesting period using the Company's expected forfeiture rate. Any consideration paid by directors, officers, employees and consultants on exercise of equity-settled share based payments is credited to share capital. Shares are issued from treasury upon the exercise of equity-settled share-based instruments.

Financial Instruments
Recognition
The Company recognizes financial assets and financial liabilities on the date the Company becomes a party to the contractual provisions of the instruments.

Classification
The Company classifies its financial assets and financial liabilities in the following measurement categories: i) those to be measured subsequently at fair value (either through other comprehensive loss or through profit or loss), and ii) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive loss.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

The Company has implemented the following classifications:

Cash held in trust is classified as fair value through profit and loss ("FVTPL") and any period change in fair value is recorded in profit or loss. Loans and advances are classified as amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities and measured at amortized cost using the effective interest rate method.

Measurement
All financial instruments are required to be measured at fair value on initial recognition, plus, in case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-Continued

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments or principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive loss (irrevocable election at the time of recognition).

Additional fair value measurement disclosure includes classification of financial instrument fair values in a fair value hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements which are as follows:

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

Cash held in trust is a level 1 financial instrument measured at fair value on the statements of financial position.

Income Taxes
Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expensed to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax‐related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-Continued

New Accounting Standards issued

IFRS 16, Leases (IFRS "16"). Issued in January 2016, IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. IFRS 16 applies to annual reporting periods beginning on or after January 1, 2019. As at February 28, 2021, the Company does not have any significant lease obligations.

4. SHARE CAPITAL

a) Share Capital

Authorized:
Unlimited common shares

Issued:
The following table sets out the changes in common shares during the period.

	Number of Common Shares	Amount $
Balance, February 29, 2020 and February 28, 2019	5,203,570	308,468
Exercise of agent warrants	208,100	31,835
Balance, February 28, 2021	**5,411,670**	**340,303**

In March 2018, the Company issued 3,000,000 common shares at a purchase price of $0.05 per common share for gross proceeds of $150,000. The 3,000,000 common shares issued at $0.05 per share are held in escrow pursuant to the requirements of the Exchange. All common shares issued to directors, officers and shareholders prior to the completion of a Qualifying Transaction are deposited in escrow until the final exchange bulletin is issued.

In July 2018, the Company completed its initial public offering (the "Offering") of 2,200,000 common shares at a purchase price of $0.10 per common share for gross proceeds of $220,000 and incurred costs of $50,423 directly related to the Offering.

In connection with the Offering, the Company granted to Haywood Securities Inc. (the "Agent"), common share purchase warrants to acquire 220,000 common shares (the "Agent Warrants"). Each Agent Warrant is exercisable to acquire one common share at a price of $0.10 until July 17, 2020. In connection with the Offering, the Agent was paid a cash commission equal to 10% of the aggregate gross proceeds from the Offering, a corporate finance fee of $12,500 and reimbursed the Agent for legal fees and other reasonable expenses incurred pursuant to the Offering.

In October 2018, 3,570 Agent Warrants were exercised for gross proceeds of $357. The value attributed to these warrants was $189 (see Note 4 b).

In July 2020, 208,100 Agent Warrants were exercised for gross proceeds of $20,810. The fair value attributed to these warrants was $11,025 (see note 4 b).

Weighted Average Shares Outstanding

The following table summarizes the weighted average shares outstanding:

	February 28, 2021	February 29, 2020
Weighted Average Shares Outstanding, basic and diluted	2,335,842	2,203,570

4. SHARE CAPITAL-Continued

As at February 28, 2021 and February 29, 2020, 3,000,000 common shares were excluded from the calculation as they were contingently issuable and all conditions necessary for their issuance have not been satisfied. As at February 28, 2021, there were 405,000 Options that could be exercised, however they are anti-dilutive (February 29, 2020: 216,430 Warrants and 405,000 Options).

The effects of any potential dilutive instruments on loss per share are anti-dilutive and therefore have been excluded from the calculation of diluted loss per share.

b) Common Share Purchase Warrants

The following table summarizes the changes in warrants for the periods set out:

	Number of Warrants	Weighted Average Price $
Balance, February 29, 2020 and February 28, 2019	216,430	0.10
Agent warrants exercised	(208,100)	0.10
Agent warrants expired	(8,330)	0.10
Balance, February 28, 2021	**-**	-

In connection with the Offering, the Company granted to the Agent, Warrants to acquire 220,000 common shares. Each Agent Warrant is exercisable to acquire one common share at a price of $0.10 until July 17, 2020. The fair value of the Agent Warrants were estimated on the date of the issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, discount rate 1.92%, expected volatility 100% and expected life of 2 years. The fair value attributed to the 220,000 Agent Warrants was $11,655.

In October 2018, 3,570 Agent Warrants were exercised for gross proceeds of $357. The fair value attributed to these warrants was $189.

In July 2020, 208,100 Agent Warrants were exercised for gross proceeds of $20,810. The fair value attributed to these warrants was $11,025.

On July 17, 2020, 8,330 Agent Warrants expired and the fair value attributed the Agent Warrants of $441 was recorded in contributed surplus.

The following table summarizes the outstanding warrants as at February 28, 2021 and February 29, 2020, respectively:

Number of Warrants	Exercise Price	Expiry Date	Weighted Average Remaining Life (Years)	Warrant Value ($)
-	-	-	-	-

Number of Warrants	Exercise Price	Expiry Date	Weighted Average Remaining Life (Years)	Warrant Value ($)
216,430	$0.10	July 17, 2020	0.38	11,466

c) Common Share Purchase Options

The Company has a stock option plan to provide incentives for directors, officers, employees and consultants of the Company. Options may be granted for a maximum term of five years from the date of the grant. They are non-transferable and are exercisable as determined by the Directors when the option is granted. Options expire within 12 months after completion of a qualifying transaction or within 90 days of termination of employment or holding office as director or officer of the Company and, in the case of death, expire within a maximum period of one year after such death, subject to the expiry date of the option. Any shares issued upon exercise of the options prior to the Company entering into a Qualifying Transaction will be subject to escrow restrictions.

4. SHARE CAPITAL-Continued

Upon closing of the Offering, the Company granted 405,000 common share purchase options to directors and officers. Each common share purchase option entitles the holder to acquire one common share of the Company at an exercise price of $0.10 until July 16, 2023 (the "Options"). The fair value of the Options were estimated on the date of the issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, discount rate 2.04%, expected volatility 100%, forfeiture rate 0% and expected life of 5 years. The Company recorded the estimated fair value of the Options of $30,344 as non-cash stock-based compensation expense.

The following table is a summary of the status of the Company's stock options and changes during the period:

	Number of Options	Weighted Average Exercise Price $
Balance, February 28, 2021, February 29, 2020 and February 28, 2019	405,000	0.10

The following table is a summary of the Company's stock options outstanding and exercisable as at February 28, 2021 and February 29, 2020, respectively:

Options Outstanding				Options Exercisable	
Exercise Price	Number of Options	Weighted Average Remaining Life (Years)	Expiry Date	Number of Options	Weighted Average Exercise Price $
$0.10	405,000	2.38	July 16, 2023	405,000	0.10

Options Outstanding				Options Exercisable	
Exercise Price	Number of Options	Weighted Average Remaining Life (Years)	Expiry Date	Number of Options	Weighted Average Exercise Price $
$0.10	405,000	3.38	July 16, 2023	405,000	0.10

d) Contributed Surplus

Contributed surplus transaction for the respective periods are as follows:

	Amount $
Balance, February 29, 2020	-
Expiry of Agent Warrants	441
Balance February 28, 2021	**441**

5. RELATED PARTY TRANSACTIONS

During the year ended February 28, 2021, the Company incurred legal fees in the amount of $25,713 to WeirFoulds LLP which relate to a proposed Qualifying Transaction (February 29, 2020: $38,820). Wayne Egan, a director of the Company is also a partner of WeirFoulds LLP. At February 28, 2021 $8,403 is included in accounts payable and accrued liabilities (February 29, 2020: $15,820).

During the period ended February 28, 2019, the Company granted 405,000 common share purchase options exercisable at $0.10 until July 16, 2023 to directors/officer of the Company and recorded the estimated fair value of $30,344 as non-cash stock based compensation expense.

6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management
The Company's objective when managing capital is to maintain its ability to continue as a going concern, in order to provide returns for the shareholders and benefits for other stakeholders. The Company includes equity, comprised of share capital and deficit, in the definition of capital.

The Company's primary objective, with respect to its capital management, is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Company, in respect of the sale of its securities, or $210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a QT by the Company, as defined under the policies of the Exchange. The Company is required to complete its QT on or before 24 months from the date the Company receives regulatory approval.

Risk Disclosures and Fair Values
The Company's financial instruments, consisting of cash held in trust and accounts payable and accrued liabilities, approximate fair value due to the relatively short-term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Risk And Uncertainties
The following describes certain risks, events and uncertainties that could affect the Company and that each reader should carefully consider. Please refer to the Company's final prospectus dated June 21, 2018, for additional risks, events and uncertainties that could affect the Company.

The Company has not commenced operations and has no assets other than cash held in trust. The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non- arm's length transaction, of the majority of the minority shareholders. The securities of the Company should be considered a highly speculative investment.

The global outbreak of COVID-19 (coronavirus) has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID19 outbreak may have on the Corporation as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

7. SUPPLEMENTAL CASH FLOW INFORMATION AND NON CASH TRANSACTIONS

The following table sets out the non-cash transactions for the years set out.

Non-cash Transaction	February 28, 2021	February 29, 2020
Agent Warrants Exercised	(11,025)	-
Expiry of Agent Warrants	(441)	-

8. PROPOSED TRANSACTIONS

Magical Brands Inc.
The Company entered into a letter of intent dated April 23, 2019, amended as of May 16, 2019, and a letter of intent dated March 4, 2020, amended as of March 31, 2020 (collectively, the "LOI"), pursuant to which the Company and Magical Brands Inc. ("Magical") agreed to complete a reverse takeover transaction which would constitute a "Qualifying Transaction" for the Company under the policies of the TSX Venture Exchange. Under the terms of the LOI, the Company received a non-refundable deposit of $13,429 (US$10,000) to be applied to its costs incurred in connection with the completion of the Qualifying Transaction. On February 12, 2021, the Company and Magical terminated the proposed Qualifying Transaction.

NowVertical Group, Inc.
On February 17, 2021, the Company entered into a letter of intent (the "LOI") with NowVertical Group, Inc. ("NVG") under which the Company and NVG agreed to complete a reverse takeover transaction which would constitute a "Qualifying Transaction" for the Company under the policies of the TSX Venture Exchange.

Subsequent to the year end, on March 23, 2021, the Company announced that it entered into a Business Combination Agreement with NVG outlining the terms and conditions of a proposed transaction. Pursuant to the Proposed Transaction, amongst other steps, it is contemplated that a wholly-owned U.S. subsidiary of the Company will merge with NVG and the security holders of NVG will become security holders of the Company. The proposed arms-length transaction contemplated is subject to certain conditions and applicable shareholder, corporate and Exchange approvals in order to constitute the Company's "Qualifying Transaction" as such term is defined under the policies of the Exchange. No assurances are being made that the Qualifying Transaction will be consummated.

9. INCOME TAXES

A reconciliation of combined federal and provincial corporate income taxes of statutory rates of 26.5% (2020: 26.5%) and the Company's effective income tax expense is as follows:

	2021	2020
Net loss for the period	$(49,717)	$(46,796)
Expected income tax recovery	(13,180)	(12,400)
Deferred tax assets not recognized	13,180	12,400
Income tax (recovery) expense	$ -	$ -

Deferred taxes are provided as a result of temporary differences that arise between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences.

	2021	2020
Non-capital losses carried forward-Canada	$ 190,530	$ 154,510
Intangible assets	23,780	
Share issuance costs	20,170	30,250
	$ 234,480	$ 184,760

9. INCOME TAXES-continued

The Canadian operating losses carry forwards expire as noted in the table below. The operating losses carry forwards begin to expire in 2039. Share issue and financing costs will be fully amortized in 2023. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can utilize the benefits therefrom.

The Company's Canadian non-capital income tax losses expire as follows:

2039	$ 97,630
2040	56,880
2041	36,020
	$ 190,530

SCHEDULE "B"

GOOD2GO CORP. MD&A

(see attached)

GOOD2GO CORP.

(A Capital Pool Corporation)

Management's Discussion and Analysis

For the Year Ended February 28, 2021

(Expressed in Canadian Dollars)

1 King Street West, Suite 1505, Toronto, ON, Canada Telephone: 416 364 4039

OVERVIEW

Good2Go Corp., was incorporated under the laws of the province of Ontario on February 28, 2018 ("Good2Go" or the "Company") and is classified as a Capital Pool corporation, as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Company has not commenced operations and has no assets other than cash held in trust. The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non- arm's length transaction, of the majority of the minority shareholders.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Company, in respect of the sale of its securities, or $210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a QT by the Company, as defined under the policies of the Exchange. The Company is required to complete its QT on or before 24 months from the date the Company receives regulatory approval.

On June 25, 2020, trading in the Company's shares were halt traded at the request of the Company pending news and remain halted to date (see Note 8 Proposed Transactions). In accordance with the new CPC regulations, the Company intends to seek shareholder approval to remove the consequences of failing to complete a QT within 24 months of listing as set out in section 15.2(b) (i) of the New CPC Policy; or cancel certain of its Seed Shares and move its listing to NEX as set out in section 14.13 of the Former Policy.

The Company's head office and registered office is located at 1 King Street West, Suite 1505, Toronto, Ontario, M5H 1A1. The Company's common shares trade on the TSX Venture Exchange under the symbol GOTO.P. The Company's public filings can be accessed and viewed via the System for Electronic Data Analysis and Retrieval ("SEDAR") at www.sedar.com.

The following Management's Discussion and Analysis ("MD&A") of Good2Go should be read in conjunction with the Company's Audited Financial Statements for the year ended February 28, 2021, together with notes thereto (the "Financial Statements"). The Company's Audited Financial Statements for the year ended February 28, 2021, have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the IFRS Interpretations Committee ("IFRIC"). All amounts herein are presented in Canadian dollars, unless otherwise noted. This Management's Discussion and Analysis is dated March 31, 2021 and has been approved by the Board of Directors of the Company.

FORWARD LOOKING STATEMENTS

Certain statements contained in this MD&A may constitute forward-looking information and forward-looking statements as such terms are defined under Canadian securities laws (collectively, "forward-looking statements"). Forward-looking statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements.

Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties, many of which are beyond the Company's control, and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. Forward-looking statements contained in this MD&A speak only as of the date of this MD&A, or such other date as may be specified herein, and are expressly qualified, in their entirety, by this cautionary statement. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of various risk factor.

OVERALL PERFORMANCE

For the year ended February 29, 2021, the Company recorded a net loss and comprehensive loss of $49,717 and a net loss per share of $0.02 compared to a net loss and comprehensive loss of $46,796 and a net loss per share of $0.02 for the year ended February 29, 2020. The net loss and comprehensive loss for fiscal 2021 increased by $2,921 compared to the net loss and comprehensive loss for the year ended February 29, 2020. During the year ended February 28, 2021, the Company experienced an increase of $1,750 in filing fees to $2,743 versus filing fees of $993 for the same twelve month period in the previous year, an increase in shareholders information of $692 compared to Nil in fiscal 2020 and an increase in transfer agent fees in the amount of $517 to $4,608 compared to $4,091 for the year ended February 29, 2020.

PROPOSED TRANSACTIONS

Magical Brands Inc.

The Company entered into a letter of intent dated April 23, 2019, amended as of May 16, 2019, and a letter of intent dated March 4, 2020, amended as of March 31, 2020 (collectively, the "LOI"), pursuant to which the Company and Magical Brands Inc. ("Magical") agreed to complete a reverse takeover transaction which would constitute a "Qualifying Transaction" for the Company under the policies of the TSX Venture Exchange. Under the terms of the LOI, the Company received a non-refundable deposit of $13,429 (US$10,000) to be applied to its costs incurred in connection with the completion of the Qualifying Transaction. On February 12, 2021, the Company and Magical terminated the proposed Qualifying Transaction.

NowVertical Group, Inc.

On February 17, 2021, the Company entered into a letter of intent (the "LOI") with NowVertical Group, Inc. ("NVG") under which the Company and NVG agreed to complete a reverse takeover transaction which would constitute a "Qualifying Transaction" for the Company under the policies of the TSX Venture Exchange.

On March 23, 2021, the Company announced that it entered into a Business Combination Agreement with NVG outlining the terms and conditions of a proposed transaction. Pursuant to the Proposed Transaction, amongst other steps, it is contemplated that a wholly-owned U.S. subsidiary of the Company will merge with NVG and the security holders of NVG will become security holders of the Company. The proposed arms-length transaction contemplated is subject to certain conditions and applicable shareholder, corporate and Exchange approvals in order to constitute the Company's "Qualifying Transaction" as such term is defined under the policies of the Exchange. No assurances are being made that the Qualifying Transaction will be consummated.

RISK AND UNCERTAINTIES

The following describes certain risks, events and uncertainties that could affect the Company and that each reader should carefully consider. Please refer to the Company's final prospectus dated June 21, 2018, for additional risks, events and uncertainties that could affect the Company.

The Company has not commenced operations and has no assets other than cash held in trust. The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non- arm's length transaction, of the majority of the minority shareholders. The securities of the Company should be considered a highly speculative investment.

The global outbreak of COVID-19 (coronavirus) has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID19 outbreak may have on the Corporation as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

Risk Disclosures and Fair Values

The Company's financial instruments, consisting of cash held in trust and accounts payable and accrued liabilities approximate fair value due to the relatively short term maturity of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Capital Management

The Company's objective when managing capital is to maintain its ability to continue as a going concern, in order to provide returns for the shareholders and benefits for other stakeholders. The Company includes equity, comprised of share capital, warrant reserve, contributed surplus, and deficit, in the definition of capital.

The Company's primary objective, with respect to its capital management, is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions and attain a QT for the Company. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

RESULTS OF OPERATIONS

For the year/period ending	February 28, 2021	February 29, 2020
Total assets	174,276	214,616
Total revenue	-	-
Total expenses	49,717	46,796
Net loss	49,717	46,796
Basic and diluted loss per share	(0.02)	(0.02)

For the year ended February 29, 2021, the Company recorded a net loss and comprehensive loss of $49,717 and a net loss per share of $0.02 compared to a net loss and comprehensive loss of $46,796 and a net loss per share of $0.02 for the twelve month period ended February 29, 2020. The net loss and comprehensive loss for fiscal 2021 increased by $2,921 compared to the net loss and comprehensive loss for the year ended February 29, 2020.

During the year ended February 28, 2021, the Company experienced an increase of $1,750 in filing fees to $2,743 versus filing fees of $993 for the same twelve month period in the previous year, an increase in shareholders information of $692 compared to Nil in fiscal 2020 and an increase in transfer agent fees in the amount of $517 to $4,608 compared to $4,091 for the year ended February 29, 2020.

For the three months ended February 28, 2021, the Company the Company recorded a net loss and comprehensive loss of $25,382 and a net and comprehensive loss per share of $0.01 compared a net loss and comprehensive loss of $16,136 and a net and comprehensive loss per share of Nil for the three month period ended February 29, 2020.

For the three months ended February 28, 2021, the Company the Company incurred professional fees of $17,049 versus professional fees of $9,451 for the three months ended February 29, 2020, stock exchange fees of $5,876 compared to stock exchange fees of $5,876 for the same three month period in 2020, transfer agent fees of $1,765 compared to transfer agent fees of $809 for the same three month in 2020 and shareholder information costs totaling $692 versus Nil for three month period ended February 29, 2020.

SUMMARY OF QUARTERLY RESULTS

The following table reflect the summary of quarterly results for the periods set out.

For the quarter ending	**February 28, 2021**	**November 30, 2020**	**August 31 2020**	**May 31, 2020**
Total assets	174,276	182,341	202,526	182,998
Total revenue	-	-	-	-
Total expenses	25,382	806	18,406	5,123
Net loss	25,382	806	18406	5,123
Basic and diluted loss per share	(0.01)	(0.00)	(0.01)	(0.00)

For the three months ended February 28, 2021, the Company the Company recorded a net loss of $25,382 and incurred professional fees of $17,049, stock exchange fees of $5,876, transfer agent fees of $1,765 and shareholder information costs totaling $692.

For the three months ended November 30, 2020, the Company recorded a net loss of $806 and a net loss per share of Nil and recorded transfer agent fees during the quarter of $806.

For the three months ended August 31, 2020, the Company incurred a net loss of $18,406 and a net loss per share of $0.01, and recorded professional fees of $17,314 and transfer agent fees of $1,092.

For the three months ended May 31, 2020, the Company recorded, transfer agent fees of $945, filing fees of $2,743 and professional fees of $1,435 resulting in a net loss of $5,123 and a net loss per share of $0.00.

For the quarter ending	**February 29, 2020**	**November 30, 2019**	**August 31, 2019**	**May 31, 2019**
Total assets	214,616	203,040	231,712	242,202
Total revenue	-	-	-	-
Total expenses	16,136	27,194	1,365	2,101
Net loss	16,136	27,194	1,365	2,101
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)

For the three month period ended February 29, 2020, the Company incurred a net loss of $16,136 and recorded $9,451 in professional fees, $5,876 in listing fees and $809 in transfer agent fees and expenses and a net loss per share of $0.00.

For the three month period ended November 30, 2019, the Company incurred professional fees in the amount of $25,989 and transfer agent fees of $1,205, resulting in a net loss for the quarter of $27,194 and a net loss per share of $0.00.

For the three month period ended August 31, 2019, the Company recorded transfer agent fees of $969 and professional fees of $396 resulting in a net loss for the quarter of $1,365 and a net loss per share of $0.00.

For the three month period ended May 31, 2019, the Company incurred a loss of $2,101 and a net loss per share of $0.00. During the quarter ending May 31, 2019, the Company recorded transfer agent fees of $1,108 and filing fees of $993.

For the three month period ended February 28, 2019, the Company recorded a net loss of $34,431 and a net loss per share of $0.03. During the three month period ended February 28, 2019, the Company incurred professional fees of $28,120, filing fees of $5,200, transfer agent fees of $404, and listing fees of $707.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not had any off-balance sheet arrangements from the date of its incorporation (February 28, 2018) to the date of this MD&A.

CAPITAL EXPENDITURES

The Company has not had any capital expenditures from the date of its incorporation (February 28, 2018) to February 28, 2021

FINANCING ACTIVITIES

During the year ended February 28, 2021, 208,100 Agent Warrants were exercised for gross proceeds of $20,810.

LIQUIDITY AND CAPITAL RESOURCES

As at February 28, 2021, the Company had current assets of cash held in trust in the amount of $174,276 (February 28, 2020: $214,616). In addition, the Company had current liabilities of $17,591 (February 28, 2020: $29,024) and working capital of $156,685 (February 28, 2020: $185,592) which the Company deems sufficient to meet its ongoing obligations in the coming year.

At February 28, 2021, the Company had 405,000 common share purchase options issued with an exercise price of $0.10 expiring July 16, 2023. If any of these options are exercised, it would generate additional capital for the Company.

SIGNIFICANT ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

The Company's significant accounting policies and critical accounting estimates are summarized in Note 2 to the Financial Statements.

Measurement Uncertainty
The preparation of financial statements, in conformity with IFRS accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates used in the Financial Statements.

NEW ACCOUNTING STANDARDS ISSUED

IFRS 16, Leases (IFRS "16"). Issued in January 2016, IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. IFRS 16 applies to annual reporting periods beginning on or after January 1, 2019. As at February 28, 2021, the Company does not have any significant lease obligations.

SHARE CAPITAL AND RESERVES

a) Share Capital

Authorized:
Unlimited common shares

Issued:
The following table sets out the changes in common shares during the period.

	Number of Common Shares	Amount $
Balance, February 29, 2020 and February 28, 2019	5,203,570	308,468
Exercise of agent warrants	208,100	31,835
Balance, February 28, 2021	**5,411,670**	**340,303**

In March 2018, the Company issued 3,000,000 common shares at a purchase price of $0.05 per common share for gross proceeds of $150,000. The 3,000,000 common shares issued at $0.05 per share are held in escrow pursuant to the requirements of the Exchange. All common shares issued to directors, officers and shareholders prior to the completion of a Qualifying Transaction are deposited in escrow until the final exchange bulletin is issued.

In July 2018, the Company completed its initial public offering (the "Offering") of 2,200,000 common shares at a purchase price of $0.10 per common share for gross proceeds of $220,000 and incurred costs of $50,423 directly related to the Offering.

In connection with the Offering, the Company granted to Haywood Securities Inc. (the "Agent"), common share purchase warrants to acquire 220,000 common shares (the "Agent Warrants"). Each Agent Warrant is exercisable to acquire one common share at a price of $0.10 until July 17, 2020. In connection with the Offering, the Agent was paid a cash commission equal to 10% of the aggregate gross proceeds from the Offering, a corporate finance fee of $12,500 and reimbursed the Agent for legal fees and other reasonable expenses incurred pursuant to the Offering.

In October 2018, 3,570 Agent Warrants were exercised for gross proceeds of $357. The value attributed to these warrants was $189 (see Note 4 b).

In July 2020, 208,100 Agent Warrants were exercised for gross proceeds of $20,810. The fair value attributed to these warrants was $11,025 (see note 4 b).

Weighted Average Shares Outstanding
The following table summarizes the weighted average shares outstanding:

	February 28, 2021	February 29, 2020
Weighted Average Shares Outstanding, basic and diluted	2,335,842	2,203,570

As at February 28, 2021 and February 29, 2020, 3,000,000 common shares were excluded from the calculation as they were contingently issuable and all conditions necessary for their issuance have not been satisfied. As at February 28, 2021, there were 405,000 Options that could be exercised, however they are anti-dilutive (February 29, 2020: 216,430 Warrants and 405,000 Options).

The effects of any potential dilutive instruments on loss per share are anti-dilutive and therefore have been excluded from the calculation of diluted loss per share.

b) Common Share Purchase Warrants
The following table summarizes the changes in warrants for the periods set out:

	Number of Warrants	**Weighted Average Price $**
Balance, February 29, 2020 and February 28, 2019	216,430	0.10
Agent warrants exercised	(208,100)	0.10
Agent warrants expired	(8,330)	0.10
Balance, February 28, 2021	**-**	-

In connection with the Offering, the Company granted to the Agent, Warrants to acquire 220,000 common shares. Each Agent Warrant is exercisable to acquire one common share at a price of $0.10 until July 17, 2020. The fair value of the Agent Warrants were estimated on the date of the issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, discount rate 1.92%, expected volatility 100% and expected life of 2 years. The fair value attributed to the 220,000 Agent Warrants was $11,655.

In October 2018, 3,570 Agent Warrants were exercised for gross proceeds of $357. The fair value attributed to these warrants was $189.

In July 2020, 208,100 Agent Warrants were exercised for gross proceeds of $20,810. The fair value attributed to these warrants was $11,025.

On July 17, 2020, 8,330 Agent Warrants expired and the fair value attributed the Agent Warrants of $441 was recorded in contributed surplus.

The following table summarizes the outstanding warrants as at February 28, 2021 and February 29, 2020, respectively:

Number of Warrants	Exercise Price	Expiry Date	Weighted Average Remaining Life (Years)	Warrant Value ($)
-	-	-	-	-

Number of Warrants	Exercise Price	Expiry Date	Weighted Average Remaining Life (Years)	Warrant Value ($)
216,430	$0.10	July 17, 2020	0.38	11,466

c) Common Share Purchase Options

The Company has a stock option plan to provide incentives for directors, officers, employees and consultants of the Company. Options may be granted for a maximum term of five years from the date of the grant. They are non-transferable and are exercisable as determined by the Directors when the option is granted. Options expire within 12 months after completion of a qualifying transaction or within 90 days of termination of employment or holding office as director or officer of the Company and, in the case of death, expire within a maximum period of one year after such death, subject to the expiry date of the option. Any shares issued upon exercise of the options prior to the Company entering into a Qualifying Transaction will be subject to escrow restrictions.

Upon closing of the Offering, the Company granted 405,000 common share purchase options to directors and officers. Each common share purchase option entitles the holder to acquire one common share of the Company at an exercise price of $0.10 until July 16, 2023 (the "Options"). The fair value of the Options were estimated on the date of the issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, discount rate 2.04%, expected volatility 100%, forfeiture rate 0% and expected life of 5 years. The Company recorded the estimated fair value of the Options of $30,344 as non-cash stock-based compensation expense.

The following table is a summary of the status of the Company's stock options and changes during the period:

	Number of Options	Weighted Average Exercise Price $
Balance, February 28, 2021, February 29, 2020 and February 28, 2019	405,000	0.10

The following table is a summary of the Company's stock options outstanding and exercisable as at February 28, 2021 and February 29, 2020, respectively:

Options Outstanding				Options Exercisable	
Exercise Price	Number of Options	Weighted Average Remaining Life (Years)	Expiry Date	Number of Options	Weighted Average Exercise Price $
$0.10	405,000	2.38	July 16, 2023	405,000	0.10

Options Outstanding				Options Exercisable	
Exercise Price	Number of Options	Weighted Average Remaining Life (Years)	Expiry Date	Number of Options	Weighted Average Exercise Price $
$0.10	405,000	3.38	July 16, 2023	405,000	0.10

d) Contributed Surplus

Contributed surplus transaction for the respective periods are as follows:

	Amount $
Balance, February 29, 2020	-
Expiry of Agent Warrants	441
Balance February 28, 2021	**441**

RELATED PARTY TRANSACTIONS

During the year ended February 28, 2021, the Company incurred legal fees in the amount of $25,713 to WeirFoulds LLP which relate to a proposed Qualifying Transaction (February 29, 2020: $38,820). Wayne Egan, a director of the Company is also a partner of WeirFoulds LLP. At February 28, 2021 $8,403 is included in accounts payable and accrued liabilities (February 29, 2020: $15,820).

During the period ended February 28, 2019, the Company granted 405,000 common share purchase options exercisable at $0.10 until July 16, 2023 to directors/officer of the Company and recorded the estimated fair value of $30,344 as non-cash stock based compensation expense.

SCHEDULE "C"

NOWVERTICAL GROUP, INC. CONSOLIDATED FINANCIAL STATEMENTS

(See attached)

NowVertical

Consolidated Financial Statements as of December 31, 2020 and for the period from September 22, 2020 (Date of Inception) to December 31, 2020

NOWVERTICAL GROUP, INC.

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITOR'S REPORT	2
CONSOLIDATED FINANCIAL STATEMENTS	
Consolidated Statement of Financial Position	6
Consolidated Statement of Operations	7
Consolidated Statement of Shareholders' Equity	8
Consolidated Statement of Cash Flows	9
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	10–40

GRANT THORNTON LLP
757 Third Ave., 9th Floor
New York, NY 10017-2013

D +1 212 599 0100
F +1 212 370 4520

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of NowVertical Group, Inc.

Opinion

We have audited the consolidated financial statements of NowVertical Group, Inc. and its subsidiaries ("the Company"), which comprise the consolidated statement of financial position as of December 31, 2020, and the consolidated income statement, consolidated statement of shareholders' equity and consolidated statement of cash flows for the period from September 22, 2020 (date of inception) to December 31, 2020, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2020, and its consolidated financial performance and its consolidated cash flows for the period from September 22, 2020 (date of inception) to December 31, 2020 in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards and with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada and the United States of America, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Grant Thornton LLP is the U.S. member firm of Grant Thornton International Ltd (GTIL). GTIL and each of its member firms are separate legal entities and are not a worldwide partnership.

Grant Thornton

Material uncertainty related to going concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company incurred a net loss of US$1,979,197 during the period from September 22, 2020 (date of inception) to December 31, 2020, and as of that date, the Company had negative working capital of US$3,422,413 and an accumulated deficit of US$1,979,197. These conditions, along with other matters as set forth in Note 1, raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

Management is responsible for the other information. The other information comprises the Management Discussion and Analysis but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards (IFRSs), and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Grant Thornton

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards and with auditing standards generally accepted in the United States of America will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards and with auditing standards generally accepted in the United States of America, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Grant Thornton

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Jeffery Gellman.

Grant Thornton LLP

New York, New York
June 18, 2021

NOWVERTICAL GROUP, INC.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS OF DECEMBER 31, 2020
(EXPRESSED IN UNITED STATES DOLLARS "USD")

	NOTES	USD
ASSETS		
CURRENT		
Cash	7	$ 1,252,942
Trade and other receivables	8	13,668
Prepaid expenses and other current assets		32,770
CURRENT ASSETS		1,299,380
NON-CURRENT		
Property and Equipment, Net	9	2,126
Intangibles, Net	10	1,631,247
Goodwill	4	2,397,306
NON-CURRENT ASSETS		4,030,679
TOTAL ASSETS		5,330,059
SHAREHOLDERS' EQUITY AND LIABILITIES		
LIABILITIES		
CURRENT		
Accounts payable		58,825
Accrued expenses and other current liabilities	11	64,762
Income tax payable	12	949
Loan payable	13	1,327,018
Short-term lease liability	14	880,303
Current portion consideration payable to former shareholders	3.7	6,401
Deferred Revenue	15	268,626
CURRENT LIABILITIES		2,606,883
NON-CURRENT		
Consideration payable to former shareholders	3.7	433,842
Long-term lease liability	14	1,681,067
NON-CURRENT LIABILITIES		2,114,910
TOTAL LIABILITIES		4,721,793
SHAREHOLDERS' EQUITY		
Issued capital - Common	17	11
Share premium	17	2,587,452
Accumulated Deficit		(1,979,197)
TOTAL SHAREHOLDERS' EQUITY		608,266
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		5,330,059

The accompanying notes form an integral part of these financial statements.

NOWVERTICAL GROUP, INC.

CONSOLIDATED INCOME STATEMENT
FOR THE PERIOD FROM SEPTEMBER 22, 2020 (DATE OF INCEPTION) TO DECEMBER 31,2020
(EXPRESSED IN UNITED STATES DOLLARS "USD")

	NOTES	12/31/2020
REVENUE	**3.9**	154,268
COST OF REVENUES		17,778
GROSS PROFIT		136,490
ADMINISTRATIVE EXPENSES	**19**	2,057,809
LOSS FROM OPERATIONS		(1,921,319)
OTHER INCOME (EXPENSE):		
Interest income		4
Interest expense		(56,933)
Total other income (expense)		(56,929)
LOSS BEFORE INCOME TAXES		(1,978,248)
PROVISION FOR INCOME TAXES	**14**	949
NET LOSS		(1,979,197)
Loss per share		
Basic loss per share	**16**	(0.13)
Diluted loss per share	**16**	(0.13)

The accompanying notes form an integral part of these financial statements.

NOWVERTICAL GROUP, INC.

CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY

FOR THE PERIOD FROM SEPTEMBER 22, 2020 (DATE OF INCEPTION) TO DECEMBER 31,2020 (EXPRESSED IN UNITED STATES DOLLARS "USD")

	Issued capital - Common		Share premium	Accumulated Deficit	Total
	Shares (Note 17)	**Amount** (Note 17)			
Opening balances as of September 22, 2020	-	$ -	$ -	$ -	$ -
Net loss	-	-	-	(1,979,197)	(1,979,197)
Issuance of shares	107,760	11	2,587,452	-	2,587,463
Balances at December 31, 2020	107,760	11	2,587,452	(1,979,197)	608,266

The accompanying notes form an integral part of these financial statements.

NOWVERTICAL GROUP, INC.

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE PERIOD FROM SEPTEMBER 22, 2020 (DATE OF INCEPTION) TO DECEMBER 31, 2020
(EXPRESSED IN UNITED STATES DOLLARS "USD")

	Notes	September 22, 2020 to December 31, 2020
OPERATING ACTIVITIES		
Loss before income taxes		$ (1,978,248)
Non-cash adjustments	**18**	2,022,396
Net changes in working capital	**18**	(221,872)
NET CASH USED IN OPERATING ACTIVITIES		(177,725)
INVESTING ACTIVITIES		
Acquisitions of subsidiaries, net of cash acquired	**4**	1,430,567
NET CASH PROVIDED BY INVESTING ACTIVITIES		1,430,567
FINANCING ACTIVITIES		
Proceeds from issue of share capital		11
Proceeds from issue of share premium		89
NET CASH PROVIDED BY FINANCING ACTIVITIES		100
NET CHANGE IN CASH AND CASH EQUIVALENTS		1,252,942
Cash and cash equivalents, beginning of year		-
Cash and cash equivalents, end of year		**1,252,942**

The accompanying notes form an integral part of these financial statements.

1. NATURE OF OPERATIONS

NowVertical Group, Inc. and its subsidiaries ("NowVertical" or the "Company") are principally business intelligence software and analytic companies. The Parent is based in West Palm Beach, Florida, US. The Company provides data fusion and content analytics support to help companies understand, manage, and utilize their data. Information on the Company's structure is provided in Note 2.

NowVertical was incorporated on September 22, 2020 in Delaware, US. Its registered office and principal place of business is 7750 Okeechobee Blvd STE 4-2024, West Palm Beach FL 33411. The Company's year-end is December 31.

On November 13, 2020, the Company acquired a 49% minority interest in Seafront Analytics, LLC ("Seafront"). The consideration of $52,463 consisted of $100 cash and NowVertical shares valued at $52,363. NowVertical provides financial support to Seafront and has a call provision on the remaining interest in Seafront. See Note 5.

On November 20, 2020, the Company acquired 100% of Signafire Technologies, Inc ("Signafire"). The consideration of $3,102,342 consisted of $567,342 cash and NowVertical shares valued at $2,535,000. See note 5.

These consolidated financial statements are presented:

- as of December 31, 2020 and for the period from September 22, 2020 (date of inception) through December 31, 2020 (hereinafter referred to as "2020" or the "period ended December 31, 2020"),

The accompanying consolidated financial statements were approved and authorized for issue by the Company's Chief Financial Officer on June 18, 2021.

Impact of COVID-19 – The outbreak of the COVID-19 pandemic and the worldwide governments response to mitigate the pandemic's spread have influenced the overall performance of the Company. The extent of the impact of COVID-19 on the Company's operational and financial performance will depend on certain developments, including the duration and spread of the outbreak, and impact on the Company's customers, employees, and vendors, all of which are uncertain and cannot be predicted. At this point, the extent of which COVID-19 may impact the Company's financial condition or results of operations is uncertain. As of the date of the issuance of the financial statements, the Company had to forgo potential opportunities due to the inability to travel. The Company cannot reasonably estimate the length or severity of this pandemic, but it does not anticipate a material adverse impact on its financial position, its results of operations or cash flows through at least the next twelve months from when these financial statements are available to be issued.

In March 2020, the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") was signed into law in the United States. The CARES Act enacts measures to help stabilize the economy and provides more than $2 trillion in financial assistance to federal agencies, state and local governments, businesses, and individuals.

Going concern

The accompanying consolidated financial statements have been prepared in conformity with IFRS, which contemplate continuation of the Company as a going concern. However, during the period from its inception on September 22, 2020 to December 31, 2020, the Company has experienced an operating loss, negative cash flows from operations and a working capital deficiency. Whether and when the Company can attain profitability and positive cash flows from operations is uncertain. Continued operations of the Company depend upon the Company's ability to meet its financing requirements on a continuing basis, to continue to have access to financing, and to succeed in its future operations.

These uncertainties raise substantial doubt about the Company's ability to continue as a going concern within one year after the date of these consolidated financial statements. These consolidated financial statements have been prepared on a going concern basis and, as such, do not include any adjustments that might result from the outcome of this uncertainty or the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

As a result, management intends to grow sales with existing customers and add new sales channels for the Company's recently acquired businesses, and has taken the following steps to mitigate the conditions that have raised substantial doubt about the Company's ability to continue as a going concern:

- in January 2021, renegotiated the remaining amount payable of approximately $2,6 million under the lease it acquired in connection with the acquisition of Signafire to $921,000;
- in February 2021, raised approximately $2.5 million in 8% convertible notes and used the proceeds and available cash to extinguish the lease at its renegotiated amount and to pay the former Signafire shareholders the resulting amount due under the terms of the merger agreement; and
- in April 2021 raised approximately $820,000 of new common equity

In addition to the above, the Company has initiated discussions with Signafire's lender to renegotiate the terms of its $1.3 million loan, which the Company intends to favorably liquidate with the borrowings under a new long-term credit facility and plans to raise approximately $5.7 million in connection with a reverse merger listing that is expected to close in 2021.

These subsequent events are more fully described in Note 25. The Company intends to rely primarily on positive cash flows from operations for its day-to-day operating needs and additional financings to liquidate its current term loan and to achieve its acquisition strategy. There can be no assurance, however, that the Company will be able to grow sales, replace its current loan with a new long-term facility on terms favorable to the Company, or complete the reverse merger.

2. BASIS OF PRESENTATION

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee ("IFRIC").

These are the Company's first financial statements prepared in accordance with IFRS and have been prepared in accordance with IFRS 1 First-time Adoption of International Financial Reporting Standards ("IFRS 1"). The Company's date of transition to IFRS is September 22, 2020 (the "Transition Date"). Since no financial statements of the Company have previously been prepared, these financial statements do not include any IFRS first time adoption reconciliations.

Basis of measurement

These consolidated financial statements have been prepared on the going concern basis, under historical cost.

Functional currency

These financial statements are presented in United States Dollars ("USD"), which is also the Company's functional currency.

Company information

The consolidated financial statements of the Company include:

			Equity Interest
Name	**Principal activities**	**State, Country of Incorporation**	**12/31/2020**
Now Vertical Group, Inc.	Holding Company	Delaware, USA	100%
Signafire Technologies, Inc.	Software analytics	Delaware, USA	100%
Seafront Analytics, LLC	Data analytics and consulting	Maryland, USA	49%

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Overall Considerations – The consolidated financial statements have been prepared using the significant accounting policies and measurement basis that are in effect at December 31, 2020, as summarized below. These were used throughout the period presented in the consolidated financial statements.

3.2 Basis of Consolidation – The Company's financial statements consolidate those of NowVertical and all of its subsidiaries as of December 31, 2020. All subsidiaries have a December 31 year-end.

All transactions and balances between NowVertical companies are eliminated on consolidation, including unrealized gains and losses on transactions between NowVertical companies. Where unrealized losses on intra-Company assets sales are reversed on consolidation, the underlying asset is also tested for impairment from a NowVertical perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Company.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognized from the effective date of acquisition, or up to the effective date of disposal, as applicable.

3.3 Business combinations – The Company applies the acquisition method in accounting for business combinations. The consideration transferred by the Company to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred, and the equity interest issued by the Company, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

Assets acquired and liabilities assumed are measured at their acquisition**-**date fair values.

3.4 Financial Instruments

Recognition and derecognition

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risk and rewards are transferred. A financial liability is derecognized when it is extinguished, discharged, cancelled, or expires.

Classification and initial measurement of financial assets

Assets are recorded at fair value on initial recognition. Financial assets are then classified into one of the following categories:

- Amortized cost
- Fair value through profit or loss (FVTPL), or
- Fair value through other comprehensive income (FVOCI).

The classification is determined by both:

- The entity's business model for managing the financial assets, and
- The contractual cash flow characteristics of the financial asset.

In the periods presented, the Company's financial instruments categorized at amortized cost include trade and other receivables and cash. The Company does not have any financial assets categorized as FVTPL or FVOCI.

Subsequent measurement of financial assets

Amortized cost - Financial assets are measured at amortized cost if the assets meet the following conditions:

- They are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows, and
- The contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortized cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial.

Fair value through profit or loss (FVTPL) - Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorized at FVTPL. Further, irrespective of business model financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL.

Assets in this category are measured at fair value with gains or losses recognized in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

Fair value through other comprehensive income (FVTOCI) - The Company accounts for financial assets at FVOCI if the assets meet the following conditions:

- they are held under a business model whose objective it is "hold to collect" the associated cash flows and sell, and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Any gains or losses recognized in other comprehensive income (OCI) will be recognized upon derecognition of the asset.

Impairment of financial assets

Under IFRS 9 Financial Instruments, the Company is required to apply an expected credit loss ("ECL") model to all debt financial assets not held at fair value through profit or loss, where credit losses that are expected to transpire in future years are provided for, irrespective of whether a loss event has occurred as at the balance sheet date. For trade receivables, the Company has applied the simplified approach under IFRS 9 and has calculated ECLs based on lifetime expected credit losses taking into consideration historical credit loss experience and financial, factors specific to the debtors and general economic conditions.

Classification and initial measurement of financial liabilities

Financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at amortized cost
- Financial liabilities at fair value through profit or loss (FVTPL)

In the periods presented, the Company did not have any financial instruments categorized as FVTPL.

Subsequent measurement of financial liabilities

For purposes of subsequent measurement, financial liabilities are classified in two categories:
- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortized cost

Financial liabilities at amortized cost - After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the effective interest rate amortization process.

Amortized cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortization is included as finance costs in the statement of profit or loss.

In the periods presented, the Company's financial instruments categorized at amortized cost include long-term loan, including the current portion of long-term loan, long-term lease liability, including current portion of lease liability, accounts payable and accrued expenses and other current liabilities, and deferred revenue.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously. The Company did not have any offsetting financial instruments.

3.5 Cash —Cash consists primarily of checking and savings deposits. The Company maintains cash with US financial institutions of high-credit quality. These deposits may exceed US federally insured limits.

3.6 Restricted Cash—Restricted cash represents the Company's security deposit for leased office space. This cash was deposited within a US financial institution of high-credit quality. This deposit exceeded the US federally insured limits as of December 31, 2020.

3.7 Consideration payable to former shareholders – Consideration payable to former shareholders includes the closing bonus remaining balance $6,401 and the purchase price holdback for general representation and warranties of $562,500, less the cash shortfall at closing of $128,658 related to the acquisition of Signafire.

3.9 Revenue Recognition

Signafire

The Company provides data analytics software and consulting services to its customers. Revenue is recognized when promised goods or services are transferred to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The Company determines revenue recognition through the following steps:
- identification of the contract, or contracts, with a customer;
- identification of the performance obligations in the contract;
- determination of the transaction price;
- allocation of the transaction price to the performance obligations in the contract; and
- recognition of revenue when, or as, the Company satisfies a performance obligation.

The Company's revenue consists of sales of perpetual licenses, implementation services and maintenance revenues.

Perpetual License Revenues
Perpetual license revenues reflect the revenues recognized from sales of perpetual licenses to customers under which we generally recognize the license fee portion of the arrangement upon delivery as the benefit of the asset has transferred.

Implementation Services
Implementation services consist primarily of design, integration and configuration services. Other professional services include projects that enable customers to gain insightful business information through data analysis, and the Company's institute training programs. Implementation services are recognized as services are performed.

Maintenance Revenues
Maintenance revenues consist of revenues from maintenance agreements of perpetual license sales. Typically, when purchasing a perpetual license, a customer also purchases a maintenance contract for a specified term. Customers with maintenance agreements are entitled to receive support and

unspecified upgrades and enhancements when and if they become available during the maintenance period. We recognize the revenues associated with maintenance ratably, on a straight-line basis, over the associated maintenance period.

Contracts with Multiple Performance Obligations
Most of the Company's contracts with customers contain multiple performance obligations. The selling price for the Company's perpetual licenses has not been established and such licenses have not previously been sold on a standalone basis. As a result, the selling price is considered to be uncertain and a representative standalone selling price ("SSP") is not discernible from past transactions or other observable evidence. Standalone selling prices for implementation services and maintenance revenues are estimated based upon the estimated cost plus a margin approach. As a result, the SSP for perpetual licenses included in a contract with multiple performance obligations is determined by applying a residual approach whereby performance obligations related to implementation services and maintenance revenues within a contract are first allocated a portion of the transaction price based upon their respective SSPs, with the residual amount of transaction price allocated to the perpetual license.

Seafront

Analytical consulting services
The Company provides data analytical consulting services on a time and material contract basis. These services are tailored to the needs of the individual clients and performed according to the agreed upon statement of work.

Fixed, firm price contracts

The Company satisfies its performance obligation as it performs the work outlined in the statement of work each month. Revenues are recognized at an amount that corresponds directly with its performance over time. Invoices are invoiced at the beginning of the contract period. Invoices are due within 30 days. Amounts remaining unbilled at the end of a reporting period are presented in the financial statements as trade receivable if only the passage of time is required before payment of these amounts will be due.

Time and materials contracts

The Company satisfies its performance obligation as hourly services are rendered. These revenues are recognized when the agreed upon services are performed. Customers are invoiced monthly on hours rendered for the month at the agreed upon rates. Invoices are invoiced at net 30 days or sooner. Amounts remaining unbilled at the end of a reporting period are presented in the financial

Other Considerations

- The Company did not adjust the consideration received for a financing component since the service was delivered within one year.

- There are no rights to return since revenues are based on specific deliverables.

- There are no rebates issued to customers.

- The Company warranties that their software does not contain viruses or otherwise adversely affect the customer's information technology systems.

- There are no non-cash considerations or other sales programs provided to customers.

3.10 Taxation— Tax expense recognized in profit or loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity.

Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. Deferred income taxes are calculated using the balance sheet liability method.

Deferred tax assets are recognized to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilized against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit.

Deferred tax liabilities are generally recognized in full, although IAS 12 'Income Taxes' specifies limited exemptions. As a result of these exemptions the Company does not recognize deferred tax on temporary differences relating to goodwill, or to its investments in subsidiaries.

IFRIC 23 – Uncertainty over Income Tax Treatments, which clarifies the provisions of IAS 12 – dealing with the recognition and measurement of income taxes – when there is uncertainty over income tax treatments. IFRIC 23 is applied as of 1 January 2019. The Company has no provisions for tax contingencies.

3.11 Property and equipment— Property and equipment is stated at cost less accumulated depreciation. Depreciation of property and equipment is provided on the straight-line method over the estimated useful lives of the assets as follows:

Computer equipment	3 years
Furniture and fixtures	10 years

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognized.

The residual values, useful lives, and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.12 Leases— The Company assesses at contract inception whether a contract is, or contains, a lease. A contract is considered a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Right of Use Assets - The Company recognizes right-of-use ("RoU") assets at the commencement date of the lease or upon date of acquisition. Right-of-use assets are measured at cost, less any accumulated depreciation. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the remaining lease team and the estimated useful lives of the assets, as follows:

Office space	4 years

Lease liabilities - At the commencement date of the lease or upon date of acquisition, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses in the period in which the event or condition that triggers the payment occurs.

Estimating the incremental borrowing rate –The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

3.13 Goodwill – Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognized. Goodwill is carried at cost less accumulated impairment losses. Refer to Note 3.15 for a description of impairment testing procedures.

3.14 Other intangible assets

Initial recognition of other intangible assets

Trade names and customers relationships – Trade names and customer relationships acquired in a business combination that qualify for separate recognition are recognized as intangible assets at their fair values.

Developed Technology – Developed technology acquired in a business combination that qualifies for separate recognition is recognized as an intangible asset at its fair value.

Non-compete agreements – Non-compete agreements acquired in a business combination that qualify for separate recognition are recognized as intangible assets at their fair values.

Subsequent measurement

The Company's finite-lived intangible assets were initially recorded at fair value as they were acquired in connection with an acquisition. Recorded amounts are then amortized on a straight-line basis over their estimated useful lives. Residual values and useful lives are reviewed at each reporting date. In addition, they are subject to impairment testing. Refer to Note 3.15 for a description of impairment testing procedures.

The following useful lives are applied:

Trade names	5-10 years
Customer Relationships	5 Years
Developed Technology	6 Years
Non-Compete Agreements	3 Years

Amortization has been included within administrative expenses.

Subsequent expenditures on the maintenance of computer software are expensed as incurred.

When intangible assets are disposed of, the gain or loss on disposal is determined as the difference between the proceeds and the carrying amount of the asset. The Company has not disposed of any intangible assets.

3.15 Significant management judgement in applying accounting policies and estimation uncertainty - The preparation of these consolidated financial statements requires the Company to make estimates and assumptions that affect reported amounts of assets, liabilities, revenue and expenses and the disclosure of contingent assets and liabilities. The most significant judgement pertains to its lease, revenue recognition, goodwill impairment testing, and business combinations.

Lease
The Company has one lease with a third-party landlord and as a consequence the rate implicit in the relevant lease is not readily determinable. Therefore, the Company uses its incremental borrowing rate as the discount rate for determining its lease liabilities at the lease adoption date. The incremental borrowing rate is the rate of interest that the Company would have to pay to borrow over similar terms which requires estimations when no observable rates are available. These rates are, where necessary, then adjusted to reflect the credit worthiness of the entity entering into the lease and the specific condition of the underlying leased asset.

Useful lives and residual values of depreciable assets
The Company reviews its estimate of the useful lives and residual values of depreciable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technological obsolescence that may change the utility of certain software and IT equipment.

Recognition of revenue over time or at a point in time
For one of the Company's statement of work, significant judgement is required to assess whether control of the related performance obligation(s) transfers to the customer over time or at a point in time in accordance with IFRS 15. The Company satisfies its performance obligation as it performs the work outlined in the statement of work each month. Revenues are recognized at an amount that corresponds directly with its performance over time. The Company assesses that it has a right to payment for its performance throughout the contract period and recognizes revenue over time. The customer is billed at the beginning of the contract period. Revenue is recorded as the performance obligation is satisfied.

Impairment of non-financial assets and goodwill
IAS 36 requires that the Company ensures that its assets are carried at no more than their recoverable amount. An asset is carried at more than its recoverable amount if its carrying amount exceeds the amount to be recovered through use or sale of the asset. If this is the case, the asset is described as impaired, and the standard requires the entity to recognize an impairment loss.

Business combinations
The Company uses various valuation techniques, including utilizing a third-party valuation company when determining the fair values of certain assets and liabilities acquired in a business combination (see Note 3.4). In particular, the fair value of contingent consideration is dependent on the outcome of many variables including the acquirees' future profitability (see Note 6).

Consolidation of Seafront
On November 13, 2020, the Company acquired a 49% minority interest in Seafront. The Company provides financial support to Seafront and has a $1 call option on the remaining 51% interest. As a result, the Company consolidates 100% of Seafront (see Note 4).

4. ACQUISITIONS

Seafront Analytics, LLC

On November 13, 2020, the Company acquired a 49% minority interest in Seafront. Seafront provides analytic consulting and training and conducts technical and analytical testing and evaluation

to public and private sector clients. The consideration of $52,463 consisted of $100 cash and NowVertical shares valued at $52,363. Concurrent with the acquisition, the two member-employees of Seafront entered into three-year employment agreements with the Company and purchased additional NowVertical restricted shares that vest over the three-year term of the employment agreements. These additional shares are considered compensation expense as continued employment is required. The Company can repurchase any unvested restricted shares should the employee leave the Company at $.0001 per share. As a result of its financial support and the existence of a $1 call option on the remaining 51% interest, the Company has established control and therefore consolidates 100% of Seafront.

The acquisition was made to establish the company's data analytics consulting business.

Goodwill of $33,363 is for growth expectations, expected future profitability and expertise of the acquired workforce. Goodwill has been allocated to the Seafront operating segment and is not expected to be deductible for tax purposes.

Signafire Technologies, Inc.

On November 20, 2020, the Company acquired 100% of Signafire. Signafire's data fusion, data enrichment, and search and analysis capabilities enable it to provide a suite of data analytics software and consulting services to its customers. The consideration of $3,102,342 consisted of $567,342 in cash and shares of the Company's stock valued at $2,535,000. The cash was subject to a general representation and warranties holdback of $562,500, less the cash shortfall at closing of $128,658, that expires in 18 months. The acquisition included an earn-out for the period from November 20, 2020 to November 19, 2021, which stipulates additional consideration in the amount of 30% of the first $4,166,667 and 10% of the amount in excess of $4,1666,667 for future sales, such future sales all related to specified companies. As the further sales to the specified companies is highly unlikely, the earn-out estimated amount is valued at zero.

The acquisition was made to establish the Company's software analytics business.

Goodwill of $2,363,943 is for growth expectations, expected future profitability and expertise of the acquired workforce. Goodwill has been allocated to the Signafire segment and is not expected to be deductible for tax purposes.

The following table summarizes the consideration paid and the preliminary allocation of the purchase price based upon the fair values of the acquired assets and liabilities of Seafront and Signafire at their respective dates of acquisition:

	Signafire **USD**	Seafront **USD**
Fair value of consideration transferred		
Amount settled or payable in cash	$ 567,342	$ 100
Fair value of shares issued for consideration	2,535,000	52,363
Total	3,102,342	52,463
Recognized amounts of identifiable net assets		
RoU Asset	1,782,406	-
Property and equipment (Note 9)	2,260	-
Intangibles	1,634,000	19,000
Total non-current assets	3,418,665	19,000
Prepaid expenses and other current assets	30,421	4,562
Cash	1,770,320	5,548
Total current assets	1,800,741	10,110
Long-term loan	(96,283)	-
Long-term lease liability	(2,225,622)	-
Total non-current lianilites	(2,321,905)	-
Accounts payable	(352,236)	(10,010)
Accrued expenses and other current liabilities	(185,131)	-
Short-term loan	(1,230,735)	-
Deferred revenue	(391,000)	-
Total current liabilities	(2,159,102)	(10,010)
Identifiable net assets	738,399	19,100
Goodwill (Note 3.13)	2,363,943	33,363
Consideration transferred in cash	127,099	100
Cash acquired	(1,770,320)	(5,548)
Net cash inflow on acquisition	(1,643,222)	(5,448)
Acquisition costs charged to expenses	218,103	-
Net cash received related to the acquisitions	(1,425,119)	(5,448)

5. FINANCIAL RISK MANAGEMENT

Financial risk Factors

The Company's activities expose it to financial risks: including credit risk and liquidity risk.

It is the Company's opinion that it is not exposed to other significant market risks: including price, currency, or variable interest rate risk.

Credit risk:

The Company takes on exposure to credit risk, which is the risk that one party will cause a financial loss for another party by failing to discharge an obligation. The Company is exposed to the risk of non-payment of trade and other receivables balances. The Company's exposure to credit risk was $13,668 at December 31, 2020.

Liquidity risk:

Liquidity risk is the risk that the Company might not be able to generate sufficient cash resources to settle its obligations in full as they fall due, or it can only do so on terms that are materially disadvantageous. The Company is exposed to liquidity risk through non-payment of their accounts payable, accrued expenses, other current liabilities, loan payable, payables to previous shareholders, and lease payables. The Company's exposure to liquidity risk was $4,280,486 at December 31, 2020.

The Company manages its capital structure on a consolidated level based on the funds available to it in order to support the continuation and expansion of its operations and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk. The Company defines capital to include share capital and its borrowings. The Company intends to rely primarily on positive cash flows from operations for its day-to-day operating needs and additional financings to liquidate its current term loan and to achieve its acquisition growth strategy.

The primary source of cash flow is revenue collected from transactions completed for customers. The Company's approach to liquidity is to always have sufficient liquidity to meet its liabilities as they come due. This is achieved by continuously monitoring cash flows and reviewing actual operating expenditures and revenue to budget.

The Company's significant loss at December 31, 2020 is attributable to the re-establishment of the RoU asset that was subsequently written off. As the event was included with the Signafire acquisition, the Company does not anticipate similar losses in the future.

Market risk: Market risk is the risk that changes in the market prices – such as interest rates, foreign exchange rates, equity prices, and credit spreads - will affect the Company's income or the fair value of its holdings of financial instruments. The Company is not exposed to significant market risks.

Price risk – Price risk is the risk that the value of a security or investment will decrease. The Company does not have securities or investments.

Currency risk – Currency risk is the possibility of losing money due to unfavorable moves in exchange rates. The Company only transacts in the United States dollar.

Interest rate risk – Interest rate risk is the potential for investment losses that result from a change in interest rates. The Company has a fixed interest rate on the loan agreement of 15%. The Company has no other interest rate risk and is not exposed to variable interest rate risk.

6. CAPITAL MANAGEMENT POLICIES AND PROCEDURES-The Company is subject to a number of risks common to early-stage, technology-based companies, including limited dependence on key individuals, rapid technological changes, and the need for adequate financing to fund future operations. The Company assesses capital requirements to maintain an efficient financing structure while avoiding unneeded debt. The Company manages its capital structure through assessing economic conditions and making adjustments in light of changes and risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may implement cost cutting and downsizing efforts in attempt to mitigate those risks.

7. CASH

For the purpose of the cash flow statement, cash is comprised of the following balances with original maturity of less than 90 days:

	12/31/2020
Cash at banks	$ 938,699
Restricted cash	314,243
	$ 1,252,942

Terms and conditions of the above cash accounts:

- Cash at banks earns interest at floating rates based on daily bank deposit rates.
- Restricted cash represents the Company's security deposit for leased office space.

8. TRADE AND OTHER RECEIVABLES

Trade receivables consist of the following:

	12/31/2020
Trade receivables	$ 11,189
Employee receivables	2,479
Trade and other receivables	$ 13,668

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

9. PROPERTY AND EQUIPMENT

Property and equipment at December 31, 2020 consists of the following:

	Computer Equipment	Furniture and Fixtures	Total
COST			
At November 20, 2020	$ -	$ -	$ -
Additions	1,476	784	2,260
Disposals	-	-	-
At December 31, 2020	**1,476**	**784**	**2,260**
DEPRECIATION			
At November 21, 2020	-	-	-
Disposals	-	-	-
Depreciation charge for the period	121	13	134
At December 31, 2020	**121**	**13**	**134**
Net book value			
At December 31, 2020	1,355	771	2,126

10. INTANGIBLE ASSETS

Details of the Company's intangible assets and their carrying amounts are as follows:

	Trade Names	Customer Relationships	Developed Technology	Non-Compete Agreements	Total
	USD	USD	USD	USD	USD
COST					
At September 22, 2020	$ -	$ -	$ -	$ -	$ -
Additions	638,000	636,000	378,000	1,000	1,653,000
At December 31, 2020	**638,000**	**636,000**	**378,000**	**1,000**	**1,653,000**
Amortization					
At September 22, 2020	-	-	-	-	-
Amortization charge for the perio	5,825	10,650	5,250	28	21,753
At December 31, 2020	**5,825**	**10,650**	**5,250**	**28**	**21,753**
Net book value					
At December 31, 2020	$ 632,175	$ 625,350	$ 372,750	$ 972	$ 1,631,247

Amortization has been included within administrative expenses in the consolidated income statement.

11. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consisted of the following:

	12/31/2020
Accrued expenses	26,110
Accrued interest expense	32,883
Payroll liabilities	5,769
Total accrued expenses and other current liabilities	$ 64,762

12. INCOME TAXES

The major components of tax expense and the reconciliation of the expected tax expense based on the U.S. effective tax rate of 21% and the reported tax expense in profit or loss are as follows:

	12/31/2020 USD
Loss before tax	$ (1,978,248)
U.S. tax rate	21%
Expected tax benefit	**(415,432)**
Adjustments for tax rate differences:	
State and local taxes	(78,372)
Nondeductible expenses	18,139
Losses for which no benefit was recognized	476,614
Actual tax expense	**949**
Tax expense components:	
Current tax expense	949
Deferred tax expense	-
Tax expense	**949**

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") was signed into law. Among other things, the CARES Act made tax law changes including (i) modifications to the federal net operating loss rules including permitting federal net operating losses incurred in 2018, 2019, and 2020 to be carried back to each of the five preceding taxable years and suspended the net operating loss limit of 80% of taxable income for use in taxable years beginning before December 31, 2020, (ii) enacted a technical correction so that qualified improvement property can be immediately expensed under IRC Section 168(k), and (iii) increased the limitation under IRC Section 163(j) for 2019 and 2020 to permit additional expensing of interest. The CARES Act is not expected to have a material impact on the Company's financial results.

Deferred Tax Assets and Liabilities

The Company's deferred tax inventory is comprised of the following:

As at December 31, 2020	Deferred tax	Not Recognized	Recognized
Deferred tax assets			
Net operating losses	$ 771,075	(771,075)	-
Lease liability	577,861	(577,861)	-
R&D credit carryforward	1,490,877	(1,490,877)	-
Total deferred tax asset	**2,839,813**	**(2,839,813)**	**-**
Deferred tax liabilities			
Property, plant and equipment	- 410	410	-
Intangible assets	- 436,287	436,287	-
Other	- 40,678	40,678	-
Total Deferred tax liability	**- 477,375**	**477,375**	**-**
Net deferred tax asset (liability)	**2,362,438**	**(2,362,438)**	**-**

None of the Company's deferred tax assets (including tax losses or other tax credits) have been recognized in the statement of financial position as it is not probable that the underlying tax losses or deductible temporary differences will be utilized against future taxable income.

As of December 31, 2020, the Company has U.S. federal net operating loss carryforwards of $2.6 million. The U.S. net operating losses may be carried forward indefinitely but are only available to offset 80% of future taxable income. In addition, the Company has federal R&D credit carryforwards of $1.5 million which expire in 2032 and 2033. The Company's material state and local net operating loss carryover is related to Michigan losses of $3.0 million as of December 31, 2020. The Michigan net operating loss carryforwards expire in 2028 and 2029 if not utilized.

13. LOAN PAYABLE

Upon acquisition of Signafire, the Company assumed the securities loan agreement (the "TCA Agreement") with TCA Special Situations Credit Strategies ICAV, an Irish collective asset vehicle. On November 20, 2020, the Company's liability was $1,327,018. Borrowings under the TCA Agreement are collateralized by substantially all the assets and equity of Signafire. The TCA Agreement requires monthly principal and interest payments through December 31, 2021 with a balloon payment of $700,000 on May 31, 2021. The maturity date of the loan is December 31, 2021. The note bears an interest rate of 15%. As of December 31, 2020, the balance is as follows:

	2020-12-31
TCA Loan amount	$ 1,327,018
Total debt outstanding	1,327,018

The TCA loan agreement contains financial covenants over capital expenditures, the continuance of customer relationships, and minimum cash equivalents. The Company was in compliance as of December 31, 2020.

14. LEASING ACTIVITIES

The Company adopted IFRS 16 effective September 22, 2020 and on the date of acquisition of Signafire, the Company assumed the Right of Use Asset and related lease liability, which was recorded on that date at the present value of the remaining lease payments. The Company's IBR applied to the lease liabilities recognized in the statement of financial position at the date of initial application was 15%. As the lease was still in place at the date the Company acquired Signafire, the previously written-off RoU Asset was re-established as the space was available to the Company. However, with no future plans by the Company to occupy the leased space, the re-established RoU Asset was again written-off, this time through the Company's 2020 consolidated financial statements.

Right-of-use assets

	Office Space USD
Balance at November 20, 2020	$ 1,782,406
Depreciation charge for the period	-
Impairment of asset	(1,782,406)
Balance at December 31, 2020	-

Lease liabilities

	Office Space USD
Maturity analysis - contractual undiscounted cash flows	
At November 20, 2020	
Less than one year	1,031,189
One to five years	2,176,485
Total undiscounted lease liabilities	3,207,674
Lease liabilities included in the statement of financial position	2,521,700
Current (including amounts in accounts payable)	748,243
Non-Current	1,773,457
At December 31, 2020	
Less than one year	753,231
One to five years	2,102,786
Total undiscounted lease liabilities	2,856,017
Lease liabilities included in the statement of financial position	2,561,370
Current	880,303
Non-Current	1,681,067
Amounts recognized in profit or loss	
November 20, 2020 - December 31, 2020	
Interest on lease liabilities	35,109
Variable lease payments not included in the measurement of lease liabilities	4,562
Loss on abandonment of asset	1,782,406

Amounts recognized in the statement of cash flows	
November 20, 2020 - December 31, 2020	
Total cash outflow for leases	$ -

15. CONTRACT REVENUES

	Fixed, firm price	Time and materials	Other	Total
Contract revenues earned	$ 122,374	$ 31,894	$ -	$ 154,268
Contract related cost of revenues	17,778	-	-	17,778
Contract trade receivables	-	13,668	-	13,668
Contract trade liabilities	40,833	-	17,992	58,825
Remaining performance obligations	268,626	-	-	268,626

Remaining performance obligations:

Their primary customer is invoiced at the beginning of each contract year. As of December 31, 2020, three months remained of their contract. The Company did not adjust the consideration received for a financing component since the service will be delivered within one year.

16. EARNINGS PER SHARE

Both the basic and diluted loss per share have been calculated using the loss attributable to shareholders as the numerator, i.e. no adjustments to profit were necessary in 2020.

For 2020, there were no differences between weighted average number of shares for the purposes of diluted earnings per share and the weighted average number of ordinary shares used in the calculation of basic earnings per share as the effect would be antidilutive. On March 19, 2021, the Company effected a forward stock split such that 1 outstanding share of the Company's Common Stock was converted into 148.13499 shares of Common Stock, with fractional interests, if any, being rounded to the nearest whole number. The earnings per share calculations are based on the weighted average number of shares derived from the stock split.

	2020 USD
Weighted average number of shares used in basic loss per share	14,862,003
Weighted average number of shares used in diluted loss per share	14,862,003

17. SHARE CAPITAL

The share capital of the Company:

	Issued Capital - Common
Period Beginning	**2020-09-22**
Period Ending	**2020-12-31**
Shares issued and fully paid:	
Beginning of period	-
End of period	107,760
Shares authorized (at $0.0001 par):	
Total Shares authorized and end of period	120,000

Issued Capital **-** The Company's Articles of Association authorized 100,000 shares of a single common shares with a par value of $0.0001 On September 22, 2020, The Company issued 95,000 shares of common shares at a price per share of $0.0001. On October 13, 2020, the Company amended its charter to increase authorized share capital to 120,000 shares of common shares. On November 13, 2020, the Company issued 271 shares of common shares at a price per share of $0.0001. These shares have a restricted clawback provision if the employees leave the Company within three years. On November 20, 2020, the Company issued 12,453 shares of common shares, at price per share of $0.0001. As of December 31, 2020, there were a total of 107,760 shares of common shares issued and outstanding**.**

18. CASH FLOW ADJUSTMENTS AND CHANGES IN WORKING CAPITAL

The following non-cash adjustments and adjustments for changes in working capital have been made to loss before income taxes to arrive at operating cash flow:

	2020-12-31 USD
Adjustments	
Depreciation of property, plant and equipment	134
Acquisition cost included in investing activities	218,103
Amortization of intangible assets	21,753
Loss on impairment of right of use assets	1,782,406
Total Adjustments	**2,022,396**

	2020-12-31 USD
Net changes in working capital	
Interest expense - related to the lease liability	35,109
Deferred Revenue	(122,374)
Change in trade and other receivables	(13,668)
Change in prepaid expenses and other current assets	2,213
Change in accounts payable	(7,344)
Change in accrued expenses and other liabilities	(115,808)
Total changes in working capital	**(221,872)**

19. ADMINISTRATIVE EXPENSES

General and administrative expenses include compensation, compensation related costs, employee benefits, hosting fees, utilities, professional service fees, and other general overhead costs including depreciation, amortization, and loss on impairment of right of use asset.

	2020-12-31 USD
Administrative Expenses	
Advertising & marketing	$ 1,977
Computer & software exp	1,625
Office expenses	99,617
Compensation & related exp	143,414
Professional services	6,883
Depreciation	134
Amortization	21,753
Loss on impairment of RoU asset	1,782,406
Total Administrative Expenses	**$ 2,057,809**

20. STOCK OPTION PLAN

On November 13, 2020, the Company established and adopted a Stock Plan (the "2020 Stock Plan"). The 2020 Stock Plan reserved 3,860 shares of Common Stock for grant under the 2020 Stock Plan. The type of awards available under the 2020 Stock Plan included grants of stock options or grants of restricted stock. As of December 31, 2020, no awards of stock were granted under the 2020 Stock Plan and the 2020 Stock Plan was subsequently terminated. See subsequent events.

21. CUSTOMER CONCENTRATION

The Company has a significant contract with one customer pursuant to an agreement that ends in April 2023. This customer accounted for 91.3% of the total revenue earned during the period ended December 31, 2020. This customer accounted for 100% of the deferred revenue at December 31, 2020.

22. RELATED PARTIES

The Company considers a related party a person or entity that is related to the Company and has control, joint control, or significant influence over the Company or a member of key management personnel.

Related Party Transactions -

	2020-12-31
Office expenses	60,000

23. STANDARDS, AMENDMENTS, AND INTERPRETATIONS TO EXISTING STANDARDS THAT ARE NOT YET EFFECTIVE AND HAVE NOT BEEN ADOPTED BY THE COMPANY

As of the authorization date of these consolidated financial statements, the International Accounting Standards Board (IASB) has issued certain new standards, amendments, and interpretations to existing IFRS standards but are not yet effective. These include:

- Amendments to IAS 37 - Onerous Contracts – Cost of Fulfilling a Contract
- Amendments to IAS 1 - Classification of Liabilities as Current or Non-current

None of these standards or amendments to existing Standards have been adopted by the Company.

Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of that pronouncement. New standards, amendments and interpretations not adopted in the current year have been disclosed as they are not expected to have a material impact on the Company's consolidated financial statements.

24. CONTINGENCIES

From time to time, the Company is subject to various claims that arise in the ordinary course of business. Management believes that any liability of the Company that may arise out of or with respect to these matters will not materially adversely affect the financial position, results of operations, or cash flows of the Company.

25. SEGMENTS

The Company is comprised of two operating segments: Signafire, which provides predominately data analytics software and related services, and Seafront, which provides data analytic consulting services. For the purpose of segment reporting, the CEO is the Chief Operating Decision Maker ("CODM"). The determination of the Company's operating segments is based on its organization structure and how the information is reported to the CODM on a regular basis. The accounting

policies of the operating segments are the same as those described in the significant accounting policies.

Information related to each reportable segment is set out below. Segment loss before taxes is used to measure performance because management believes this information is the most relevant in evaluating the results of the respective segments. Seafront has been presented with Corporate as part of "All Other" as it does not meet the quantitative thresholds to be a reportable segment.

	Signafire	All Other	Total
Revenue	$ 122,374	$ 31,894	$ 154,268
Gross Profit	104,596	31,894	136,490
Administrative and Other Exper	(1,883,804)	(230,934)	(2,114,738)
Loss before taxes	(1,779,208)	(199,040)	(1,978,248)
Segment assets	4,343,484	986,575	5,330,059
Segment liabilities	4,248,107	473,686	4,721,793

All of the Company's operations are in the United States of America.

26. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through June 18, 2021, which is the date the consolidated financial statements were available to be issued, for events requiring recording or disclosure in consolidated the financial statements for the period ended December 31, 2020.

In February 2021, the Company issued CAD $3,060,021.50 (approximately $2.5 million US dollars) of unsecured convertible promissory notes. The notes bear simple interest of 8% and mature on December 31, 2021 (unless automatically converted prior to the maturity date). The notes were issued on February 9, 12, 19, and March 22, 2021.

In the event that the Company, or an affiliate of the Company set up in connection with a go-public transaction, issues equity securities in connection a public offering resulting in aggregate gross proceeds to the Company of at least CAD $3,000,000 (a "Qualified Financing"), then the principal amount of the notes and any unpaid accrued interest thereon will automatically convert into equity securities of the Company, or an affiliate of the Company set up in connection with a go-public transaction, at a conversion price equal to a 80% of the price per equity security.

If the notes have not been previously repaid, prepaid or converted on or prior to maturity and the noteholder has not demanded repayment of the note on the maturity date, the Corporation shall have the right to convert any principal amount and any unpaid accrued interest thereon into a series of the highest ranking equity securities authorized by the Company, or an affiliate of the Company set up in connection with a go-public transaction, as of such time at a conversion price equal to the price per share of stock issued pursuant to the Company's most recent financing round or issued in connection with the Company's most recent acquisition, whichever is more recent at the relevant time of reference.

In the event that a Qualified Financing has not occurred and the Company is sold prior to the Maturity Date or the conversion or repayment in full of the notes, the Company will give the holder at least ten days' prior written notice of the anticipated closing date of such sale of the corporation, and the holder shall elect to either (a) receive repayment of all its principal, together with any all accrued and unpaid interest thereon (together the "Indebtedness"), or (b) automatically convert its Indebtedness into the highest ranking equity securities authorized by the Company, or an affiliate of the Company set up in connection with a go-public transaction, as of such time at a conversion price equal to the 80% of the price per share (or, if an asset sale, a price per share of stock equal to 80% of the price per share of stock issued pursuant to the Company's most recent financing round or issued in connection with the Company's most recent acquisition, whichever is more recent at the relevant time of reference). If the holder does not provide an election prior to the consummation of the sale transaction, the holder shall be deemed to elect option (a) above.

In January 2021, the Company settled the outstanding lease liability of $2,561,370 with the lessor for $921,000 with the balance paid to the Signafire former shareholders.

On March 19, 2021, the Company amended its charter to increase its authorized share capital from 120,000 to 25,000,000, such that as of March 19, the authorized share capital of the Company was 25,000,000 of a single class of Common Stock.

On March 19, 2021, the Company effected a forward stock split such that 1 outstanding share of the Company's Common Stock was converted into 148.13499 shares of Common Stock, with fractional interests, if any, being rounded to the nearest whole number.

On March 19, 2021, the Company established and adopted its 2021 Equity Incentive Plan (the "2021 EIP"). The Company reserved 3,913,577 shares of Common Stock under the 2021 EIP. The types of awards available under the 2021 EIP include grants of the following: Stock Options, Stock Appreciation Rights, Restricted Stock, and Restricted Stock Units.

On March 19, 2021, the Company granted a total of 2,455,162 Restricted Stock Units, such units vesting 100% immediately upon the consummation of a reverse takeover, Qualifying Transaction (as defined in the TSX Venture Exchange Corporate Finance Manual), amalgamation, arrangement, merger, consolidation, tender offer, exchange offer, share acquisition, share exchange, recapitalization or business combination or other similar transaction of the Company with, by or into another corporation, entity or person, pursuant to which a class of shares of the issuer resulting from such transaction are listed on a recognized North American stock exchange (including the Toronto Stock Exchange or the TSX Venture Exchange) (the "Listed Securities") and the shareholders of the Company and, if applicable, NowVertical SPV (as defined below) receive Listed Securities (or a class

or series of shares convertible into the Listed Securities) in exchange for their equity securities in the Company. "NowVertical SPV" shall mean any affiliate or associated entity of the Company established to facilitate a Go-Public Transaction of the Company.

On March 19, 2021, the Company granted a total of 1,458,415 Stock Options at the then current fair market value. 57,125 of these Stock Options granted vest over a 4-year period, and 1,401,290 of these Stock Options vest over a 6 month period.

On March 22, 2021, the Company entered into a business combination agreement with Good2Go Corp. ("G2G"), a capital pool company listed on the TSX Venture Exchange, for the acquisition by G2G of all the issued and outstanding shares of NVG, constituting a reverse takeover of G2G by NVG under Policy 2.4 (the "Transaction").

On March 23, 2021, the Company completed a private placement offering of subscription receipts for gross proceeds of CAD $8,394,000 through its wholly-owned subsidiary, NVG Canada Finco, Inc. ("Finco"). Each subscription receipt entitles the holder to one common share of Finco, which will be exchanged for one Subordinate Voting Share of the Resulting Issuer upon completion of the Transaction. The Company paid to the agents a cash fee of CAD $587,580 in connection with the private placement, and issued to the agents 587,580 warrants to purchase one common share of Finco, which will each be exchanged for one warrant to purchase one Subordinate Voting Share of the resulting issuer. Net of the agents cash fee and transaction expenses, the Company expects to raise approximately CAD $7,032,000 (approximately $5.7 million).

In connection with the Transaction, the following shall occur:

The Convertible Notes issued by the Company prior to the Transaction will shall automatically be converted into shares of common stock in the capital of the Company (each, an "NVG Share") pursuant to the terms and conditions of the Convertible Notes, and the agents to be compensated in connection with the issuance and sale of the Convertible Notes shall receive warrants to purchase NVG Shares in the amount of 7% of the NVG Shares issued on the conversion of the Convertible Notes (the "Note Warrants").

Each Note Warrant outstanding immediately prior to the Merger shall be exchanged for 1.778 warrants entitling the holder thereof to acquire Subordinate Voting Shares on substantially the same terms and conditions as were applicable to the Note Warrants immediately prior to the Merger, following which all Note Warrants shall be cancelled.

Immediately prior to the Merger, Canadian holders of NVG Shares shall exchange and transfer their NVG Shares, free and clear of all encumbrances, to G2G in exchange for Subordinate Voting Shares, on the basis of 1.778 fully paid and non-assessable Subordinate Voting Shares for each NVG Share.

At the time of the merger, U.S. resident holders of NVG Shares shall exchange and transfer their NVG Shares and shall receive 1.778 fully paid and non-assessable Proportionate Voting Shares in the capital of the Resulting Issuer in exchange for each 100 NVG Shares held. Non-Canadian, non-U.S.

resident holders of NVG Shares shall receive 1.778 fully paid and non-assessable Subordinate Voting Shares in exchange for each NVG Share.

The 2021 Equity Incentive Plan of NVG will be dissolved and replaced by an omnibus equity incentive plan established by the Resulting Issuer. Existing stock option holders in NVG will receive 1.778 options to acquire shares in the capital of the Resulting Issuer for each NVG stock option held immediately before the Transaction.

Certain restricted stock units of the Company will vest and convert into Subordinate Voting Shares in accordance with the steps set forth above.

On April 29, 2021, the Company terminated the Stock Plan that was adopted on November 13, 2020. No awards of shares or grants of options had been made pursuant to the stock plan.

Also on April 30, 2021, the Company received CAD $1,000,000 (approximately $820,000) in connection with the issuance of new equity.

Unaudited Interim Condensed Consolidated Financial Statements as of March 31, 2021 and for the three months then ended

NOWVERTICAL GROUP, INC.

TABLE OF CONTENTS

	Page
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS	
Interim Condensed Consolidated Statements of Financial Position at March 31, 2021 (unaudited) and December 31, 2020	2
Unaudited Interim Condensed Consolidated Income Statement	3
Unaudited Interim Condensed Consolidated Statement of Shareholders' Equity/ (Deficit)	4
Unaudited Interim Condensed Consolidated Statement of Cash Flows	5
NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS	6–17

NOWVERTICAL GROUP, INC.

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS OF MARCH 31, 2021 AND DECEMBER 31, 2020 (EXPRESSED IN UNITED STATES DOLLARS "USD")

	NOTES	3/31/2021 (Unaudited)	12/31/2020
ASSETS			
CURRENT			
Cash		$ 293,277	$ 1,252,942
Trade and other receivables		39,901	13,668
Prepaid expenses and other current assets		146,162	32,770
CURRENT ASSETS		479,340	1,299,380
NON-CURRENT			
Property and Equipment, Net		1,826	2,126
Intangibles, Net	**9**	1,565,984	1,631,247
Goodwill		2,397,306	2,397,306
NON-CURRENT ASSETS		3,965,116	4,030,679
TOTAL ASSETS		4,444,456	5,330,059
LIABILITIES AND SHAREHOLDERS' EQUITY/(DEFICIT)			
LIABILITIES			
CURRENT			
Accounts payable		1,056,396	58,825
Accrued expenses and other current liabilities		92,006	64,762
Income tax payable		23,405	949
Loan payable		1,303,606	1,327,018
Short-term lease liability	**10**	-	880,303
Current portion consideration payable to former shareholders		63,318	6,401
Deferred Revenue		31,089	268,626
CURRENT LIABILITIES		2,569,820	2,606,883
NON-CURRENT			
Consideration payable to former shareholders		433,842	433,842
Long-term lease liability	**10**	-	1,681,067
Convertible note, net of deferred financing costs	**16**	1,958,949	-
Derivative liability	**16**	308,000	-
NON-CURRENT LIABILITIES		2,700,791	2,114,910
TOTAL LIABILITIES		5,270,611	4,721,793
SHAREHOLDERS' EQUITY/(DEFICIT)			
Issued capital - Common	**12**	11	11
Share premium	**12**	2,587,452	2,587,452
Share-based compensation reserve	**13**	214,863	-
Accumulated Deficit		(3,628,481)	(1,979,197)
TOTAL SHAREHOLDERS' EQUITY/(DEFICIT)		(826,155)	608,266
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY/(DEFICIT		4,444,456	5,330,059

The accompanying notes form an integral part of these financial statements.

NOWVERTICAL GROUP, INC.

UNAUDITED INTERIM CONDENSED CONSOLIDATED INCOME STATEMENT
FOR THE THREE MONTHS ENDED MARCH 31,2021
(EXPRESSED IN UNITED STATES DOLLARS "USD")

	NOTES	3/31/2021
REVENUE	7	$ 318,707
COST OF REVENUES		78,367
GROSS PROFIT		240,340
ADMINISTRATIVE EXPENSES		1,767,510
LOSS FROM OPERATIONS		(1,527,170)
OTHER (EXPENSE):		
Interest expense		(99,658)
Total other (expense)		(99,658)
LOSS BEFORE INCOME TAXES		(1,626,828)
INCOME TAX PROVISION	15	22,456
NET LOSS		(1,649,284)
Loss per share		
Basic loss per share	11	(0.10)
Diluted loss per share	11	(0.10)

The accompanying notes form an integral part of these financial statements.

NOWVERTICAL GROUP, INC.

UNAUDITED CONSOLIDATED STATEMENT OF SHAREHOLDER'S EQUITY/(DEFICIT)
FOR THE THREE MONTHS ENDED MARCH 31, 2021
(EXPRESSED IN UNITED STATES DOLLARS "USD")

	Issued capital - Common		Share-based compensation reserve	Share premium	Accumulated Deficit	Total
	Shares (Note 12)	**Amount** (Note 12)				
Balances at December 31, 2020	15,963,031	$ 11	$ -	$ 2,587,452	$ (1,979,197)	$ 608,265
Net loss	-	-	-	-	(1,649,284)	(1,649,284)
Vesting of restricted shares	10,752	-	-	-	-	-
Share-based compensation	-	-	214,863	-	-	214,863
Balances at March 31, 2021	15,973,783	11	214,863	2,587,452	(3,628,481)	(826,155)

On March 19, 2021, the Company effected a forward stock split such that 1 outstanding share of the Company's Common Stock was converted into 148.13499 shares of Common Stock, with fractional interests, if any, being rounded to the nearest whole number. All share amounts have been stated on a post-forward share split basis.

The accompanying notes form an integral part of these financial statements.

NOWVERTICAL GROUP, INC.

UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2021
(EXPRESSED IN UNITED STATES DOLLARS "USD")

	Notes		3/31/2021
OPERATING ACTIVITIES			
Loss before income taxes		$	(1,626,828)
Non-cash adjustments			(1,332,402)
Net changes in working capital	**16**		704,570
NET CASH USED IN OPERATING ACTIVITIES			(2,254,660)
INVESTING ACTIVITIES			
			-
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES			-
FINANCING ACTIVITIES			
Proceeds from borrowings	**14**		2,423,017
Repayment of deferred financing costs	**14**		(183,610)
Repayment of borrowings			(23,412)
Repayment of leasing liabilities	**10**		(921,000)
NET CASH PROVIDED BY FINANCING ACTIVITIES			1,294,995
NET CHANGE IN CASH AND CASH EQUIVALENTS			(959,665)
Cash and cash equivalents, beginning of period			1,252,942
Cash and cash equivalents, end of period			**293,277**

The accompanying notes form an integral part of these financial statements.

1. NATURE OF OPERATIONS

NowVertical Group, Inc. and its subsidiaries ("NowVertical", "NVG", or the "Company") are principally business intelligence software and analytic companies. The Company is based in West Palm Beach, Florida, US. The Company provides data fusion and content analytics support to help companies understand, manage, and utilize their data. Information on the Company's structure is provided in Note 2.

NowVertical was incorporated on September 22, 2020 in Delaware, US. Its registered office and principal place of business is 7750 Okeechobee Blvd STE 4-2024, West Palm Beach FL 33411. The Company's year-end is December 31.

Impact of COVID-19 – The outbreak of the COVID-19 pandemic and the worldwide governments response to mitigate the pandemic's spread have influenced the overall performance of the Company. The extent of the impact of COVID-19 on the Company's operational and financial performance will depend on certain developments, including the duration and spread of the outbreak, and impact on the Company's customers, employees, and vendors, all of which are uncertain and cannot be predicted. At this point, the extent of which COVID-19 may impact the Company's financial condition or results of operations is uncertain. As of the date of the issuance of the financial statements, the Company had to forgo potential opportunities due to the inability to travel. The Company cannot reasonably estimate the length or severity of this pandemic, but it does not anticipate a material adverse impact on its financial position, its results of operations or cash flows through at least the next twelve months from when these financial statements are available to be issued.

In March 2020, the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") was signed into law in the United States. The CARES Act enacts measures to help stabilize the economy and provides more than $2 trillion in financial assistance to federal agencies, state and local governments, businesses, and individuals.

Going concern

During the three months ended March 31, 2021, the Company has experienced an operating loss, negative cash flows from operations, and a working capital deficiency. Whether and when the Company can attain profitability and positive cash flows from operations is uncertain. Continued operations of the Company depend upon the Company's ability to meet its financing requirements on an ongoing basis, to continue to have access to financing, and to succeed in its future operations.

Management intends to grow established sales, add new sales channels for the Company's recently acquired businesses, and has taken the following steps to mitigate the conditions that have raised substantial doubt about the Company's ability to continue as a going concern:

- in February 2021, raised approximately $2.4 million in 8% convertible notes and used the proceeds and available cash to extinguish the lease at its renegotiated amount and to pay the former Signafire shareholders the resulting amount due under the terms of the merger agreement;
- in April 2021 raised approximately $820,000 of new common equity; and
- in May 2021, the Company collected $3.0 million from a customer.

In addition to the above, the Company has initiated discussions with Signafire's lender to renegotiate the terms of its $1.3 million loan, which the Company intends to favorably liquidate with the borrowings under a new long-term credit facility and plans to raise approximately $5.7 million in connection with a reverse merger listing that is expected to close in 2021.

The Company intends to rely primarily on positive cash flows from operations for its day-to-day operating needs and additional financings to liquidate its current term loan and to achieve its acquisition growth strategy. There can be no assurance, however, that the Company will be able to grow sales, replace its current loan with a new long-term facility on terms favorable to the Company, or complete the reverse merger.

2. GENERAL INFORAMTION, BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE

These unaudited interim condensed consolidated financial statements are presented as of and for the three months ended March 31, 2021 and are presented in United States dollars (USD), which is the functional currency of the Company. They have been prepared in accordance with IAS 34 'Interim Financial Reporting' except for prior period comparative figures as the Company's date of inception was September 22, 2020 and therefore, the Company was not in existence during the comparable quarter of the prior year. As such, the Company has no choice but to omit prior period comparative financial statements in the income statement, the statement of equity, and the statement of cash flows. These unaudited interim condensed consolidated financial statements do not include all the information required in annual financial statements in accordance with IFRS and should be read in conjunction with the consolidated financial statements for the period ended December 31, 2020.

Company information

The interim consolidated financial statements of the Company include:

Name	Principal activities	State, Country of Incorporation	Equity Interest 3/31/2021
NowVertical Group, Inc.	Holding Company	Delaware, USA	100%
NowVertical Canada, Inc.	Administrative support	Ontario, Canada	100%
NVG Canada Finco, Inc.	Pre-RTO support	Ontario, Canada	100%
Signafire Technologies, Inc.	Software analytics	Delaware, USA	100%
Seafront Analytics, LLC	Data analytics and consulting	Maryland, USA	49%

NowVertical Canada, Inc. is an Ontario corporation incorporated on January 26, 2021. It is a wholly-owned subsidiary of NowVertical Group, Inc. It was incorporated for the purpose of establishing a Canadian operation for NVG.

NVG Canada Finco, Inc. is an Ontario corporation incorporated on March 1, 2021. It is a wholly-owned subsidiary of NowVertical Group, Inc. It was incorporated for the purpose of closing the pre-RTO private placement financing of subscription receipts of $8.394 million CAD.

3. STANDARDS, AMENDMENTS, AND INTERPRETATIONS TO EXISTING STANDARDS THAT ARE NOT YET EFFECTIVE AND HAVE NOT BEEN ADOPTED BY THE COMPANY

There are no accounting pronouncements which have become effective from January 1, 2021 that have a significant impact on the Company's unaudited interim condensed consolidated financial statements.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The unaudited interim condensed consolidated financial statements have been prepared in accordance with the accounting policies adopted in the Company's most recent financial statements for the period ended December 31, 2020.

5. ESTIMATES AND JUDGEMENTS

When preparing the unaudited interim condensed consolidated financial statements, management undertakes a number of judgements, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results may differ from the judgements, estimates and assumptions made by management, and will seldom equal the estimated results.

The judgements, estimates and assumptions applied in the unaudited interim condensed consolidated financial statements, including the key sources of estimation uncertainty, were the same as those applied in the Company's last financial statements for the period ended December 31, 2020. The only exceptions are the estimate of income tax liabilities which is determined in the unaudited interim condensed consolidated financial statements by using the estimated average annual effective income tax rate applied to the pre-tax income of the interim period.

6. AGREEMENT WITH GOOD2GO CORP

On March 22, 2021, the Company entered into a business combination agreement with Good2Go Corp. ("G2G"), a capital pool company listed on the TSX Venture Exchange, for the acquisition by G2G of all the issued and outstanding shares of NVG, constituting a reverse takeover of G2G by NVG under Policy 2.4 (the "Transaction").

On March 23, 2021, the Company completed a private placement offering of subscription receipts for gross proceeds of approximately $6.7 million (CAD $8,394,000) through its wholly-owned subsidiary, NVG Canada Finco, Inc. ("Finco"). Each subscription receipt entitles the holder to one common share of Finco, which will be exchanged for one Subordinate Voting Share of the Resulting Issuer upon completion of the Transaction. The Company agreed to pay the agents a cash fee of approximately

$467,000 (CAD $587,580) in connection with the private placement, and granted the agents 587,580 warrants, only exercisable upon completion of the transaction, to purchase one common share of Finco, which will each be exchanged for one warrant to purchase one Subordinate Voting Share of the resulting issuer. Net of the agent's cash fee and transaction expenses, the Company expects to raise approximately $5.7 million (approximately CAD $7,032,000). The Company does not have access to the subscription receipts until the completion of the transaction and the escrow conditions have been fully satisfied. See Note 19 for further details.

7. REVENUES

	Three months ended March 31, 2021			
	Fixed, firm price	**Time and materials**	**Not contract related**	**Total**
Contract revenues earned	$ 301,959	$ 16,748	$ -	$ 318,707
Contract related cost of revenues	68,162	10,205	-	78,367
Contract trade receivables	16,363	3,568	19,970	39,901
Contract accounts payable	73,333	-	983,063	1,056,396
Remaining performance obligations	31,089	-	-	31,089

Remaining performance obligations:

The Company's primary customer is invoiced at the beginning of each contract year. As of March 31, 2021, the current contract is expired and the Company received approval for the subsequent contract invoice, which was initiated in April 2021 and paid by May 2021.The Company did not adjust the consideration received for a financing component since the service will be delivered within one year.

8. OPERATING SEGMENTS

The Company is comprised of two operating segments: Signafire, which provides predominately data analytics software and related services, and Seafront, which provides data analytic consulting services. For the purpose of segment reporting, the CEO is the Chief Operating Decision Maker ("CODM"). The determination of the Company's operating segments is based on its organization structure and how the information is reported to the CODM on a regular basis. The accounting policies of the operating segments are the same as those described in the significant accounting policies.

Information related to each reportable segment is set out below. Segment income (loss) before taxes is used to measure performance because management believes this information is the most relevant in evaluating the results of the respective segments. Seafront has been presented with Corporate as part of "All Other" as it does not meet the quantitative thresholds to be a reportable segment.

	Three months to March 31, 2021		
	Signafire	**All Other**	**Total**
Revenue	$ 268,626	$ 50,081	$ 318,707
Gross Profit	232,480	7,860	240,340
Administrative and Other Expenses	(1,508,216)	3,375,384	1,867,168
Income (loss) before taxes	1,740,697	(3,367,525)	(1,626,828)
Segment assets	3,991,387	453,069	4,444,456
Segment liabilities	1,450,480	3,820,131	5,270,611

The Company's operations are in the United States of America.

9. INTANGIBLE ASSETS

Details of the Company's intangible assets and their carrying amounts are as follows:

	Trade Names	Customer Relationships	Developed Technology	Non-Compete Agreements	Total
	USD	USD	USD	USD	USD
COST					
At December 31, 2020	$ 638,000	$ 636,000	$ 378,000	$ 1,000	$ 1,653,000
Additions	-	-	-	-	-
At March 31, 2021	**638,000**	**636,000**	**378,000**	**1,000**	**1,653,000**
Amortization					
At December 31, 2020	5,825	10,651	5,250	28	21,754
Amortization charge for the period	17,475	31,954	15,750	83	65,262
At March 31, 2021	**23,300**	**42,605**	**21,000**	**111**	**87,016**
Net book value					
At March 31, 2021	$ 614,700	$ 593,395	$ 357,000	$ 889	$ 1,565,984

Amortization has been included within administrative expenses in the unaudited interim condensed consolidated income statement.

10. LEASING ACTIVITIES

On the date Signafire was acquired by the Company, the Company assumed Signafire's right of use asset and related lease liability, which was recorded on that the acquisition date at the present value of the remaining lease payments and subsequently expensed through the 2020 consolidated financial statements. With no future plans by the Company to occupy the leased space, the Company and the lessor agreed to terminate the lease on January 25, 2021. The termination agreement amount of $921,000 was to be paid within 30 days of the agreement. As of January 1, 2021, the outstanding balance of the lease liability was $2,561,370. As such, when the Company paid the terminated lease agreement, the Company extinguished the lease liability and recognized a gain in the amount of $1,640,370.

Further, in the acquisition of Signafire, the agreement included a $2.9 million holdback clause for the lease liability. Once the lease was terminated and settled as described above, the Company had a liability to the previous Signafire shareholders for the difference between the lease hold-back and the termination settlement minus a few other closing items agreed upon in the merger agreement at closing. The total amount due to the previous shareholders was $1,881,819, which was recognized as a loss as of March 31, 2021.

11. EARNINGS PER SHARE

Both the basic and diluted loss per share have been calculated using the loss attributable to shareholders of the parent company as the numerator, i.e. no adjustments to profit were necessary during the three months ended March 31, 2021 as such adjustments would be antidilutive.

For the first quarter of 2021, there were no differences between the weighted average number of shares for the purposes of diluted earnings per share and the weighted average number of ordinary shares used in the calculation of basic earnings per share as the effect would be antidilutive.

As of March 31, 2021, the effect of 2,199,561 and 3,913,577 shares, respectively, related to the exchange of the Convertible Notes for Common Shares and the issuance of Common Shares upon exercise of equity awards were excluded from the calculation of diluted loss per share, as the effect would be anti-dilutive.

	3/31/2021 USD
Weighted average number of shares used in basic loss per share	15,966,734
Weighted average number of shares used in diluted loss per share	15,966,734

12. SHARE CAPITAL

The share capital of the Company:

	Issued Capital - Common
Period Beginning	**1/1/2021**
Period Ending	**3/31/2021**
Shares issued and fully paid:	
Beginning of period	107,760
Impact of share split of NVG shares at a ratio of 1:148.13499	15,855,271
Vesting of restricted shares	10,752
End of period	15,973,783
Shares authorized (at $0.0001 par):	
Total Shares authorized and end of period	25,000,000

Issued Capital - On March 19, 2021, the Company amended its charter to increase its authorized share capital from 120,000 to 25,000,000, such that as of March 19, the authorized share capital of the Company was 25,000,000 of a single class of Common Stock. The Company effected a forward stock split such that 1 outstanding share of the Company's Common Stock was converted into 148.13499 shares of Common Stock, with fractional interests, if any, being rounded to the nearest whole number.

On March 19, 2021, the Company established and adopted its 2021 Equity Incentive Plan (the "2021 EIP"). The Company reserved 3,913,577 shares of Common Stock under the 2021 EIP. The types of awards available under the 2021 EIP include grants of the following: Stock Options, Stock Appreciation Rights, Restricted Stock, and Restricted Stock Units.

On March 19, 2021, the Company granted a total of 2,455,162 Restricted Stock Units, such units vesting 100% immediately upon the consummation of a reverse takeover, Qualifying Transaction (as defined in the TSX Venture Exchange Corporate Finance Manual), amalgamation, arrangement, merger, consolidation, tender offer, exchange offer, share acquisition, share exchange, recapitalization or business combination or other similar transaction of the Company with, by or into another corporation, entity or person, pursuant to which a class of shares of the issuer resulting from such transaction are listed on a recognized North American stock exchange (including the Toronto Stock Exchange or the TSX Venture Exchange) (the "Listed Securities") and the shareholders of the Company and, if applicable, NowVertical SPV (as defined below) receive Listed Securities (or a class or series of shares convertible into the Listed Securities) in exchange for their equity securities in the Company. "NowVertical SPV" shall mean any affiliate or associated entity of the Company established to facilitate a Go-Public Transaction of the Company.

13. SHARE-BASED COMPENSATION

The Company established and adopted its 2021 Equity Incentive Plan (the "2021 EIP") on March 19, 2021. The Company reserved 3,913,577 shares of Common Stock under the 2021 EIP. The types of awards available under the 2021 EIP include grants of the following: Stock Options, Stock Appreciation Rights, Restricted Stock, and Restricted Stock Units. In addition, on March 19, 2021, the Company granted a total of 1,458,415 Stock Options at the then current fair market value. 57,125 of these Stock Options granted vest over a 4-year period, and 1,401,290 of these Stock Options vest over a 6-month period. during the three months ended March 31, 2021, there is $192,579 attributable to stock compensation expense in relation to the stock options. The Company engaged a third-party to value the options to determine the grant date fair value utilizing the Black-Scholes model. The grant date fair value was $0.81 and the adjusted exercise price was $1.17 for all the options granted in 2021.

There is $22,284 during the three months ended March 31, 2021 attributable to compensation expense in relation to the restricted shares that were issued with the Seafront acquisition in 2020.

14. CONVERTIBLE NOTE

In Q1 2021, the Company issued approximately $2.4 million (CAD $3,060,022) of unsecured convertible promissory notes. The notes bear simple interest of 8% and mature on December 31,

2021 (unless automatically converted prior to the maturity date). The notes were issued on February 9, 12, 19, and March 22, 2021.

In the event that the Company, or an affiliate of the Company set up in connection with a go-public transaction, issues equity securities in connection a public offering resulting in aggregate gross proceeds to the Company of at least CAD $3,000,000 (a "Qualified Financing"), then the principal amount of the notes and any unpaid accrued interest thereon will automatically convert into equity securities of the Company, or an affiliate of the Company set up in connection with a go-public transaction, at a conversion price equal to a 80% of the price per equity security.

If the notes have not been previously repaid, prepaid or converted on or prior to maturity and the noteholder has not demanded repayment of the note on the maturity date, the Corporation shall have the right to convert any principal amount and any unpaid accrued interest thereon into a series of the highest ranking equity securities authorized by the Company, or an affiliate of the Company set up in connection with a go-public transaction, as of such time at a conversion price equal to the price per share of stock issued pursuant to the Company's most recent financing round or issued in connection with the Company's most recent acquisition, whichever is more recent at the relevant time of reference.

In the event that a Qualified Financing has not occurred and the Company is sold prior to the Maturity Date or the conversion or repayment in full of the notes, the Company will give the holder at least ten days' prior written notice of the anticipated closing date of such sale of the corporation, and the holder shall elect to either (a) receive repayment of all its principal, together with any all accrued and unpaid interest thereon (together the "Indebtedness"), or (b) automatically convert its Indebtedness into the highest ranking equity securities authorized by the Company, or an affiliate of the Company set up in connection with a go-public transaction, as of such time at a conversion price equal to the 80% of the price per share (or, if an asset sale, a price per share of stock equal to 80% of the price per share of stock issued pursuant to the Company's most recent financing round or issued in connection with the Company's most recent acquisition, whichever is more recent at the relevant time of reference). If the holder does not provide an election prior to the consummation of the sale transaction, the holder shall be deemed to elect option (a) above.

The current estimated shares to be issued are 2,199,561. These shares were converted at an 80% discount to the price per share of the subscription receipts issued in the Finco financing.

The convertible note contains an embedded derivative liability with risks closely related to the convertible note and measured as fair value through the profit or loss. This related conversion feature of the convertible note was valued by a third-party valuation company in the amount of $308,000 as of March 31, 2021. The convertible note is subsequently measured at fair value through profit and loss. The valuation was based on the income approach, which relied upon the future cash flow generation ability of the Company in determining value. Further, utilizing the with and without method under the income approach to present value the cash flows of the note with and without the interest. The difference between the present value of these two sets of cash flows is the value of the interest. The pre-conversion value interest is based on the 8% stated interest rate of the convertible note. The significant inputs were the discount rate and the go-public transaction probability. There was no change in the estimated fair value between February 2021 and March 2021.

	Convertible note	Derivative liability	Total
Beginning balance	$ -	$ -	$ -
Funds received	2,115,017	308,000	2,423,017
Financing costs	(183,610)	-	(183,610)
Amortization of financing costs	27,542	-	27,542
Ending balance	1,958,949	308,000	2,266,949

15. INCOME TAX PROVISION

Income tax expense is recognized at an amount determined by multiplying the profit (loss) before tax for the interim reporting period by management's best estimate of the weighted-average annual income tax rate expected for the full financial year, adjusted for the tax effect of certain items recognized in full in the interim period. As such, the effective tax rate in the interim financial statements may differ from management's estimate of the effective tax rate for the annual financial statements.

The Company recorded an income tax provision of $22,456 on pre-tax losses of $1,626,828. The Company's effective tax rate for the three months ended March 31, 2021 was (1.38%), which differs from the U.S. federal statutory rate of 21% primarily due to pre-tax losses for which no benefit was recognized as the Company continues to conclude that its deferred tax assets are not recoverable given the weight of objective evidence as prescribed by the authoritative accounting literature.

The Company treated the loss on the settlement payout related to the Signafire acquisition as an infrequent and unusual event in the Q1 2021 income tax provision and recognized the tax impact in full during the interim period. As such, the Company did not record an income tax benefit on such loss. See Note 10 for additional details.

16. CHANGES IN WORKING CAPITAL

The following adjustments for changes in working capital have been made to loss before income taxes to arrive at operating cash flow:

	3/31/2021 USD
Net changes in working capital	
Deferred Revenue	(237,537)
Change in trade and other receivables	(26,233)
Change in prepaid expenses and other current assets	(113,392)
Change in accounts payable	997,572
Change in accrued expenses and other liabilities	84,161
Total changes in working capital	**704,570**

17. CONTINGENCIES

From time to time, the Company is subject to various claims that arise in the ordinary course of business. Management believes that any liability of the Company that may arise out of or with respect to these matters will not materially adversely affect the financial position, results of operations, or cash flows of the Company.

18. RELATED PARTIES

The Company considers a related party a person or entity that is related to the Company and has control, joint control, or significant influence over the Company or a member of key management personnel. During the three months ended March 31, 2021, a key member of management's former law firm provided legal services to the company amounting to $543,000.

19. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through June 18, 2021, which is the date the unaudited interim condensed consolidated financial statements were available to be issued, for events requiring recording or disclosure in the unaudited interim condensed consolidated financial statements for the three months ended March 31, 2021.

On April 29, 2021, the Company terminated the Stock Plan that was adopted on November 13, 2020. No awards of shares or grants of options had been made pursuant to the stock plan.

On April 30, 2021, the Company received approximately $820,000 (CAD $1,000,000) in connection with the issuance of new equity.

On May 14, 2021, the Company issued a total of 144,874 warrants to purchase common stock ("Warrants") as compensation to certain agents in connection with the Convertible Note Offering.

Upon the closing of the Transaction discussed in Note 6, the following shall occur to the items that are mentioned in Notes 12 and 14:

The Convertible Notes issued by the Company prior to the Transaction will shall automatically be converted into shares of common stock in the capital of the Company (each, an "NVG Share") pursuant to the terms and conditions of the Convertible Notes, and the agents to be compensated in connection with the issuance and sale of the Convertible Notes shall receive warrants to purchase NVG Shares in the amount of 7% of the NVG Shares issued on the conversion of the Convertible Notes (the "Note Warrants").

Each Note Warrant outstanding immediately prior to the Merger shall be exchanged for 1.778 warrants entitling the holder thereof to acquire Subordinate Voting Shares on substantially the same terms and conditions as were applicable to the Note Warrants immediately prior to the Merger, following which all Note Warrants shall be cancelled.

Immediately prior to the Merger, Canadian holders of NVG Shares shall exchange and transfer their NVG Shares, free and clear of all encumbrances, to G2G in exchange for Subordinate Voting Shares, on the basis of 1.778 fully paid and non-assessable Subordinate Voting Shares for each NVG Share.

At the time of the merger, U.S. resident holders of NVG Shares shall exchange and transfer their NVG Shares and shall receive 1.778 fully paid and non-assessable Proportionate Voting Shares in the capital of the Resulting Issuer in exchange for each 100 NVG Shares held. Non-Canadian, non-U.S. resident holders of NVG Shares shall receive 1.778 fully paid and non-assessable Subordinate Voting Shares in exchange for each NVG Share.

The 2021 Equity Incentive Plan of NVG will be dissolved and replaced by an omnibus equity incentive plan established by the Resulting Issuer. Existing stock option holders in NVG will receive 1.778 options to acquire shares in the capital of the Resulting Issuer for each NVG stock option held immediately before the Transaction.

Certain restricted stock units of the Company will vest and convert into Subordinate Voting Shares in accordance with the steps set forth above.

SCHEDULE "D"

SEAFRONT ANALYTICS, LLC STANDALONE FINANCIAL STATEMENTS

(See attached)

Financial Statements as of November 13, 2020 and December 31, 2019 and for the periods from January 1, 2020 to November 13, 2020 and July 12, 2019 (Date of Inception) to December 31, 2019

SEAFRONT ANALYTICS, LLC

TABLE OF CONTENTS

	Page
Independent Auditor's Report	2
Financial statements	
Statements of financial position	5
Income statements	6
Statements of changes in members' deficit	7
Statements of cash flows	8
Notes to the financial statements	9 - 18

GRANT THORNTON LLP
757 Third Avenue
9th Floor
New York, NY 10017-2013

D +1 212 599 0100
F +1 212 370 4520

INDEPENDENT AUDITOR'S REPORT

To the Members of Seafront Analytics, LLC

Opinion

We have audited the financial statements of Seafront Analytics, LLC ("the Company"), which comprise the statements of financial position as of November 13, 2020, and December 31, 2019, and the income statements for the periods from January 1, 2020 to November 13, 2020 and July 12, 2019 (date of inception) to December 31, 2019, statements of changes in members' deficit as of November 13, 2020 and December 31, 2019 and for the periods from January 1, 2020 to November 13, 2020 and July 12, 2019 (date of inception) to December 31, 2019, and statements of cash flows for the period from January 1, 2020 to November 13, 2020 and from July 12, 2019 (date of inception) to December 31, 2019, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of November 13, 2020, and December 31, 2019, and its financial performance and its cash flows for the period from January 1, 2020 to November 13, 2020, and the period from July 12, 2019 (date of inception) to December 31, 2019, in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion
We conducted our audits in accordance with Canadian generally accepted auditing standards and with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and the United States of America, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Financial Statements and Auditor's Report Thereon
Management is responsible for the other information. The other information comprises the Management Discussion and Analysis but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

Grant Thornton LLP is the U.S. member firm of Grant Thornton International Ltd (GTIL). GTIL and each of its member firms are separate legal entities and are not a worldwide partnership.

Grant Thornton

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRSs), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards and with auditing standards generally accepted in the United States of America will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards and with auditing standards generally accepted in the United States of America, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

Grant Thornton

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Jeffery Gellman.

Grant Thornton LLP

New York, New York
June 18, 2021

SEAFRONT ANALYTICS, LLC

STATEMENTS OF FINANCIAL POSITION
AS OF NOVEMBER 13, 2020 AND DECEMBER 31, 2019
(EXPRESSED IN UNITED STATES DOLLARS "USD")

	Notes	11/13/2020 USD	12/31/2019 USD
ASSETS			
CURRENT ASSETS:			
Cash	**3.3**	$ 5,448	$ -
Trade receivables	**6**	1,557	-
Prepaid expense		526	-
Total current assets		7,531	-
TOTAL ASSETS		7,531	-
LIABILITIES AND MEMBERS' DEFICIT			
LIABILITIES			
CURRENT LIABILITIES:			
Amounts due to related parties	**7**	10,010	600
Total current liabilities		10,010	600
Total liabilities		10,010	600
MEMBERS' DEFICIT			
Members' capital	**3.7, 7**	(41,478)	1,757
Retained earnings (accumulated deficit)		38,999	(2,357)
Total members' deficit		(2,479)	(600)
TOTAL LIABILITIES AND MEMBERS' DEFICIT		7,531	-

The accompanying notes form an integral part of these financial statements.

SEAFRONT ANALYTICS, LLC

INCOME STATEMENTS
FOR THE PERIODS FROM JANUARY 1, 2020 TO NOVEMBER 13, 2020 AND JULY 12, 2019 (DATE OF INCEPTION) TO DECEMBER 31, 2019
(EXPRESSED IN UNITED STATES DOLLARS "USD")

	Notes	January 1, 2020 to November 13, 2020 USD	July 12, 2019 to December 31, 2019 USD
REVENUE	**3.5**	$ 81,705	$ -
COST OF REVENUES	**3.5**	7,564	-
GROSS PROFIT		74,141	-
ADMINISTRATIVE EXPENSES	**4**	32,785	2,357
INCOME (LOSS) FROM OPERATIONS		41,356	(2,357)
NET INCOME (LOSS)		41,356	(2,357)

The accompanying notes form an integral part of these financial statements.

SEAFRONT ANALYTICS, LLC
STATEMENTS OF MEMBERS' DEFICIT
AS OF NOVEMBER 13, 2020 AND DECEMBER 31, 2019 AND FOR THE PERIODS FROM JANUARY 1, 2020 TO NOVEMBER 13, 2020 AND JULY 12, 2019 (DATE OF INCEPTION) TO DECEMBER 31, 2019
(EXPRESSED IN UNITED STATES DOLLARS "USD")

	Notes	Members' Capital USD	(Accumulated Deficit) Retained Earnings USD	Total Members' Deficit USD
Balance, as at July 12, 2019		$ -	$ -	$ -
Net loss for the period		-	(2,357)	(2,357)
Contributions from members	**3.7**	1,757	-	1,757
Balance, as of December 31, 2019		1,757	(2,357)	(600)
Balance, as at January 1, 2020		1,757	(2,357)	(600)
Net income for the period			41,356	41,356
Contributions from members	**3.7**	34,998	-	34,998
Distributons to members	**3.7**	(78,232)	-	(78,232)
Balance, as of November 13, 2020		(41,478)	38,999	(2,479)

The accompanying notes form an integral part of these financial statements.

SEAFRONT ANALYTICS, LLC

STATEMENTS OF CASH FLOWS
FOR THE PERIOD FROM JANUARY 1, 2020 TO NOVEMBER 13, 2020 AND FROM JULY 12, 2019 (DATE OF INCEPTION) TO DECEMBER 31,2019
(EXPRESSED IN UNITED STATES DOLLARS "USD")

	Note	January 1, 2020 to November 13, 2020 USD	July 12, 2020 to December 31, 2020 USD
CASH FLOWS FROM OPERATING ACTIVITIES			
Net cash provided by (used in) operating activities	5	$ 48,682	$ (1,757)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Net cash provided by (used in) investing activities		-	-
CASH FLOWS FROM FINANCING ACTIVITIES:			
Distributions to members		(78,232)	
Contributions from members		34,998	1,757
Net cash (used in) provided by financing activities		(43,234)	1,757
NET INCREASE IN CASH		5,448	-
CASH - Beginning of period		-	-
CASH - End of period		5,448	-

The accompanying notes form an integral part of these financial statements.

1. NATURE OF OPERATIONS

Seafront Analytics, LLC ("Seafront" or the "Company") is a Veteran-Owned Small Business ("VOSB") based in the Washington, DC area. Its personnel possess an expert-level understanding of open-source and secure data analytics and the tools and methodologies to develop and implement advanced analytical technologies, provide analytic consulting and training, and conduct technical and analytical testing and evaluation to a wide range of public and private sector clients.

Seafront was formed on July 12, 2019. It is a Limited Liability Company located in the state of Maryland, US. Its registered office and principal place of business is 9935 Moss Avenue, Silver Springs, MD 20901. The Company's year-end is December 31.

These financial statements are presented:

- as of November 13, 2020 (date the Company was acquired – see Note 10) and for the period from January 1, 2020 through November 13, 2020 (hereinafter referred to as "2020" or the "period ended November 13, 2020"),
- as of December 31, 2019 and for the period from July 12, 2019 through December 31, 2019 (hereinafter referred to as "2019" or the "period ended December 31, 2019").

The accompanying financial statements were approved and authorized for issue by the Company's managing member on June 18, 2021.

Impact of COVID-19 – The outbreak of the COVID-19 pandemic and the worldwide governments response to mitigate the pandemic's spread have influenced the overall performance of the Company. The extent of the impact of COVID-19 on the Company's operational and financial performance will depend on certain developments, including the duration and spread of the outbreak, and impact on the Company's customers, employees, and vendors, all of which are uncertain and cannot be predicted. At this point, the extent of which COVID-19 may impact the Company's financial condition or results of operations is uncertain. As of the date of the issuance of the financial statements, the Company had to modify one contract and forgo potential opportunities due to the inability to travel. The Company cannot reasonably estimate the length or severity of this pandemic, but it does not anticipate an adverse impact on its financial position, its results of operations or cash flows through at least the next twelve months from when these financial statements are available to be issued.

In March 2020, the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") was signed into law in the United States, which enacts to help stabilize the economy and provides more than $2 trillion in financial assistance to federal agencies, state and local governments, businesses, and individuals.

2. BASIS OF PRESENTATION

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee ("IFRIC").

These are the Company's first financial statements prepared in accordance with IFRS and have been prepared in accordance with IFRS 1 *First-time Adoption of International Financial Reporting Standards* ("IFRS 1"). The Company's date of transition to IFRS is July 12, 2019 (the "Transition Date"). Since no financial statements of the Company have previously been prepared, these financial statements do not include any IFRS first time adoption reconciliations.

Basis of measurement

These financial statements have been prepared on the going concern basis, under historical cost.

Functional currency

These financial statements are presented in United States Dollars ("USD"), which is also the Company's functional currency.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Overall Considerations – The financial statements have been prepared using the significant accounting policies and measurement basis that are in effect at November 13, 2020, as summarized below. These were used throughout all periods presented in the financial statements.

3.2 Financial instruments

Recognition and derecognition

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risk and rewards are transferred. A financial liability is derecognized when it is extinguished, discharged, cancelled, or expires.

Classification and initial measurement of financial assets

Assets are initially recorded at fair value adjusted for transaction costs, where applicable. For purposes of subsequent measurement, financial assets are classified into one of the following categories:

- Amortized cost
- Fair value through profit or loss (FVTPL), or
- Fair value through other comprehensive income (FVOCI).

The classification is determined by both:

- The entity's business model for managing the financial assets, and
- The contractual cash flow characteristics of the financial asset.

The Company's financial assets, including cash and trade receivables are carried at amortized cost. In the periods presented, the Company does not have any financial assets categorized as FVTPL or FVOCI.

Subsequent measurement of financial assets

Amortized cost - Financial assets are measured at amortized cost if the assets meet the following conditions:

- They are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows, and
- The contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortized cost using the effective interest rate method. Discounting is omitted where the effect of discounting is immaterial.

Impairment of financial assets

Under IFRS 9 Financial Instruments, the Company is required to apply an expected credit loss ("ECL") model to all debt financial assets not held at fair value through profit or loss, where credit losses that are expected to transpire in future years are provided for, irrespective of whether a loss event has occurred as of the statement of financial position date. For trade receivables, the Company has applied the simplified approach under IFRS 9 and has calculated ECLs based on lifetime expected credit losses taking into consideration historical credit loss experience and financial, factors specific to the debtors and general economic conditions.

Classification and initial measurement of financial liabilities

Financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at amortized cost
- Financial liabilities at fair value through profit or loss (FVTPL)

In the periods presented, the Company's financial instrument categorized at amortized cost was the amounts due to related party. The Company did not have any financial instruments categorized as FVTPL.

Subsequent measurement of financial liabilities

Amortized cost - After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the effective interest rate amortization process.

Amortized cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortization is included as finance costs in the income statement.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the income statement.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously. The Company did not have any offsetting financial instruments.

3.3 Cash — Cash consists primarily of checking and savings deposits. The Company maintains cash with domestic financial institutions of high-credit quality. These deposits may exceed federally insured limits. Cash at banks earns interest at floating rates based on daily bank deposit rates.

3.4 Segment reporting – The Company has one operating segment. Revenues and expenses are generated from data analytics consulting.

3.5 Revenue recognition — The Company provides data analytical consulting services on a time and material contract basis. These services are tailored to the needs of the individual clients and performed according to the agreed upon statement of work.

Performance obligations:
The Company satisfies its performance obligation as hourly services are rendered. These revenues are recognized when the agreed upon services are performed. Customers are invoiced monthly on hours rendered for the month at the agreed upon rates. Invoices are invoiced at net 30 days or sooner. Amounts remaining unbilled at the end of a reporting period are presented in the financial statements as trade receivable if only the passage of time is required before payment of these amounts will be due.

Contract balances:
Trade receivables - As of November 13, 2020, $1,557, the balance of trade receivables, were for contract revenues ($Nil – December 31, 2019).

Contract liabilities - As of November 13, 2020, $Nil was owed for contract liabilities ($Nil – December 31, 2019).

Revenues - For the period ended November 13, 2020. $81,705, all revenues earned by the company, were contract revenues. There were no revenues, contract or otherwise, earned in the period ending December 31, 2019.

Cost of revenues - For the period ended November 13, 2020. $7,564, all cost of revenues incurred by the company, were contract expenses. There was no cost of revenues, contract or otherwise, expensed in the period ending December 31, 2019.

Other Considerations:

- Contracts do not have a financing component since they not paid in advance.
- There are no rights to return since revenues are based on time and materials.
- There are no rebates issued to customers.
- The Company does not provide warranty guarantees on its sales.
- There are no non-cash considerations or other sales programs provided to customers.

3.6 Taxation - The Company is domiciled in the city of Silver Spring, Maryland, United States. The Company is treated as a partnership for tax purposes. Therefore, any tax liabilities arising on the activities of the Company will be borne by the individual members.

3.7 Contributions from and distributions to members – In accordance with the Limited Liability Company Agreement and in compliance with the tax laws governing the Company, contributions from and distributions to members are included in the statement of changes in members' deficit.

Contributions from members - From time to time, the members contributed cash to ensure the Company met its obligations. These contributions were recorded as contributions from members in the statement of changes in members' deficit. Also, the Managing Member receives compensation for consulting and management services provided to the Company. This compensation is therefore deemed an expense to the Company. Consulting services are recognized within cost of revenues and management services are recognized within administrative expenses in the Statement of Profit and Loss.

Distributions to members – Since the members of the company are taxed at the individual level, the members withdraw cash from the business from time to time, as they see fit. These withdrawals were recorded as distributions to members in the statement of changes in members' deficit.

See Note 7 for further details on member transactions.

3.8 Significant management judgement in applying accounting policies and estimation uncertainty - The preparation of these financial statements requires the Company to make estimates and assumptions that affect reported amounts of assets, liabilities, revenue and expenses and the disclosure of contingent assets and liabilities. The most significant judgement pertains to cost of revenues. The cost of consulting and management services from members were prorated between cost of revenue and administrative expenses - consulting and management services from members using total hours worked on contracts for the period versus an estimated 40-hour work week for each week during the period.

3.9 Standards, amendments, and interpretations to existing standards that are not yet effective and have not been adopted by the group - As of the authorization date of these financial statements, the IASB has issued certain new standards, amendments, and interpretations to existing IFRS standards but are not yet effective. These include:

- Amendments to IAS 37 - Onerous Contracts – Cost of Fulfilling a Contract
- Amendments to IAS 1 - Classification of Liabilities as Current or Non-current

None of these standards or amendments to existing Standards have been adopted by the Company.

Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of that pronouncement. New standards, amendments and interpretations not adopted in the current year are not expected to have a material impact on the Company's financial statements.

4. ADMINISTRATIVE EXPENSES

	January 1, 2020 to November 13, 2020 USD	July 12, 2019 to December 31, 2019 USD
Administrative expenses:		
Advertising and marketing	$ -	$ 551
Dues and subscriptions	-	597
Insurance	1,573	-
Consulting and management services from member	26,690	-
Office expenses	1,586	609
Professional fees	2,000	-
Taxes and licenses	936	600
Total administrative expenses	32,785	2,357

5. CASH FLOW INFORMATION

	January 1, 2020 to November 13, 2020 USD	July 12, 2019 to December 31, 2019 USD
Net income (loss)	$ 41,355	$ (2,357)
Changes in working capital:		
Increase in trade receivables	(1,557)	
Increase in prepaid expenses	(526)	
Increase in amounts due to related parties	9,410	600
Net cash provided by (used in) operating activities	48,682	(1,757)

6. FINANCIAL RISK MANAGEMENT

Fair value of financial instruments:

The fair value of cash, trade receivables and amounts due to related parties approximate their carrying amounts due to their short-term nature.

Financial risk factors

The Company's activities expose it to financial risks including credit risk and liquidity risk.

It is the Company's opinion that it is not exposed to other significant market risks including price, currency, or interest rate risk.

Credit risk:

The Company takes on exposure to credit risk, which is the risk that one party will cause a financial loss for another party by failing to discharge an obligation. The Company is exposed to the risk of non-payment of trade balances.

The Company has no significant concentration of credit risk. The Company assesses all counterparties for credit risk before contracting with them. The Company's maximum exposure to credit risk was $7,005 as of November 13, 2020 and $Nil as of December 31, 2019.

Trade receivables are amounts due from customers for services performed in the ordinary course of business. They are generally due for settlement within 30 days and are therefore all classified as current. Trade receivables are recognized initially at the amount of consideration that is unconditional, unless they contain significant financing components, when they are recognized at fair value. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortized cost using the effective interest method.

Trade receivables consist of the following:

	2020	2019
Trade receivables	$ 1,557	$ -

Liquidity risk:

Liquidity risk is the risk that the Company might not be able to generate sufficient cash resources to settle its obligations in full as they fall due, or it can only do so on terms that are materially disadvantageous. The Company is exposed to liquidity risk through non-payment of their amounts due to related parties.

The Company' maximum exposure to liquidity risk was $10,010 as of November 13, 2020 and $600 as December 31, 2019.

Market risk:

Price risk – Price risk is the risk that the value of a security or investment will decrease. The Company does not have securities or investments.

Currency risk – Currency risk is the possibility of losing money due to unfavorable moves in exchange rates. The Company only transacts in the USD.

Interest rate risk – Interest rate risk is the potential for investment losses that result from a change in interest rates. The Company does not have any outstanding short or long-term financial instruments that rely on interest rate calculations or payments.

7. RELATED PARTIES

Related Party transactions - During the periods, the Company entered into the following transactions with the members:

	Member A		Member B		Total	
	2020 USD	2019 USD	2020 USD	2019 USD	2020 USD	2019 USD
Cash contributions	$ 744	$1,757	$ -	$ -	$ 744	$1,757
Cash distributions	(58,732)	-	(19,500)	-	(78,232)	-
Wages	34,254	-	-	-	34,254	-

Amounts due to Related Parties - The Company considers a related party a person or entity that is related to the Company and has control, joint control, or significant influence over the Company or a member of key management personnel. Amounts due to related parties are non-interest bearing and are normally settled the subsequent month.

Due to the short-term nature of the amounts due to related parties, their carrying amount is considered to be the same as their fair value.

Amounts due to related parties consist of the following:

	2020	2019
Consulting and management services from member	$ 10,010	$ 600

8. CAPITAL MANAGEMENT POLICIES AND PROCEDURES

The Company is subject to a number of risks common to early-stage, technology-based companies, including dependence on two key individuals, rapid technological changes, and the need for adequate financing to fund future operations. The Company assesses capital requirements to maintain an efficient financing structure while avoiding unnecessary debt.

The Company manages its capital structure through assessing economic conditions and making adjustments in light of changes and risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may implement cost cutting and downsizing efforts in attempt to mitigate those risks.

As of November 13, 2020 and December 31, 2019, there was no third-party debt or short-term liabilities. Further, the Company did not have any financial covenants.

9. CUSTOMER CONCENTRATION

The Company has a significant contract with one customer. This customer accounted for 66% of the total revenue earned during the year. The Company has financed its operations to date primarily with proceeds from this one customer. The loss of business from this one customer would severely impact the Company's results of operations, financial position and cash flows.

10. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through June 18, 2021, which is the date the financial statements were available to be issued, for events requiring recording or disclosure in the accompanying financial statements.

On November 13, 2020, NowVertical Group Inc. ("NowVertical") acquired a 49% minority interest in Seafront Analytics, LLC for $100 cash and 1,140 shares of restricted stock in NowVertical. NowVertical provides financial support to the Company and has a $1 call option on the remaining 51% interest in the Company.

SCHEDULE "E"

SIGNAFIRE TECHNOLOGIES, INC. STANDALONE FINANCIAL STATEMENTS

(See attached)

Financial Statements as of November 20, 2020, December 31, 2019 and January 1, 2019 and for the period from January 1, 2020 to November 20, 2020 and the year ended December 31, 2019

SIGNAFIRE TECHNOLOGIES, INC.

TABLE OF CONTENTS

	Page
Independent Auditor's Report	3
Financial Statements	
Statements of Financial Position	6
Income Statements	7
Statements of Shareholders' (Deficit)/Equity	8
Statements of Cash Flows	9
Notes to Financial Statements	10-30

GRANT THORNTON LLP
757 Third Ave., 9th Floor
New York, NY 10017-2013

D +1 212 599 0100
F +1 212 370 4520

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Signafire Technologies, Inc.

Opinion

We have audited the financial statements of Signafire Technologies, Inc. ("the Company"), which comprise the statements of financial position as of November 20, 2020, December 31, 2019, and January 1, 2019 and the income statements, statements of shareholders' (deficit)/equity, and statements of cash flows for the period from January 1, 2020 to November 20, 2020 and for the year ended December 31, 2019, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of November 20, 2020, December 31, 2019, and January 1, 2019 and its financial performance and its cash flows for the period from January 1, 2020 to November 20, 2020, and the year ended December 31, 2019, in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion
We conducted our audits in accordance with Canadian generally accepted auditing standards and with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and the United States of America, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Financial Statements and Auditor's Report Thereon
Management is responsible for the other information. The other information comprises the Management Discussion and Analysis but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Grant Thornton LLP is the U.S. member firm of Grant Thornton International Ltd (GTIL). GTIL and each of its member firms are separate legal entities and are not a worldwide partnership.

Grant Thornton

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRSs), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards and with auditing standards generally accepted in the United States of America will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards and with auditing standards generally accepted in the United States of America, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

Grant Thornton

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Jeffery Gellman.

Grant Thornton LLP

New York, New York
June 18, 2021

SIGNAFIRE TECHNOLOGIES, INC.

STATEMENTS OF FINANCIAL POSITION
AS OF NOVEMBER 20, 2020, DECEMBER 31, 2019 AND JANUARY 1, 2019
(EXPRESSED IN UNTIED STATES DOLLARS "USD")

	NOTES	2020-11-20	2019-12-31	2019-01-01
ASSETS				
CURRENT				
Cash	7	$ 1,770,320	$ 1,714,115	$3,289,543
Trade and other receivables	8	144,129	86,840	310,364
Prepaid expenses and other current assets		30,421	76,871	-
CURRENT ASSETS		1,944,870	1,877,826	3,599,907
NON-CURRENT				
Property, Plant and equipment	9	2,260	5,146	40,569
Right of use Asset	10	-	-	2,601,349
NON-CURRENT ASSETS		2,260	5,146	2,641,918
TOTAL ASSETS		1,947,130	1,882,972	6,241,824
SHAREHOLDERS' (DEFICIT)/EQUITY AND LIABILITIES				
LIABILITIES				
CURRENT				
Accounts payable		352,236	265,564	45,665
Accrued expenses and other current liabilities	11	185,132	504,025	593,267
Related Party Payables	12	-	244,000	-
Short-term lease liability	10	452,165	402,456	345,793
Current-portion of long-term loan, net of debt issuance costs	13	1,057,712	559,639	-
Deferred revenue	16	1,083,333	750,000	750,000
CURRENT LIABILITIES		3,130,578	2,725,684	1,734,725
NON-CURRENT				
Long-term lease liability	10	1,773,457	2,069,964	2,392,812
Long-term loan, net of debt issuance costs	13	77,039	1,119,441	-
NON-CURRENT LIABILITIES		1,850,496	3,189,405	2,392,812
TOTAL LIABILITIES		4,981,074	5,915,089	4,127,537
SHAREHOLDERS' (DEFICIT)/EQUITY				
Issued capital - Common	14	624	500	500
Issued capital - Preferred	14	-	50	50
Warrants reserve	14	1,879,295	1,879,295	1,879,295
Share premium	14	2,480,499	2,480,573	2,480,573
Accumulated Deficit		(7,394,362)	(8,392,535)	(2,246,131)
TOTAL SHAREHOLDERS' (DEFICIT) EQUITY		(3,033,944)	(4,032,117)	2,114,287
TOTAL LIABILITIES AND SHAREHOLDERS' (DEFICIT) EQUITY		1,947,130	1,882,972	6,241,824

The accompanying notes form an integral part of these financial statements.

SIGNAFIRE TECHNOLOGIES, INC.
INCOME STATEMENTS
FOR THE PERIOD FROM JANUARY 1, 2020 TO NOVEMBER 20, 2020 AND YEAR ENDED DECEMBER 31,2019
(EXPRESSED IN UNITED STATES DOLLARS "USD")

	NOTES	January 1, 2020 to November 20, 2020	Year ended December 31, 2019
REVENUE	16	$ 2,666,667	$ 3,464,290
COST OF REVENUES	17	162,660	2,625,065
GROSS PROFIT		2,504,007	839,225
ADMINISTRATIVE EXPENSES	18	970,554	6,656,864
INCOME (LOSS) FROM OPERATIONS		1,533,453	(5,817,639)
OTHER INCOME (EXPENSE):			
Interest income		47	489
Interest expense		(679,194)	(381,356)
Total other income (expense)		(679,147)	(380,867)
INCOME (LOSS) BEFORE INCOME TAXES		854,306	(6,198,506)
INCOME TAX BENEFIT	19	(143,868)	(52,102)
NET INCOME (LOSS)		998,173	(6,146,404)

The accompanying notes form an integral part of these financial statements.

SIGNAFIRE TECHNOLOGIES, INC.

STATEMENTS OF SHAREHOLDERS' (DEFICIT)/ EQUITY
AS OF JANUARY 1, 2019, DECEMBER 31, 2019, AND NOVEMBER 20,2020
(EXPRESSED IN UNITED STATES DOLLARS "USD")

	Issued Capital - Common		Issued Capital - Preferred		Warrants reserve	Share Premium	(Accumulated Deficit)/Retained Earnings	Total
	Shares (Note 14)	Amount (Note 14) USD	Shares (Note 14)	Amount (Note 14) USD		USD	USD	USD
Balances at January 1, 2019	5,000,000	$ 500	500,000	$ 50	1,879,295	$ 2,480,573	($2,246,131)	$ 2,114,287
Net loss							(6,146,404)	(6,146,404)
Balances at December 31, 2019	5,000,000	500	500,000	50	1,879,295	2,480,573	(8,392,535)	(4,032,117)
Net income							998,173	998,173
Conversion of Shares	500,000	50	(500,000)	(50)				-
Exercise of Warrants	739,432	74				(74)		-
Balances at November 20, 2020	6,239,432	624	-	-	1,879,295	2,480,499	(7,394,362)	(3,033,944)

The accompanying notes form an integral part of these financial statements.

SIGNAFIRE TECHNOLOGIES, INC.

STATEMENTS OF CASH FLOWS

FOR THE PERIOD FROM JANUARY 1, 2020 TO NOVEMBER 20, 2020 AND YEAR ENDED DECEMBER 31,2019
(EXPRESSED IN UNITED STATES DOLLARS "USD")

	Notes	January 1, 2020 to November 20, 2020	Year ended December 31, 2019
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income taxes		$ 854,306	$ (6,198,506)
Non-cash adjustments	20	131,539	2,622,805
Net changes in working capital	20	251,875	329,413
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES		1,237,720	(3,246,288)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment	9	-	(15,249)
Proceeds from disposals of property, plant and equipment		-	29,215
NET CASH PROVIDED BY INVESTING ACTIVITIES		**-**	13,966
CASH FLOWS FROM FINANCING ACTIVITIES			
(Repayments of) Proceeds from related party payables	12	(244,000)	244,000
Proceeds from borrowings		-	2,000,000
(Repayment of) borrowings and leasing liabilities	10	(937,515)	(587,106)
NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES		(1,181,515)	1,656,894
NET CHANGE IN CASH		56,205	(1,575,428)
Cash, beginning of year		1,714,115	3,289,543
Cash, end of year	7	**1,770,320**	**1,714,115**

The accompanying notes form an integral part of these financial statements.

1. NATURE OF OPERATIONS

Signafire Technologies, Inc. ("Signafire" or "the Company") is a business intelligence software company based in West Palm Beach, Florida. The Company provides data fusion and content analytics consulting support to help companies unite data in order fuse, access, and analyze data.

Signafire was incorporated on May 18, 2015 in Delaware, US. Its registered office and principal place of business is 7750 Okeechobee Blvd STE 4-2024, West Palm Beach FL 33411. The Company's year-end is December 31.

These financial statements are presented:
- as of November 20, 2020 (date the Company was acquired – see Note 22) and for the period from January 1, 2020 through November 20, 2020 (hereinafter referred to as "2020" or the "period ended November 20, 2020"),
- as of December 31, 2019 for the year then ended (hereinafter referred to as "2019" or the "year ended December 31, 2019") and
- as of January 1, 2019.

The accompanying financial statements were approved and authorized for issue by the Company's Chief Technology Officer on June 18, 2021.

Impact of COVID-19 – The outbreak of the COVID-19 pandemic and the worldwide governments response to mitigate the pandemic's spread have influenced the overall performance of the Company. The extent of the impact of COVID-19 on the Company's operational and financial performance will depend on certain developments, including the duration and spread of the outbreak, and impact on the Company's customers, employees, and vendors, all of which are uncertain and cannot be predicted. At this point, the extent of which COVID-19 may impact the Company's financial condition or results of operations is uncertain. As of the date of the issuance of the financial statements, the Company had to forgo potential opportunities due to the inability to travel. The Company cannot reasonably estimate the length or severity of this pandemic, but it does not anticipate an adverse impact on its financial position, its results of operations or cash flows through at least the next twelve months from the date of the statement of financial position.

In March 2020, the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") was signed into law in the United States, which enacts to help stabilize the economy and provides more than $2 trillion in financial assistance to federal agencies, state and local governments, businesses, and individuals. The Company is currently evaluating the impact of the CARES ACT on its financial statements.

2. BASIS OF PRESENTATION

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee ("IFRIC").

These are the Company's first financial statements prepared in accordance with IFRS and have been prepared in accordance with IFRS 1 *First-time Adoption of International Financial Reporting Standards* ("IFRS 1"). The Company's date of transition to IFRS is January 1, 2019 (the "Transition Date"). Since no financial statements of the Company have previously been prepared, these financial statements do not include any IFRS first time adoption reconciliations. On the date of adoption, the Company elected to apply the cumulative catch-up approach to the one lease liability to transition to IFRS 16. As such, the Company recorded the lease liability at the date of initial adoption at the present value of the remaining lease payments based on the Company's incremental borrowing rate ("IBR") over the remaining lease term. The associated Right of Use Asset was measured as if IFRS 16 had been applied since the inception of the lease using the IBR at the date of initial application.

Basis of measurement
These financial statements have been prepared on the going concern basis, under historical cost.

Functional currency
These financial statements are presented in United States Dollars ("USD"), which is also the Company's functional currency.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Overall Considerations – The financial statements have been prepared using the significant accounting policies and measurement basis that are in effect at November 20, 2020, as summarized below. These were used throughout all periods presented in the financial statements.

3.2 Financial Instruments

Recognition and derecognition

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risk and rewards are transferred. A financial liability is derecognized when it is extinguished, discharged, cancelled, or expires.

Classification and initial measurement of financial assets

Assets are initially recorded at fair value adjusted for transaction costs, where applicable. For purposes of subsequent measurement, financial assets are classified into one of the following categories:

- Amortized cost
- Fair value through profit or loss (FVTPL), or
- Fair value through other comprehensive income (FVOCI).

The classification is determined by both:

- The entity's business model for managing the financial assets, and
- The contractual cash flow characteristics of the financial asset.

In the periods presented, the Company's financial instruments categorized at amortized cost include cash and trade and other receivables. The Company does not have any financial assets categorized as FVTPL or FVOCI.

Subsequent measurement of financial assets

Amortized cost - Financial assets are measured at amortized cost if the assets meet the following conditions:
- They are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows, and
- The contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortized cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial.

Impairment of financial assets

Under IFRS 9 Financial Instruments, the Company is required to apply an expected credit loss ("ECL") model to all debt financial assets not held at fair value through profit or loss, where credit losses that are expected to transpire in future years are provided for, irrespective of whether a loss event has occurred as at the balance sheet date. For trade receivables, the Company has applied the simplified approach under IFRS 9 and has calculated ECLs based on lifetime expected credit losses taking into consideration historical credit loss experience and financial, factors specific to the debtors and general economic conditions.

Classification and initial measurement of financial liabilities

Financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at amortized cost
- Financial liabilities at fair value through profit or loss (FVTPL)

In the periods presented, the Company's financial instrument categorized at amortized cost was accounts payable, accrued expenses and other current liabilities, deferred revenue, related party payables, long-term loan, including short-term portion and long-term lease liability, including the short-term portion. The Company did not have any financial instruments categorized as FVTPL.

Subsequent measurement of financial liabilities

Amortized cost - After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the effective interest rate amortization process.

Amortized cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortization is included as finance costs in the statement of profit or loss.

Financial liabilities at amortized cost - After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the effective interest rate amortization process.

Amortized cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortization is included as finance costs in the statement of profit or loss.

In the periods presented, the Group's financial instruments categorized at amortized cost include long-term loan, including the current portion of long-term loan, long-term lease liability, including current portion of lease liability, accounts payable and accrued expenses and other current liabilities and related party payables.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously. The Company did not have any offsetting financial instruments.

3.3 Cash —Cash consists primarily of checking and savings deposits. The Company maintains cash with US financial institutions of high-credit quality. These deposits may exceed federally insured limits.

3.4 Restricted Cash—Restricted cash represents the Company's security deposit for leased office space. This cash was deposited in a US financial institution of high-credit quality. This deposit exceeded the federally insured limits as of December 31, 2020.

3.5 Revenue Recognition

The Company provides data analytics software and consulting services to its customers. Revenue is recognized when promised goods or services are transferred to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The Company determines revenue recognition through the following steps:
- identification of the contract, or contracts, with a customer;
- identification of the performance obligations in the contract;
- determination of the transaction price;
- allocation of the transaction price to the performance obligations in the contract; and
- recognition of revenue when, or as, the Company satisfies a performance obligation.

The Company's revenue consists of sales of perpetual licenses, implementation services and maintenance revenues.

Perpetual License Revenues
Perpetual license revenues reflect the revenues recognized from sales of perpetual licenses to customers under which we generally recognize the license fee portion of the arrangement upon delivery as the benefit of the asset has transferred.

Implementation Services
Implementation services consist primarily of design, integration and configuration services. Other professional services include projects that enable customers to gain insightful business information through data analysis, and the Company's institute training programs. Implementation services are recognized as services are performed.

Maintenance Revenues
Maintenance revenues consist of revenues from maintenance agreements of perpetual license sales. Typically, when purchasing a perpetual license, a customer also purchases a maintenance contract for a specified term. Customers with maintenance agreements are entitled to receive support and unspecified upgrades and enhancements when and if they become available during the maintenance period. We recognize the revenues associated with maintenance ratably, on a straight-line basis, over the associated maintenance period.

Contracts with Multiple Performance Obligations
Most of the Company's contracts with customers contain multiple performance obligations. The selling price for the Company's perpetual licenses has not been established and such licenses have not previously been sold on a standalone basis. As a result, the selling price is considered to be uncertain and a representative standalone selling price ("SSP") is not discernible from past transactions or other observable evidence. Standalone selling prices for implementation services and maintenance revenues are estimated based upon the estimated cost plus a margin approach. As a result, the SSP for perpetual licenses included in a contract with multiple performance obligations is determined by applying a residual approach whereby performance obligations related to implementation services and maintenance revenues within a contract are first allocated a portion of the transaction price based upon their respective SSPs, with the residual amount of transaction price allocated to the perpetual license.

3.6 Taxation— Tax expense recognized in profit or loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity.

Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. Deferred income taxes are calculated using the balance sheet liability method.

Deferred tax assets are recognized to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilized against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit.

Deferred tax liabilities are generally recognized in full, although IAS 12 'Income Taxes' specifies limited exemptions. As a result of these exemptions the Company does not recognize deferred tax on temporary differences relating to goodwill, or to its investments in subsidiaries.

IFRIC 23 – Uncertainty over Income Tax Treatments, which clarifies the provisions of IAS 12 – dealing with the recognition and measurement of income taxes – when there is uncertainty over income tax treatments. IFRIC 23 is applied as of January 1, 2019. The Company has no provisions for tax contingencies.

3.7 Property and equipment—Equipment is stated at cost, less accumulated depreciation. Depreciation of property and equipment is provided on the straight-line method over the estimated useful lives of the assets as follows:

Computer equipment	3 years
Furniture and fixtures	10 years

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognized.

The residual values, useful lives, and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.8 Leases— The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Right of Use Assets - The Company recognizes right-of-use ("RoU") assets on the initial application of IFRS 16. Right-of-use assets are measured at cost, less any accumulated depreciation. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the remaining lease term and the estimated useful lives of the assets, as follows:

Office space	6 years

Lease liabilities - At the date of initial application of IFRS 16, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses in the period in which the event or condition that triggers the payment occurs.

Estimating the incremental borrowing rate - The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific. The Company elected to adopt IFRS 16 using the cumulative catch-up approach. See note 10.

3.9 Significant management judgment in applying accounting policies and estimation uncertainty - The preparation of these financial statements requires the Company to make estimates and assumptions that affect reported amounts of assets, liabilities, revenue and expenses and the disclosure of contingent assets and liabilities. The most significant judgement pertains to its leases, equity, and revenue recognition.

Recognition of revenue over time or at a point in time
For one of the Company's statement of work, significant judgement is required to assess whether control of the related performance obligation(s) transfers to the customer over time or at a point in time in accordance with IFRS 15. The Company satisfies its performance obligation as it performs the work outlined in the statement of work each month. Revenues are recognized at an amount that corresponds directly with its performance over time. The Company assesses that it has a right to payment for its performance throughout the contract period and recognizes revenue over time. The customer is billed at the beginning of the contract period. Revenue is recorded as the performance obligation is satisfied.

Useful lives and residual values of depreciable assets
The Company reviews its estimate of the useful lives and residual values of depreciable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technological obsolescence that may change the utility of certain software and IT equipment.

Lease
The Company has one lease with a third-party landlord and as a consequence the rate implicit in the relevant lease is not readily determinable. Therefore, the Company uses its incremental borrowing rate as the discount rate for determining its lease liabilities at the lease adoption date. The incremental borrowing rate is the rate of interest that the Company would have to pay to borrow over similar terms which requires estimations when no observable rates are available. These rates are, where necessary, then adjusted to reflect the credit worthiness of the entity entering into the lease and the specific condition of the underlying leased asset.
Equity
The Company reviews the agreements for warrants and preferred shares and consults guidance to determine how to treat securities as either debt or equity. The Company reviews the features that would have required either the delivery of cash or another financial asset. The Company concluded the classification of preferred shares as equity was appropriate as they did not contain a requirement to deliver cash or another financial asset to the holder, were convertible to common shares on a fixed basis when issued and the potential variability in the number of common shares delivered on conversion, which is within the control of the Company and therefore does not trigger liability classification.

4. STANDARDS, AMENDMENTS, AND INTERPRETATIONS TO EXISTING STANDARDS THAT ARE NOT YET EFFECTIVE AND HAVE NOT BEEN ADOPTED BY THE COMPANY

Standards, amendments, and interpretations to existing standards that are not yet effective and have not been adopted by the group - As of the authorization date of these financial statements, the IASB has issued certain new standards, amendments, and interpretations to existing IFRS standards but are not yet effective. These include:

- Amendments to IAS 37 - Onerous Contracts – Cost of Fulfilling a Contract
- Amendments to IAS 1 - Classification of Liabilities as Current or Non-current

None of these standards or amendments to existing Standards have been adopted by the Company.

Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of that pronouncement. New standards, amendments and interpretations not adopted in the current year are not expected to have a material impact on the Company's financial statements.

5. FINANCIAL RISK MANAGEMENT

Financial risk Factors

The Company's activities expose it to financial risks: including credit risk and liquidity risk.

It is the Company's opinion that it is not exposed to other significant market risks: including price, currency, or variable interest rate risk.

Credit risk:

The Company takes on exposure to credit risk, which is the risk that one party will cause a financial loss for another party by failing to discharge an obligation. The Company is exposed to the risk of non-payment of trade and other receivables balances. The Company's exposure to credit risk was $1,914,449, $1,800,955, and $3,599,907 at November 20,2020, December 31, 2019, and January 1,2019, respectively.

Liquidity risk:

Liquidity risk is the risk that the Company might not be able to generate sufficient cash resources to settle its obligations in full as they fall due, or it can only do so on terms that are materially disadvantageous. The Company is exposed to liquidity risk through non-payment of their long-term loan, including short-term portion, long-term lease, including short-term portion, accrued expenses and other current liabilities, and trade and other payable.

November 20, 2020	Current		Non-current	
	within 6 months	6 to 12 months	1 to 5 years	later than 5 years
Long-term Loan, including short-term portion	$ 812,011	$ 245,701	$ 77,039	$ -
Long-term lease liability, including short-term portion	$ 250,789	$ 201,376	$ 1,773,457	
Accrued expenses and other current liabilities	185,132			
Trade and other payables	352,236	-	-	-
Total	**$ 1,600,168**	**$ 447,077**	**$ 1,850,496**	**$ -**

Market risk: Market risk is the risk that changes in the market prices – such as interest rates, foreign exchange rates, equity prices, and credit spreads - will affect the Company's income or the fair value of its holdings of financial instruments. The Company is not exposed to significant market risks.

Price risk – Price risk is the risk that the value of a security or investment will decrease. The Company does not have securities or investments.

Currency risk – Currency risk is the possibility of losing money due to unfavorable moves in exchange rates. The Company only transacts in the United States dollar.

Interest rate risk – Interest rate risk is the potential for investment losses that result from a change in interest rates. The Company has a fixed interest rate on the loan agreement of 15%. This interest rates approximates fair value since this is the Company's Weighted Average Cost of Capital "WACC" rate. The Company has no other interest rate risk and is not exposed to variable interest rate risk.

6. CAPITAL MANAGEMENT POLICIES AND PROCEDURES

The Company is subject to a number of risks common to early-stage, technology-based companies, including dependence on two key individuals, rapid technological changes, and the need for adequate financing to fund future operations. The Company assesses capital requirements to maintain an efficient financing structure while avoiding unnecessary debt.

The Company manages its capital structure through assessing economic conditions and adjusting in light of changes and risk underlying assets. In order to maintain or adjust its capital structure, the Company has in the past, and may in the future, implement cost cutting and downsizing efforts in attempt to mitigate those risks.

As of November 20, 2020 and December 31, 2019, there was no third-party debt or short-term liabilities. Further, the Company did not have any financial covenants.

7. CASH

For the purpose of the cash flow statement, cash is comprised of the following balances with original maturity of less than 90 days:

	2020-11-20	2019-12-31	2019-01-01
Cash at banks	$ 1,456,078	$ 1,399,873	$ 2,975,300
Restricted cash	314,243	314,243	314,243
	$ 1,770,320	$ 1,714,115	$ 3,289,543

Terms and conditions of the above cash accounts:

- Cash at banks earns interest at floating rates based on daily bank deposit rates.
- Restricted cash represents the Company's security deposit for leased office space.

8. TRADE AND OTHER RECEIVABLES

Trade and other receivables consist of the following:

	2020-11-20	2019-12-31	2019-01-01
Trade receivables	$ -	$ 86,840	$ 310,364
Income tax refund receivable	144,129	-	-
Trade and other receivables	$ 144,129	$ 86,840	$ 310,364

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

9. PROPERTY AND EQUIPMENT

Property and equipment as of November 20, 2020, December 31, 2019 and January 1, 2019, consists of the following:

	Computer Equipment USD	Furniture and Fixtures USD	Total USD
COST			
At January 1, 2019	$96,055	$1,171	$97,225
Additions	15,249	-	15,249
Disposals	(98,396)	-	(98,396)
At December 31, 2019	**$12,908**	**$1,171**	**$14,078**
Disposals	(9,653)	-	(9,652)
At November 20, 2020	**$3,254**	**$1,171**	**$4,426**
DEPRECIATION			
At January 1, 2019	$56,657	-	$56,657
Disposals	(77,115)	-	(77,115)
Depreciation charge for the year	29,108	283	29,391
At December 31, 2019	**8,650**	**283**	**8,933**
Disposals	(8,662)	-	-
Depreciation charge for the year	1,791	104	1,895
At November 20, 2020	**$1,779**	**$387**	**$2,166**
Net book value			
At November 20, 2020	$1,476	$783	$2,260
At December 31, 2019	$4,258	$888	$5,146
At January 1, 2019	$39,398	$1,171	$40,569

10. RIGHT OF USE ASSET AND LEASE LIABILITY

Signafire entered into a lease agreement for office space on July 6, 2017. In connection with the termination of the workforce that occupied the office space, the leased premises were abandoned in December 2019.The Company adopted IFRS 16 effective January 1, 2019 and the Right of Use Asset and related liability were recorded on that date at the present value of the remaining lease payments. The Company's IBR applied to the lease liabilities recognized in the statement of financial position at the date of initial application was 15%. Depreciation of the RoU Asset was recorded on a straight-line basis over the then remaining lease term until the premises were abandoned, at which time the RoU Asset was determined to be fully impaired.

Right of Use assets - Office Space		**USD**
Balance at January 1, 2019	$	2,601,349
Depreciation charge for the year		(433,558)
Impairment of Right of Use asset		(2,167,791)
Balance at December 31, 2019		-
Balance at November 20, 2020		-

Lease liabilities - Office Space	**USD**
Maturity analysis - contractual undiscounted cash flows	
At January 1, 2019	
Less than one year	$ 727,073
One to five years	3,436,824
Total undiscounted lease liabilities	4,163,897
Lease liabilities included in the statement of financial position	2,738,605
Current	345,793
Non-Current	2,392,812
At December 31, 2019	
Less than one year	740,023
One to five years	2,776,409
Total undiscounted lease liabilities	3,516,432
Lease liabilities included in the statement of financial position	2,472,420
Current	402,456
Non-Current	2,069,964
At November 20, 2020	
Less than one year	1,031,189
One to five years	2,176,485
Total undiscounted lease liabilities	3,207,674
Lease liabilities included in the statement of financial position	2,521,700
Current (including amounts in accounts payable)	748,243
Non-Current	1,773,457
Amounts recognized in profit or loss	
January 1, 2019 - December 31, 2019	
Interest on lease liabilities	381,280
Variable lease payments not included in the measurement of lease liabilities	36,243
Loss on abandonment of asset	2,167,791
January 1, 2020 - November 20, 2020	
Interest on lease liabilities	302,458
Variable lease payments not included in the measurement of lease liabilities	28,843
Amounts recognized in the statement of cash flows	
January 1, 2019 - December 31, 2019	
Total cash outflow for leases	678,209
January 1, 2020 - November 20, 2020	
Total cash outflow for leases	282,022

11. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consisted of the following:

	2020-11-20	2019-12-31	2019-01-01
Credit Card Balances	$ 2,028	$ 74,419	$ 31,024
Accrued expenses	162,015	135,402	-
Accrued interest expense	11,058	-	-
Payroll liabilities	10,031	294,205	562,244
Total accrued expenses and other current liabilities	$ 185,132	$ 504,025	$ 593,267

12. RELATED PARTY TRANSACTIONS

The Company considers a related party a person or entity that is related to the Company and has control, joint control, or significant influence over the Company or a member of key management personnel.

Related Party payable – In 2019, the Company borrowed from its shareholders $244,000 as a short-term loan. These amounts were paid back to the shareholders in January 2020. No interest was charged for these loans the amount was immaterial as the loans were short-term in duration.

13. LONG-TERM LOAN

On December 31, 2019, the Company entered into a secured loan agreement (the "TCA Agreement") with TCA Special Situations Credit Strategies ICAV, an Irish collective asset vehicle. The Company received $2,000,000 upon the closing of the TCA Agreement and paid $320,920 in closing and transaction related costs, which are recorded as a direct reduction of the related loan and amortized over the life of the loan using the effective interest rate method. Borrowings under the TCA Agreement are collateralized by substantially all the assets and equity of the Company.

The TCA Agreement requires monthly interest-only payments through May 31, 2020, monthly principal and interest payments through December 31, 2021 with a balloon payment of $700,000 on May 31, 2021. The maturity date of the loan is December 31, 2021. The note bears an interest rate of 15%.

	11/20/2020	12/31/2019	1/1/2019
TCA Loan amount	$ 1,327,018	$ 2,000,000	$ -
Debt Issuance Costs	(192,267)	(320,920)	-
Total debt outstanding, net of issuance cost	1,134,751	1,679,080	-

The Company's TCA loan agreement contains financial covenants over capital expenditures, the continuance of customer relationships, and minimum cash equivalents. The Company was in compliance as of November 20, 2020, and December 31, 2019.

14. SHARE CAPITAL

The share capital of Signafire:

	Issued Capital - Common Class A	Issued Capital - Common Class B	Issued Capital - Preferred
Balances at January 1, 2019	4,250,000	750,000	500,000
Balances at December 31, 2019	4,250,000	750,000	500,000
Conversion of Shares	500,000	-	(500,000)
Exercise of Warrants	739,432	-	-
Balances at November 20, 2020	5,489,432	750,000	-
Shares authorized (at $0.0001 par):			
Total Shares authorized and end of period:	9,250,000	750,000	600,000

Issued Capital - Common - The Company's Articles of Association authorized 10,000,000 shares of common shares with a par value of $0.0001, of which 9,250,000 shares were designated Class A common shares and 750,000 shares were designated Class B common shares. The holders of Class A common shares were entitled to one vote for each share held at all meetings of shareholders, while Class B common shareholders were not entitled to vote on any matters. As of January 1, 2019 and December 31, 2019, there were 4,250,000 shares issued and outstanding of Class A common shares and 750,000 shares issued and outstanding of Class B common shares, respectively. As of November 20, 2020 there were 5,489,432 issued and outstanding of Class A common shares 750,000 issued and outstanding of Class B common shares.

Conversion Ratio **–** Each Class B common shares shall be convertible into Class A common shares with the consent of the Class A shareholders. Each Class B common share can be converted into one share of Class A common shares. As of November 20, 2020, there were no Class B common shares that converted to Class A common shares.

Issued Capital - Preferred - The Company's Articles of Association authorized 600,000 shares of preferred shares with a par value of $0.0001. As of January 1, 2019 and December 31, 2019, there were 500,000 shares issued and outstanding. On November 20, 2020, 500,000 shares of preferred

shares were converted into 500,000 shares of Class A common shares. As of November 20, 2020, there were 0 shares of preferred shares issued and outstanding.

Liquidation Rights – The holders of preferred shares shall be entitled to receive on a pari passu basis, prior and in preference to any distribution to the holders of common stock, an amount per share equal to the sum of (a) 1.0 times the applicable original issue price plus (b) any declared but unpaid dividends.

Participation Rights – After the payment to holders of preferred shares in the full amount specified above, all remaining assets of the Company legally available to distribution shall be distributed to holders of common stock pro rata based on the number of common shares held by each.

Dividends **–** Preferred shareholders are entitled to receive noncumulative, non-compounding dividends when, as, and if declared by the board of directors prior and in preference to common shareholders.

Conversion Ratio **–** Each preferred share shall be convertible, at the option of the holder, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and non-assessable shares of Class A common shares as is determined by dividing the Preferred issue price by the conversion price in effect at the time of the conversion.. The preferred shares have an adjustment mechanism in the event a future share issuance of the Company is below $5 per share. The preferred shareholders have the right to elect to convert their shares into Class A common shares. On November 20, 2020, the preferred shareholders elected to convert all 500,000 of Preferred shares into Class A common shares.

Warrants reserve - In 2015 and 2016, Signafire issued 745,752 fully vested warrants valued at $1,879,295 that were exchanged for services. The value of the warrants were expensed when issued. On November 19, 2020, there was a net cashless exercise of all outstanding warrants resulting in the issuance of 739,432 Class A common shares. As of November 20, 2020, there were no remaining warrants outstanding.

15. CUSTOMER CONCENTRATION

The Company sold a copy of the source code and perpetual license rights of their proprietary software to a significant customer in March 2017. This agreement included providing maintenance and support of this licensed software to the customer pursuant to a "Master Information Technology Services Agreement" for a six-year term, ending April 2023. This customer accounted for 100% of the revenue for the period ended November 20, 2020 and 87% of the revenue for the year ended December 31, 2019. The customer accounted for 92% of the accounts receivable as of January 1, 2019 and 100% of the deferred revenue for the period ended November 20, 2020, for the year ended December 31, 2020, and as of January 1, 2019. The loss of business from the customer would severely impact the Company's results, operations, financial position, and cash flows.

16. CONTRACT REVENUES

Performance obligations:

The Company satisfies its performance obligation on a straight-line basis over the period of the contract. Invoices are invoiced at the beginning of the contract period. Invoices are due within 30 days. Amounts remaining unbilled at the end of a reporting period are presented in the financial statements as trade receivable if only the passage of time is required before payment of these amounts will be due.

Contract balances:

Contract related trade receivables and trade payables - As at November 20, 2020 and December 31, 2019, $Nil was owed for neither contract trade receivables or trade payables.

Contract Revenues - For the period ending November 20, 2020, $2,666,667, all revenues earned by the company, were contract revenues ($2,567,623 – December 31, 2019).

Cost of revenues - For the period ending November 20, 2020, $75,556, all cost of revenues incurred by the company, were contract expenses. ($2,625,065 – December 31, 2019).

Remaining performance obligation —As at November 20, 2020, $1,083,333, the balance of deferred revenues, were for contract revenues ($750,000 – December 31, 2019).

The significant customer is invoiced at the beginning of each contract year. As at November 20, 2020, three months and 10 days remained of the yearly invoiced amount. As at December 31, 2019, three months remained of the yearly invoiced amount.

Other Considerations:

- The Company did not adjust the consideration received for a financing component since the service was delivered within one year.
- There are no rights to return since revenues are based on specific deliverables.
- There are no rebates issued to customers.
- The Company warranties that their software does not contain viruses or otherwise adversely affect the customer's information technology systems.
- There are no non-cash considerations or other sales programs provided to customers.

17. COST OF REVENUES

Cost of Revenue includes compensation costs directly associated to revenue generating activities performed by the product consulting support and maintenance team. In 2019, most of the workforce was terminated, including the entire product consulting support and maintenance team. In 2020, support and maintenance costs were performed by an outsourced vendor to service the significant customer.

18. ADMINISTRATIVE EXPENSES

General and administrative expenses include compensation, compensation related costs, employee benefits, severance costs, hosting fees, utilities professional service fees, and other general overhead costs including depreciation and loss on impairment of right of use asset. In 2019, most of the workforce was terminated. The severance costs related to terminations total $409,833.

	January 1, 2020 to November 20, 2020 USD	Year ended December 31, 2019 USD
Administrative Expenses		
Advertising & marketing	$ -	$ 126,266
Compensation & related expenses	590,061	2,596,255
Computer and software expenses	38,610	282,657
Office expenses	128,309	352,003
Professional services	208,342	569,209
Repairs and maintenance	1,688	3,392
Tax related expenses (excluding income tax)	1,650	-
Travel	-	96,343
Depreciation expense	1,895	462,949
Loss on impairment of RoU asset	-	2,167,791
Total Administrative Expenses	**970,554**	**6,656,864**

19. INCOME TAXES

The major components of tax expense and the reconciliation of the expected tax expense based on the U.S. effective tax rate of 21% and the reported tax expense in profit or loss are as follows:

	January 1, 2020 to November 20, 2020	December 31, 2019
	USD	USD
Profit (loss) before tax	$ 854,306	$ (6,198,506)
U.S. tax rate	21%	21%
Expected tax expense (benefit)	**179,404**	**(1,301,687)**
Adjustments for tax rate differences:		
State and local taxes	36,682	(261,972)
Nondeductible expenses	46,014	3,119
CARES Act – NOL carryback	(229,991)	-
Losses (gains) for which no benefit was recognized	(176,313)	1,560,597
Other losses (gains)	336	(52,159)
Actual tax benefit	**(143,868)**	**(52,102)**
Tax expense components:		
Current tax benefit	(143,868)	(52,102)
Deferred tax expense	-	-
Tax benefit	**(143,868)**	**(52,102)**

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") was signed into law. Among other things, the CARES Act made tax law changes including (i) modifications to the federal net operating loss rules including permitting federal net operating losses incurred in 2018, 2019, and 2020 to be carried back to each of the five preceding taxable years and suspended the net operating loss limit of 80% of taxable income for use in taxable years beginning before December 31, 2020, (ii) enacted a technical correction so that qualified improvement property can be immediately expensed under IRC Section 168(k), and (iii) increased the limitation under IRC Section 163(j) for 2019 and 2020 to permit additional expensing of interest.

As a result of the CARES Act, the Company was able to carryback its 2018 and 2019 net operating losses to a prior tax year in which it paid tax at 34%. The Company recorded an income tax benefit of $144,129 related to the difference between the 34% historic tax rate and the current statutory rate of 21%.

Deferred Tax Assets and Liabilities

None of the Company's deferred tax assets (including tax losses or other tax credits) have been recognized in the statement of financial position as it is not probable that the underlying tax losses or deductible temporary differences will be utilized against future taxable income. As of November 20, 2020, the Company has U.S. federal net operating loss carryforwards of $2.6 million. The U.S. net operating losses may be carried forward indefinitely but are only available to offset 80% of future taxable income. In addition, the Company has federal R&D credit carryforwards of $1.5 million which expire in 2032 and 2033. The Company's material state and local net operating loss carryover is related to Michigan losses of $3.0 million as of November 20, 2020. The Michigan net operating loss carryforwards expire in 2028 and 2029 if not utilized.

20. CASH FLOW ADJUSTMENTS AND CHANGES IN WORKING CAPITAL

The following non-cash adjustments and adjustments for changes in working capital have been made to income before income taxes to arrive at operating cash flow:

	January 1, 2020 to November 20, 2020 USD	December 31, 2019 USD
Adjustments		
Depreciation of property, plant and equipment	$ 1,895	$ 29,391
Amortization of debt issuance cost	128,653	-
Amortization of right of use asset	-	433,558
Loss/(gain) on sale of property, plant and equipment	992	(7,934)
Loss/(gain) on impairment of right of use assets	-	2,167,791
Total Adjustments	**131,539**	**2,622,805**

	January 1, 2020 to November 20, 2020 USD	December 31, 2019 USD
Net changes in working capital		
Change in trade and other receivables	$ (57,289)	$ 223,524
Change in prepaid expenses and other current assets	46,450	(76,871)
Change in accounts payable	86,672	219,899
Change in accrued expenses and other liabilities	(329,953)	(89,242)
Change in provisions	143,868	52,102
Deferred Revenue	333,333	-
Interest expense related to the lease	17,736	-
Interest expense related to the loan	11,058	-
Total changes in working capital	**251,875**	**329,413**

21. CONTINGENCIES

From time to time, the Company is subject to various claims that arise in the ordinary course of business. Management believes that any liability of the Company that may arise out of or with respect to these matters will not materially adversely affect the financial position, results of operations, or cash flows of the Company.

22. SIGNIFICANT EVENTS

The Company has evaluated subsequent events through June 18, 2021, which is the date the financial statements were available to be issued, for events requiring recording or disclosure in the financial statements for the period ended November 20,2020.

On November 20, 2020, the Company was acquired by NowVertical Group Inc ("NowVertical"). The consideration of $3,102,342 consisted of cash of $ 127,099 and shares of NowVertical stock valued at $2,535,000. The cash was subject to two holdbacks: one holdback of $2,975,247 pertaining to a lease obligation (the "Lease Holdback") and another general representation and warranties holdback of $562,500 that expires in 18 months.

SCHEDULE "F"

NOWVERTICAL GROUP, INC. MD&A

Management's Discussion and Analysis

Introduction

NowVertical Group, Inc. ("**NowVertical**" or the "**Company**") is a US-based data analytics software and services company formed on September 22, 2020. The Company intends to grow its business organically and by acquiring data analytics software and services companies. The two transactions discussed below form the initial group of companies of NowVertical.

On November 13, 2020, NowVertical acquired a 49% interest in Seafront Analytics, LLC ("**Seafront**"), an entity formed on July 19, 2019 to provide data analytics services to private and public sector organizations. As a result of its financial support and operating services, as well as a contractual provision, NowVertical consolidates its investment in Seafront.

On November 20, 2020, NowVertical acquired 100% of the issued and outstanding securities of Signafire Technologies Inc. ("**Signafire**"). Signafire began its operations in 2014 and provides a suite of data analytics software services. Signafire's software offering includes data fusion, data enrichment, and search and analysis capabilities.

This management's discussion and analysis ("**MD&A**") should be read in conjunction with the following audited financial statements prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board ("**IFRS**"):

- the consolidated financial statements and related footnotes of NowVertical as of December 31, 2020 and for the period from September 22, 2020 (NowVertical's inception date) to December 31, 2020;
- the financial statements and related footnotes of Seafront as of November 13, 2020 and December 31, 2019 and for the periods from July 19, 2019 (Seafront's inception date) to December 31, 2019 and from January 1, 2020 to September 13, 2020; and
- the financial statements and related footnotes of Signafire as of November 20, 2020, December 31, 2019 and January 1, 2019 and for the year ended December 31, 2019 and the period from January 1, 2020 to November 2020.

The Company presents its Financial Statements in United States dollars. In this MD&A, all references to "$" or "dollars" are to United States dollars unless otherwise indicated. Due to rounding, certain totals and subtotals may not foot and certain percentages may not reconcile.

Information contained in this MD&A is based on information available to management as of May 24, 2021.

Forward-Looking Statements

This MD&A contains forward-looking statements that relate to management's current expectations and views of future events. In some cases, these forward-looking statements can be identified by words or phrases such as "forecast", "target", "goal", "may", "might", "will", "expect", "anticipate", "estimate",

"intend", "plan", "indicate", "seek", "believe", "predict", or "likely", or the negative of these terms, or other similar expressions intended to identify forward-looking statements. Management has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes might affect the Company's financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to the Company's financial position, business strategy, growth strategies, addressable markets, budgets, operations, financial results, taxes, plans and objectives. Particularly, information regarding the Company's expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward-looking information.

Forward-looking statements are based on certain assumptions and analyses made in light of management's experience and perception of historical trends, current conditions and expected future developments and other factors management believes are appropriate. Although management believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect and there can be no assurance that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties and assumptions, readers should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "*PART IV - Risk Factors*" in the Filing Statement, which factors should not be considered exhaustive and should be read together with the other cautionary statements in this MD&A.

If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in those forward-looking statements.

Although management bases these forward-looking statements on assumptions that it believes are reasonable when made, the Company cautions readers that forward-looking statements are not guarantees of future performance and that its actual results of operations, financial condition and liquidity and the development of the industry in which it operates may differ materially from those made in or suggested by the forward-looking statements contained in this MD&A. In addition, even if the Company's results of operations, financial condition and liquidity and the development of the industry in which it operates are consistent with the forward-looking statements contained in this MD&A, those results or developments may not be indicative of results or developments in subsequent periods.

Given these risks and uncertainties, investors are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statement that is made in this MD&A speaks only as of the date of such statement, and the Company undertakes no obligation to update any forward-looking statements or to publicly announce the results of any revisions to any of those statements to reflect future events or developments, except as required by applicable securities laws. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless specifically expressed as such, and should only be viewed as historical data.

Cautionary Note Regarding Non-IFRS Measures

This MD&A makes reference to certain non-IFRS measures. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of the Company's results of operations from management's perspective. The Company's definitions of non-IFRS measures used in this MD&A may not be the same as the definitions for such measures used by other

companies in their reporting. Non-IFRS measures have limitations as analytical tools and should not be considered in isolation nor as a substitute for analysis of the Company's financial information reported under IFRS. The Company uses non-IFRS financial measures, including "Adjusted Revenues", "EBITDA" and "Adjusted EBITDA" to provide investors with supplemental measures of operating performance and to eliminate items that have less bearing on operating performance or operating conditions and thus highlight trends in its core business that may not otherwise be apparent when relying solely on IFRS financial measures. Specifically, the Company believes that Adjusted Revenues, EBITDA and Adjusted EBITDA, when viewed with the Company's results under IFRS, provides useful information about the Company's business without regard to potential distortions. By eliminating potential differences in results of operations between periods caused by factors such as acquisition related adjustments, depreciation and amortization methods, impairment and other charges, the Company believes that Adjusted Revenues, EBITDA and Adjusted EBITDA can provide a useful additional basis for comparing the current performance of the underlying operations being evaluated. The Company believes that securities analysts, investors and other interested parties frequently use non-IFRS financial measures in the evaluation of issuers. The Company's management also uses non-IFRS financial measures in order to facilitate operating performance comparisons from period to period.

"Adjusted Revenues" eliminate the effects of acquisition accounting on the Company's revenues.

"**EBITDA**" means net income (loss) before amortization and depreciation expenses, net interest costs, and provision for income taxes.

"**Adjusted EBITDA**" adjusts EBITDA for items such as stock-based compensation expenses, , acquisition accounting adjustments, transaction expenses related to acquisitions, transactional gains or losses on assets, asset impairment charges, operational restructuring costs, non-recurring expense items, and restructuring costs, and includes impact to the full year of cost synergies related to the reduction of employees in relation to acquisitions.

Select Information and Non-IFRS Measures

The following tables summarize the historical results of operations for the periods indicated. The amounts in the columns headed Signafire, Seafront and NowVertical were taken from the audited financial statements referred to above and should be read together with the audited financial statements from which those amounts were derived. The column headed Proforma Consolidated combines the historical amounts and is presented for additional information only. See also "Cautionary Note Regarding Non-IFRS Measures".

Now Vertical Group Inc.	**Signafire**	**Seafront**	**Now Vertical**	**Proforma Consolidated**
2020	(1/1/20 to 11/20/20)	(1/1/20 to 11/13/20)	(Inception to 12/31/2020)	(Year ended 12/31/20)
REVENUES	2,666,667	81,705	154,268	2,902,640
COST OF REVENUES	162,660	7,564	17,778	188,002

GROSS PROFIT	2,504,007	74,141	136,490	2,714,638
OPERATING EXPENSES:				
General and administrative	970,554	32,785	2,057,809	3,061,148
INCOME FROM OPERATIONS	1,533,453	41,356	(1,921,319)	(346,510)
OTHER INCOME (EXPENSE):				
Interest income	47	-	4	51
Interest expense	(679,194)	-	(56,933)	(736,127)
Total other income (expense)	(679,147)	-	(56,929)	(736,076)
INCOME BEFORE INCOME TAXES	854,306	41,356	(1,978,248)	(1,082,586)
PROVISION (BENEFIT) FOR TAXES	(143,868)	-	949	(142,919)
NET INCOME (LOSS)	998,174	41,356	(1,979,197)	(939,667)
Interest expense, net				736,076
Income tax benefit				(142,919)
Depreciation and amortization				130,653
EBITDA				(215,857)
ADJUSTMENTS:				
Impairment of right of use asset				1,782,406
Transaction costs				218,103
Acquisition accounting effect on acquired deferred revenue				210,959
Loss on sale of property and equipment				992
ADJUSTED EBITDA				1,996,603
REVENUES				2,902,640
Acquisition accounting effect on acquired deferred revenue				210,959
ADJUSTED REVENUES				3,113,599

Now Vertical Group Inc. **2019**	**Signafire** (Year ended 12/31/19)	**Seafront** (Inception to 12/31/19)	**Now Vertical** (Did not exist in 2019)	**Proforma Consolidated** (Year ended 12/31/19)
REVENUES	3,464,290	-	-	3,464,290
COST OF REVENUES	2,625,065	-	-	2,625,065
GROSS PROFIT	839,225	-	-	839,225
OPERATING EXPENSES:				
General and administrative	6,656,864	2,357	-	6,659,221
INCOME FROM OPERATIONS	(5,817,639)	(2,357)	-	(5,819,996)
OTHER INCOME (EXPENSE):				
Interest income	488	-	-	488
Interest expense	(381,356)	-	-	(381,356)
Total other income (expense)	(380,868)	-	-	(380,868)
INCOME BEFORE INCOME TAXES	(6,198,507)	(2,357)	-	(6,200,864)
PROVISION (BENEFIT) FOR TAXES	(52,102)	-	-	(52,102)
NET INCOME (LOSS)	(6,146,405)	(2,357)	-	(6,148,762)
Interest expense, net				380,868
Income tax benefit				(52,102)
Depreciation and amortization				462,949
EBITDA				(5,357,047)
ADJUSTMENTS:				
Impairment of right of use asset				2,167,791
Severance payments				409,833
Gain of sale of property and equipment				(7,934)

ADJUSTED EBITDA	(2,787,357)
REVENUES	3,464,290
Acquisition accounting effect on acquired deferred revenue	-
ADJUSTED REVENUES	3,464,290

Discussion of Operations

Signafire

For purposes of this section on Signafire, the period from January 1, 2020 to November 20, 2020 is referred to as 2020 and the year ended December 31, 2019 is referred to as 2019.

In both 2020 and 2019, Signafire's revenues consist primarily of data analytics software services provided to one large automotive customer, which represented all of the revenues in 2020 and 87% of the revenues in 2019. The decrease in revenue in 2020 was caused by services to a few other additional customers in 2019 that did not repeat in 2020.

Cost of revenues consist primarily of employee compensation performed by product consulting and support and maintenance team members directly associated with the production of revenue. By the latter part of 2019, the workforce was significantly reduced as Signafire transitioned to an outsourced vendor to service its revenue. The smaller workforce is the principal reason for the decline in cost of revenues.

General and administrative expenses in both 2020 and 2019 include compensation, compensation related costs, employee benefits, professional fees, hosting fees, and utilities. In 2019, general and administrative costs also include an impairment charge of $2,167,791 related to a right of use asset (for space previously occupied by the workforce that was terminated) and severance costs of $409,833 for terminated employees. These items did not repeat in 2020.

Interest expense in both 2019 and 2020 includes the finance costs for leased office space in New York City. Interest expense increased in 2020 due to a term loan taken out in the latter part of 2019.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act ("Cares Act") was signed into law. As a result of the Cares Act, Signafire was able to carryback its 2018 and 2019 net operating losses to a prior year in which it paid tax at 34%. As a result, in 2020 the Company recorded an income tax benefit for the difference between the 34% historic rate and the current statutory rate of 21%.

Seafront

Seafront was organized on July 19, 2019 and began operating in January 2020.

During the period from January 1, 2020 to November 13, 2020, Seafront's revenues and cost of revenues relate primarily to one customer. Its general and administrative expenses increased during the period from

January 1, 2020 to November 13, 2020 due to a higher level of activities as the company began to generate revenue, compared to the prior period when the company was being formed.

NowVertical, Group

The consolidated results of NowVertical reflect the period from its inception on September 22, 2020 to December 31, 2020 and include the acquired results of Signafire and Seafront from November 20, 2020 and November 13, 2020, representing the respective closing dates of the transactions with each company.

NowVertical's revenue and cost of revenue relate primarily to Signafire's contract with its large automotive customer.

Besides compensation costs and professional fees, NowVertical's general and administrative expenses include an impairment charge of $1,782,406 related to an acquired right of use asset. In NowVertical's purchase price allocation related to Signafire, the right-of-se asset was recorded and, upon evaluation by NowVertical, determined to have no future value and therefore, written-off shortly after the acquisition. The lease liability was ultimately terminated in January 2021.

Interest expense relates to the financing costs associated with Signafire's lease and Signafire's term loan.

Adjusted Revenues, Adjusted EBITDA and Adjusted EBITDA

For purposes of this MD&A, the Company presents Adjusted Revenues, EBITDA and Adjusted EBITDA on a pro forma basis for the years ended December 31, 2020 and December 31, 2019 that reflects the results of each company in the NowVertical Group for the period of its existence. Management believes this information is useful as it depicts two full comparative periods for Signafire, the largest entity comprising the Now Vertical Group. These are not recognized measures under IFRS. See "Cautionary Note Regarding Non-IFRS Measures".

EBITDA and Adjusted EBITDA on the pro forma basis described above increased for the year ended December 31, 2020 compared to the year ended December 31, 2019 primarily due to the streamlined workforce of Signafire in 2020.

Liquidity and Capital Resources

The Company manages its capital structure on a consolidated level based on the funds available to it in order to support the continuation and expansion of its operations and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk. The Company defines capital to include share capital and its borrowings. The Company intends to rely primarily on positive cash flows from operations for its day-to-day operating needs and additional financings to liquidate its current term loan and to achieve its acquisition growth strategy.

The primary source of cash flow is revenue collected from transactions completed for customers. The Company's approach to liquidity is to always have sufficient liquidity to meet its liabilities as they come due. This is achieved by continuously monitoring cash flows and reviewing actual operating expenditures and revenue to budget.

Cash flow from operations

Signafire's cash flow from operations improved dramatically in 2020 as the actions taken in 2019 to reduce its workforce generated net income compared to a substantial net loss in the prior year.

Seafront's revenues in 2020 generated cash flow from operations during the period from January 1, 2020 to November 13, 2020, compared to cash used to organize the business during the period from its inception (July 19, 2019) to December 31, 2019.

NowVertical used cash from operations from its inception (September 22, 2020) to December 31, 2020 that were primarily due to changes in working capital.

Cash flow from investing activities

For NowVertical, Signafire and Seafront, capital expenditures have been modest in amount and are expected to continue to be modest as capital expenditures are primarily related the purchase of computer equipment.

Cash flows from investing activities for Seafront and Signafire were completely insignificant for all periods presented.

NowVertical's investing activities for the period from its inception to December 31, 2020 primarily relate to its acquisitions of Seafront and Signafire.

Cash flow from financing activities

Signafire was provided financing in 2019 by certain executive officers ($244,000) and the proceeds of a $2,000,000 senior debenture, which amounts were offset by payments related to its lease for office space. In 2020, Signafire used cash to repay in full the financing received from the executive officers and for payments related to its lease for office space and the loan taken in the prior year.

Seafront's partners contributed cash to establish its business for the period from its inception to December 31, 2019, which compared to cash withdrawals by its partners in the 2020 period.

NowVertical's funding pertains to the cash used to set up the business.

Contractual Obligations

In December 2019, Signafire issued a $2,000,000 senior secured redeemable debenture for working capital purposes. The debenture agreement contains a number of restrictive covenants that, among other things, prohibit Signafire from incurring additional indebtedness, making investments, repurchasing its stock, paying dividends and limiting capital expenditures to $1 million. The debenture bears interest at 15% per annum, requires monthly payments of principal and interest, and has a final maturity in December 2021. At December 31, 2020 the outstanding principal balance amounted to $1,327,018. Prior to its maturity, the Company intends to replace the debenture with a long-term credit facility.

At the time of its acquisition by NowVertical and at December 31, 2020, Signafire had a lease for office space in New York City. The lease was the subject of a payment hold-back at the time of Signafire's acquisition by NVG and, as discussed above, the space was abandoned and NowVertical did not plan to occupy it. In January 2021, the remaining lease payments at December 31, 2020 were negotiated to a lesser

amount and the difference was paid to the former shareholders of Signafire in settlement of the lease hold-back. Proceeds from a convertible debenture financing were utilized to satisfy the renegotiated amount of the lease and amounts due to the former Signafire shareholders. At March 31, 2021, the consideration payable to the former Signafire shareholders pursuant to a general representation and warranties hold-back amounts to $497,160.

At April 30, 2021, NowVertical's contractual debt obligations amount to $3,953,660, which is comprised of $1,422,008 for Signafire's debenture and approximately $2,531,6512 (being CAD $3,111,906) to the holders of the convertible debentures issued by NowVertical in February and March 2021. As mentioned above, the Company intends to replace the Signafire debenture with a long-term credit facility. Additionally, unless they are automatically converted to equity coincident with the closing of the Company's planned reverse take-over transaction with Good2Go Corp., NowVertical's recently issued convertible debentures would require repayment on December 31, 2021. Management of NowVertical expects to successfully negotiate a new long-term credit facility and that the reverse take-over transaction will be consummated as planned. In the event these expected events do not occur, nearly all of the amounts outstanding under these two instruments would be payable in 2021, which would create a liquidity issue for the Company.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements as of the date of this report.

NowVertical Group, Inc. MD&A for the Quarter Ended March 31, 2021

Management's Discussion and Analysis

Introduction

NowVertical Group, Inc. ("**NowVertical**" or the "**Company**") is a US-based data analytics software and services company formed on September 22, 2020. The Company intends to grow its business organically and by acquiring data analytics software and services companies. The two transactions discussed below form the current group of companies of NowVertical.

On November 13, 2020, NowVertical acquired a 49% interest in Seafront Analytics, LLC ("**Seafront**"), an entity that provides data analytics services to private and public sector organizations. As a result of its financial support and operating services, as well as a contractual provision, NowVertical consolidates its investment in Seafront.

On November 20, 2020, NowVertical acquired 100% of the issued and outstanding securities of Signafire Technologies Inc. ("**Signafire**"). Signafire provides a suite of data analytics software services. Signafire's software offering includes data fusion, data enrichment, and search and analysis capabilities.

This management's discussion and analysis ("**MD&A**") should be read in conjunction with the unaudited financial statements of NowVertical for the quarter ended March 31, 2021, which statements were prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board ("**IFRS**"). For additional context, it is suggested that this MD&A also be read in conjunction with the MD&As prepared for the audited financial statements of NowVertical, Signafire and Seafront, which MD&As and audited financial statements appear elsewhere in this document.

The Company presents its Financial Statements in United States dollars. In this MD&A, all references to "$" or "dollars" are to United States dollars unless otherwise indicated. Due to rounding, certain totals and subtotals may not foot and certain percentages may not reconcile.

Information contained in this MD&A is based on information available to management as of May 24, 2021.

Forward-Looking Statements

This MD&A contains forward-looking statements that relate to management's current expectations and views of future events. In some cases, these forward-looking statements can be identified by words or phrases such as "forecast", "target", "goal", "may", "might", "will", "expect", "anticipate", "estimate", "intend", "plan", "indicate", "seek", "believe", "predict", or "likely", or the negative of these terms, or other similar expressions intended to identify forward-looking statements. Management has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes might affect the Company's financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to the Company's financial position, business strategy, growth strategies, addressable markets, budgets, operations, financial results, taxes, plans and objectives. Particularly, information regarding the Company's expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward-looking information.

Forward-looking statements are based on certain assumptions and analyses made in light of management's experience and perception of historical trends, current conditions and expected future developments and other factors management believes are appropriate. Although management believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect and there can be no assurance that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties and assumptions, readers should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "*PART IV - Risk Factors*" in the Filing Statement, which factors should not be considered exhaustive and should be read together with the other cautionary statements in this MD&A.

If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in those forward-looking statements.

Although management bases these forward-looking statements on assumptions that it believes are reasonable when made, the Company cautions readers that forward-looking statements are not guarantees of future performance and that its actual results of operations, financial condition and liquidity and the development of the industry in which it operates may differ materially from those made in or suggested by the forward-looking statements contained in this MD&A. In addition, even if the Company's results of operations, financial condition and liquidity and the development of the industry in which it operates are consistent with the forward-looking statements contained in this MD&A, those results or developments may not be indicative of results or developments in subsequent periods.

Given these risks and uncertainties, investors are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statement that is made in this MD&A speaks only as of the date of such statement, and the Company undertakes no obligation to update any forward-looking statements or to publicly announce the results of any revisions to any of those statements to reflect future events or developments, except as required by applicable securities laws. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless specifically expressed as such, and should only be viewed as historical data.

Cautionary Note Regarding Non-IFRS Measures

This MD&A makes reference to certain non-IFRS measures. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of the Company's results of operations from management's perspective. The Company's definitions of non-IFRS measures used in this MD&A may not be the same as the definitions for such measures used by other companies in their reporting. Non-IFRS measures have limitations as analytical tools and should not be considered in isolation nor as a substitute for analysis of the Company's financial information reported under IFRS. The Company uses non-IFRS financial measures, including "Adjusted Revenues", "EBITDA" and "Adjusted EBITDA" to provide investors with supplemental measures of operating performance and to eliminate items that have less bearing on operating performance or operating conditions and thus highlight trends in its core business that may not otherwise be apparent when relying solely on IFRS financial measures. Specifically, the Company believes that Adjusted Revenues, EBITDA and Adjusted EBITDA, when viewed with the Company's results under IFRS, provides useful information about the Company's business without regard to potential distortions. By eliminating potential differences in results of operations between periods caused by factors such as acquisition related adjustments, depreciation and

amortization methods, impairment and other charges, the Company believes that Adjusted Revenues, EBITDA and Adjusted EBITDA can provide a useful additional basis for comparing the current performance of the underlying operations being evaluated. The Company believes that securities analysts, investors and other interested parties frequently use non-IFRS financial measures in the evaluation of issuers. The Company's management also uses non-IFRS financial measures in order to facilitate operating performance comparisons from period to period.

"Adjusted Revenues" eliminate the effects of acquisition accounting on the Company's revenues.

"**EBITDA**" means net income (loss) before amortization and depreciation expenses, net interest costs, and provision for income taxes.

"**Adjusted EBITDA**" adjusts EBITDA for items such as acquisition accounting adjustments, transaction expenses related to acquisitions, transactional gains or losses on assets, asset impairment charges, operational restructuring costs, non-recurring expense items, non-cash stock compensation costs, restructuring costs, and includes impact to the full year of cost synergies related to the reduction of employees in relation to acquisitions.

Select Information and Non-IFRS Measures

NowVertical was formed on September 20, 2020 and therefore, was not in existence during the quarter ended March 31, 2020. To facilitate a meaningful analysis of NowVertical's quarter ended March 31, 2021 with the comparable quarter of the prior year, the following table has been prepared. The historical unaudited results of operations in the columns headed Signafire and Seafront were derived from each respective entity's books and records. The columns headed Signafire and Seafront are presented solely to facilitate the combination of the prior year's comparable quarterly financial results of operations for the Proforma Consolidated column. The amounts in the column headed NowVertical Consolidated were taken from the unaudited financial statements presented elsewhere and should be read together with the unaudited financial statements from which those amounts were derived. Management believes this presentation is useful as the Proforma Consolidated column depicts a full comparative period for Signafire and Seafront, the two operating entities comprising the NowVertical Group., for comparison to the NowVertical Consolidated column. See also "Cautionary Note Regarding Non-IFRS Measures".

	Quarter ended March 31,2020				Quarter ended March 31, 2021
NowVertical Group Inc.	**Signafire**	**Seafront**	**NowVertical**	**Proforma Consolidated**	**NowVertical Consolidated**
			(Did not exist)		
REVENUES	750,000	15,705	-	765,705	318,707
COST OF REVENUES	53,867	-	-	53,867	78,367
GROSS PROFIT	696,133	15,705	-	711,838	240,340

OPERATING EXPENSES:					
General and administrative	284,701	390	-	285,091	1,767,510
INCOME FROM OPERATIONS	411,432	15,315	-	426,747	(1,527,170)
OTHER INCOME (EXPENSE):					
Interest income	26	-	-	26	-
Interest expense	(207,014)	-	-	(207,014)	(99,658)
Total other income (expense)	(206,988)	-	-	(206,988)	(99,658)
INCOME BEFORE INCOME TAXES	204,444	15,315	-	219,759	(1,626,828)
PROVISION (BENEFIT) FOR TAXES	-	-	-	-	22,456
NET INCOME (LOSS)	204,444	15,315	-	219,759	(1,649,284)
Interest expense, net				206,988	99,658
Income tax provision				-	22,456
Depreciation and amortization				548	65,563
EBITDA				427,295	(1,461,607)
ADJUSTMENTS					
Gain on settlement of lease obligation				-	(1,640,370)
Loss on settlement of lease hold-back				-	1,881,820
Non-cash compensation related to stock options				-	192,579
Non-cash compensation related to restricted stock units				-	22,284
Expenses incurred in connection with the Transaction				-	656,870
Expenses incurred in connection with acquired businesses				-	194,905
Acquisition accounting effect on acquired deferred revenue				-	481,374
ADJUSTED EBITDA				427,295	327,855
REVENUES				765,705	318,707
Acquisition accounting effect on acquired deferred revenue				-	481,374

ADJUSTED REVENUES	765,705	800,081

Discussion of Operations

For purposes of this section, the term "2021" refers to amounts in the NowVertical Consolidated column for the quarter ended March 31, 2021 and the term "2020" refers to amounts in the Proforma Consolidated column for the quarter ended March 31, 2020.

Due solely to the effects of acquisition accounting on Signafire ($481,374 in 2021), revenue declined when comparing 2021 to 2020. Ignoring this item, Signafire's revenues, which were derived from its large automotive customer in both periods, were identical in both 2021 and 2020. Seafront's revenues increased more than 300% from 2020 to 2021 as its data analytics consulting services began to gain traction with additional customers in 2021.

Cost of revenues consist primarily of employee compensation performed by product consulting and support and maintenance team members, directly associated with the production of revenue. The increase in 2021 compared to 2020 pertains to additional support required for Seafront's increase in revenue.

General and administrative expenses in both 2021 and 2020 include compensation, compensation related costs, employee benefits, professional fees, hosting fees, and utilities. In 2021, general and administrative costs also include a gain of $1,640,370 on the termination of Signafire's lease for office space, a loss of $1,881,820 to settle a hold-back provision in the merger agreement with the former owners of Signafire, $214,863 of non-cash stock compensation expenses, $656,870 of legal fees associated with the Transaction and $194,905 of expenses related to the acquisitions of Signafire and Seafront. These items were not present in 2020. Ignoring these items in 2021 (which net to $1,308,088), General and administrative expenses amounted to 459,422 in 2021 and the increase compared to $285,091 in 2020 was due to additional personnel in 2021.

Interest expense decreased in 2021 compared to 2020 primarily due to the liquidation of Signafire's lease for office space and a lower outstanding balance of Signafire's term loan, offset by approximately $25,000 in accrued interest on NowVertical's recently issued convertible debentures.

Income tax expense is recognized at an amount determined by multiplying the profit (loss) before tax for the interim reporting period by management's best estimate of the weighted-average annual income tax rate expected for the full financial year, adjusted for the tax effect of certain items recognized in full in the interim period. As such, the effective tax rate in the interim financial statements may differ from management's estimate of the effective tax rate for the annual financial statements.

No income tax provision was recorded in 2020 as Signafire was able to carry-forward its prior operating losses to offset 2020's taxable income and Seafront is a limited liability company whereby its taxes are borne by its owners. In 2021, NowVertical recorded an income tax provision of $22,456 on pre-tax losses of $1,626,828. NowVertical's effective tax rate for the three months ended March 31, 2021 was -1.38%, which differs from the U.S. federal statutory rate of 21% primarily due to pre-tax losses for which no benefit was recognized as NowVertical continues to conclude that its deferred tax assets are not recoverable given the weight of objective evidence as prescribed by the authoritative accounting literature.

In 2021, the Company treated the loss on the settlement payout related to the Signafire acquisition as an infrequent and unusual event and recognized the tax impact in full during the interim period. As such, the Company did not record an income tax benefit on such loss.

Adjusted Revenues, Adjusted EBITDA and Adjusted EBITDA

For purposes of this MD&A, the Company presents Adjusted Revenues, EBITDA and Adjusted EBITDA on a pro forma basis for the quarters ended March 31, 2021 and March 31, 2020 that reflect the results of each company in the NowVertical Group for the period of its existence. These are not recognized measures under IFRS. See "Cautionary Note Regarding Non-IFRS Measures". Management believes this information is useful as it depicts two full comparative periods for Signafire and Seafront, the two operating entities comprising the NowVertical Group. NowVertical was formed on September 20, 2020 and therefore was not in existence during the quarter ended March 31, 2020. In this section, the term "2021" refers to amounts in the NowVertical Consolidated column for the quarter ended March 31, 2021 and the term "2020" refers to amounts in the Proforma Consolidated column for the quarter ended March 31, 2020.

Adjusted Revenues increased in 2021 compared to 2020 due to Seafront's data analytics consulting services being provided to additional customers in 2021. EBITDA decreased when comparing 2021 to 2020 due to the acquisition accounting impact on revenue and the non-recurring gains and losses, Transaction expenses and non-cash compensation costs, which are not adjusted for purposes of EBITDA. Such items are, however, adjusted to arrive at Adjusted EBITDA, which decreased from 2021 to 2020 primarily due to additional personnel in the 2021 period.

Liquidity and Capital Resources

The Company manages its capital structure on a consolidated level based on the funds available to it in order to support the continuation and expansion of its operations and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk. The Company defines capital to include share capital and its borrowings. The Company intends to rely primarily on positive cash flows from operations for its day-to-day operating needs and additional financings to liquidate its current term loan and to achieve its acquisition growth strategy.

The primary source of cash flow is revenue collected from transactions completed for customers. The Company's approach to liquidity is to always have sufficient liquidity to meet its liabilities as they come due. This is achieved by continuously monitoring cash flows and reviewing actual operating expenditures and revenue to budget.

Cash flow from operations

During the quarter ended March 31, 2021, NowVertical's use of cash from operations resulted primarily from its loss from operations, which includes expenses related to the Transaction, cash used to satisfy the hold-back with Signafire's former shareholders and expenses related to the acquisitions of Signafire and Seafront.

Cash flow from investing activities

There were no investing activities during the quarter.

Cash flow from financing activities

During the quarter ended March 31, 2021, NowVertical generated cash from financing activities from the issuance of its 8% convertible debentures, partially offset by the amount required to liquidate Signafire's lease for office space.

Contractual Obligations

In December 2019, Signafire issued a $2,000,000 senior secured redeemable debenture for working capital purposes. The debenture agreement contains a number of restrictive covenants that, among other things, prohibit Signafire from incurring additional indebtedness, making investments, repurchasing its stock, paying dividends and limiting capital expenditures to $1 million. The debenture bears interest at 15% per annum, requires monthly payments of principal and interest, and has a final maturity in December 2021. At March 31, 2021 the outstanding principal balance amounted to $1,303,606. Prior to its maturity, the Company intends to replace the debenture with a long-term credit facility.

At the time of its acquisition by NowVertical and at December 31, 2020, Signafire had a lease for office space in New York City. The lease was the subject of a payment hold-back when Signafire was acquired by NowVertical. In January 2021, the remaining lease payments at December 31, 2020 were negotiated to a lesser amount and the difference was paid to the former shareholders of Signafire in settlement of the lease hold-back. Proceeds from NowVertical's convertible debenture financing and cash on the balance sheet were utilized to satisfy the renegotiated amount of the lease and amounts due to the former Signafire shareholders. At March 31, 2021, the consideration payable to the former Signafire shareholders pursuant to a general representation and warranties hold-back amounts to $497,160.

At March 31, 2021, NowVertical's contractual debt obligations also include its convertible debentures, inclusive of a related derivative liability, in the amount of $2,266,949. Unless they are automatically converted to equity coincident with the closing of the Company's planned reverse take-over transaction with Good2Go Corp., the convertible debentures would require repayment on December 31, 2021. Management of NowVertical expects to successfully complete the reverse take-over transaction.

In the event NowVertical is unable to replace Signafire's debenture with a long-term credit facility and the reverse take-over transaction is not consummated, the amounts outstanding under Signafire's debenture and NowVertical's convertible debenture would be payable in 2021, which would create a liquidity issue for the Company.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

SCHEDULE "G"

SIGNAFIRE TECHNOLOGIES, INC. STANDALONE MD&A

Introduction

Signafire Technologies Inc. (**"Signafire"**), an entity incorporated on May 18, 2015, is a business intelligence software company based in West Palm Beach, Florida. Signafire provides a suite of data analytics software services. Signafire's software offering includes data fusion, data enrichment, and search and analysis capabilities. On November 20, 2020, NowVertical Group, Inc. (**"NowVertical"**) acquired 100% of the issued and outstanding securities of Signafire.

This management's discussion and analysis ("**MD&A**") should be read in conjunction with Signafire's audited financial statements and related footnotes as of November 20, 2020, December 31, 2019 and January 1, 2019 and for the year ended December 31, 2019 and the period from January 1, 2020 to November 20, 2020 prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board ("**IFRS**").

Signafire presents its financial statements in United States dollars. In this MD&A, all references to "$" or "dollars" are to United States dollars unless otherwise indicated. Due to rounding, certain totals and subtotals may not foot and certain percentages may not reconcile.

Information contained in this MD&A is based on information available to management as of April 30, 2021.

Forward-Looking Statements

This MD&A contains forward-looking statements that relate to management's current expectations and views of future events. In some cases, these forward-looking statements can be identified by words or phrases such as "forecast", "target", "goal", "may", "might", "will", "expect", "anticipate", "estimate", "intend", "plan", "indicate", "seek", "believe", "predict", or "likely", or the negative of these terms, or other similar expressions intended to identify forward-looking statements. Management has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes might affect the Signafire's financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to the Signafire's financial position, business strategy, growth strategies, addressable markets, budgets, operations, financial results, taxes, plans and objectives. Particularly, information regarding the Signafire's expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward-looking information.

Forward-looking statements are based on certain assumptions and analyses made in light of management's experience and perception of historical trends, current conditions and expected future developments and other factors management believes are appropriate. Although management believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect and there can be no assurance that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties and assumptions, readers should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Signafire's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including

those listed under "*PART IV - Risk Factors*" in the Filing Statement, which factors should not be considered exhaustive and should be read together with the other cautionary statements in this MD&A.

If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in those forward-looking statements.

Although management bases these forward-looking statements on assumptions that it believes are reasonable when made, Signafire cautions readers that forward-looking statements are not guarantees of future performance and that its actual results of operations, financial condition and liquidity and the development of the industry in which it operates may differ materially from those made in or suggested by the forward-looking statements contained in this MD&A. In addition, even if the Signafire's results of operations, financial condition and liquidity and the development of the industry in which it operates are consistent with the forward-looking statements contained in this MD&A, those results or developments may not be indicative of results or developments in subsequent periods.

Given these risks and uncertainties, investors are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statement that is made in this MD&A speaks only as of the date of such statement, and Signafire undertakes no obligation to update any forward-looking statements or to publicly announce the results of any revisions to any of those statements to reflect future events or developments, except as required by applicable securities laws. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless specifically expressed as such, and should only be viewed as historical data.

Discussion of Operations

For purposes of this section on Signafire, the period from January 1, 2020 to November 20, 2020 is referred to as 2020 and the year ended December 31, 2019 is referred to as 2019.

In both 2020 and 2019, Signafire's revenues consist primarily of data analytics software services provided to one large automotive customer, which represented all of the revenues in 2020 and 87% of the revenues in 2019. The decrease in revenue in 2020 was caused by services to a few other additional customers in 2019 that did not repeat in 2020.

Cost of revenues consist primarily of employee compensation performed by product consulting and support and maintenance team members directly associated with the production of revenue. By the latter part of 2019, the workforce was significantly reduced as Signafire transitioned to an outsourced vendor to service its revenue. The smaller workforce is the principal reason for the decline in cost of revenues.

General and administrative expenses in both 2020 and 2019 include compensation, compensation related costs, employee benefits, professional fees, hosting fees, and utilities. In 2019, general and administrative costs also include an impairment charge of $2,167,791 related to a right of use asset (for space previously occupied by the workforce that was terminated) and severance costs of $409,833 for terminated employees. These items did not repeat in 2020.

Interest expense in both 2019 and 2020 includes the finance costs for leased office space in New York City. Interest expense increased in 2020 due to a term loan taken out in the latter part of 2019.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act ("Cares Act") was signed into law. As a result of the Cares Act, Signafire was able to carryback its 2018 and 2019 net operating losses

to a prior year in which it paid tax at 34%. As a result, in 2020 the Company recorded an income tax benefit for the difference between the 34% historic rate and the current statutory rate of 21%.

Liquidity and Capital Resources

Prior to November 20, 2020, Signafire relied on its own positive cash flows from operations and borrowings to grow its business. As mentioned above, Signafire is now 100% owned by NowVertical and as a result, Signafire will rely on both its own positive cash flows from operations, borrowings and NowVertical's financial support to grow its business.

The primary source of cash flow is revenue collected from transactions completed for customers. Signafire's approach to liquidity is to always have sufficient liquidity to meet its liabilities as they come due. This is achieved by continuously monitoring cash flows and reviewing actual operating expenditures and revenue to budget.

Cash flow from operations

Signafire's cash flow from operations improved dramatically in 2020 as the actions taken in 2019 to reduce its workforce generated net income compared to a substantial net loss in the prior year.

Cash flow from investing activities

Signafire's capital expenditures have been modest in amount and are expected to continue to be modest as capital expenditures are primarily related the purchase of computer equipment.

Signafire's cash flows from investing activities were completely insignificant for all periods presented.

Cash flow from financing activities

Signafire was provided financing in 2019 by certain executive officers ($244,000) and the proceeds of a $2,000,000 senior debenture, which amounts were offset by payments related to its lease for office space. In 2020, Signafire used cash to repay in full the financing received from the executive officers and for payments related to its lease for office space and made payments on the loan taken in the prior year.

Contractual Obligations

In December 2019, Signafire issued a $2,000,000 senior secured redeemable debenture for working capital purposes. The debenture agreement contains a number of restrictive covenants that, among other things, prohibit Signafire from incurring additional indebtedness, making investments, repurchasing its stock, paying dividends and limiting capital expenditures to $1 million. The debenture bears interest at 15% per annum, requires monthly payments of principal and interest, and has a final maturity in December 2021. At December 31, 2020 the outstanding principal balance amounted to $1,327,018. Prior to its maturity, NowVertical intends to replace the debenture with a long-term credit facility.

At the time of its acquisition by NowVertical, Signafire had a lease for office space in New York City. In January 2021, the remaining lease payments were negotiated to a lesser amount and the lease was fully-satisfied by NowVertical.

Off-Balance Sheet Arrangements

Signafire does not have any off-balance sheet arrangements as of the date of this report.

SCHEDULE "H"

SEAFRONT ANALYTICS, LLC STANDALONE MD&A

Introduction

Seafront Analytics, LLC ("**Seafront**"), an entity located in the Washington, D.C. area, was formed on July 12, 2019 to provide data analytics services to private and public sector organizations. On November 13, 2020, NowVertical Group, Inc. (**"NowVertical"**) acquired a 49% interest in Seafront.

This management's discussion and analysis ("**MD&A**") should be read in conjunction with the audited financial statements and related footnotes of Seafront as of November 13, 2020 and December 31, 2019 and for the periods from July 12, 2019 (Seafront's inception date) to December 31, 2019 and from January 1, 2020 to September 13, 2020, prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board ("**IFRS**").

Seafront presents its financial statements in United States dollars. In this MD&A, all references to "$" or "dollars" are to United States dollars unless otherwise indicated. Due to rounding, certain totals and subtotals may not foot and certain percentages may not reconcile.

Information contained in this MD&A is based on information available to management as of April 30, 2021.

Forward-Looking Statements

This MD&A contains forward-looking statements that relate to management's current expectations and views of future events. In some cases, these forward-looking statements can be identified by words or phrases such as "forecast", "target", "goal", "may", "might", "will", "expect", "anticipate", "estimate", "intend", "plan", "indicate", "seek", "believe", "predict", or "likely", or the negative of these terms, or other similar expressions intended to identify forward-looking statements. Management has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes might affect the Seafront's financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to Seafront's financial position, business strategy, growth strategies, addressable markets, budgets, operations, financial results, taxes, plans and objectives. Particularly, information regarding the Seafront's expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward-looking information.

Forward-looking statements are based on certain assumptions and analyses made in light of management's experience and perception of historical trends, current conditions and expected future developments and other factors management believes are appropriate. Although management believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect and there can be no assurance that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties and assumptions, readers should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Seafront's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "*PART IV - Risk Factors*" in the Filing Statement, which factors should not be considered exhaustive and should be read together with the other cautionary statements in this MD&A.

If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in those forward-looking statements.

Although management bases these forward-looking statements on assumptions that it believes are reasonable when made, Seafront cautions readers that forward-looking statements are not guarantees of future performance and that its actual results of operations, financial condition and liquidity and the development of the industry in which it operates may differ materially from those made in or suggested by the forward-looking statements contained in this MD&A. In addition, even if the Company's results of operations, financial condition and liquidity and the development of the industry in which it operates are consistent with the forward-looking statements contained in this MD&A, those results or developments may not be indicative of results or developments in subsequent periods.

Given these risks and uncertainties, investors are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statement that is made in this MD&A speaks only as of the date of such statement, and Seafront undertakes no obligation to update any forward-looking statements or to publicly announce the results of any revisions to any of those statements to reflect future events or developments, except as required by applicable securities laws. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless specifically expressed as such, and should only be viewed as historical data.

Discussion of Operations

Seafront was organized on July 12, 2019 and began operating in January 2020.

During the period from January 1, 2020 to November 13, 2020, Seafront's revenues and cost of revenues relate primarily to one customer. Its general and administrative expenses increased during the period from January 1, 2020 to November 13, 2020 due to a higher level of activities as the company began to generate revenue, compared to the prior period when the company was being formed.

Liquidity and Capital Resources

Prior to November 13, 2020, Seafront relied on its own positive cash flows from operations to grow its business. As mentioned above, Seafront is now 49% owned by NowVertical and as a result, Seafront will rely on both its own positive cash flows from operations and NowVertical's financial support to grow its business.

The primary source of cash flow is revenue collected from transactions completed for customers. Seafront's approach to liquidity is to always have sufficient liquidity to meet its liabilities as they come due. This is achieved by continuously monitoring cash flows and reviewing actual operating expenditures and revenue to budget.

Cash flow from operations

Seafront's revenues in 2020 generated cash flow from operations during the period from January 1, 2020 to November 13, 2020, compared to cash used to organize the business during the period from its inception (July 12, 2019) to December 31, 2019.

Cash flow from investing activities

Seafront's capital expenditures have been modest in amount and are expected to continue to be modest as capital expenditures are primarily related the purchase of computer equipment.

Cash flows from investing activities for Seafront were completely insignificant for all periods presented.

Cash flow from financing activities

Seafront's partners contributed cash to establish its business for the period from its inception to December 31, 2019, which compared to cash withdrawals by its partners in the 2020 period.

Contractual Obligations

Seafront is subject to a number of risks common to early-stage technology-based companies, including dependence on two key individuals, rapid technological change, and the need for adequate financing to fund future operations. As of November 13, 2020 and December 31, 2019, Seafront did not have any third-party debt or short-term liabilities.

Off-Balance Sheet Arrangements

Seafront does not have any off-balance sheet arrangements as of the date of this report.

SCHEDULE "I"

PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS OF THE RESULTING ISSUER

NOW VERTICAL GROUP INC.						
PRO FORMA STATEMENT OF FINANCIAL POSITION						
(unaudited)	NowVertical	NowVertical				
	3/31/2021	3/31/2021	Good2Go	Note	Pro Forma	Pro Forma
ASSETS	US$	Cdn$	2/28/2021	Reference	Adjustments	Consolidated
CURRENT						
Cash	293,277	368,473	174,276	2(e)	8,394,000	
				2(f)	(774,936)	
				2(i)	(125,000)	
				2(j)	(800,000)	
				2(l)	1,000,000	8,236,813
Trade and other receivables	39,901	50,132	-			50,132
Prepaid expenses and other current assets	146,162	183,638	-			183,638
CURRENT ASSETS	479,340	602,243	174,276		7,694,064	8,470,583
NON-CURRENT						
Property and equipment, net	1,826	2,294	-		-	2,294
Intangibles, net	1,565,984	1,967,502	-		-	1,967,502
Goodwill	2,397,306	3,011,975	-		-	3,011,975
NON-CURRENT ASSETS	3,965,116	4,981,772	-		-	4,981,772
TOTAL ASSETS	4,444,456	5,584,015	174,276		7,694,064	13,452,355
LIABILITIES AND SHAREHOLDERS' EQUITY						
LIABILITIES						
CURRENT						
Accounts payable	1,056,396	1,327,256	17,591			1,344,847
Accrued expenses and other current liabilities	92,006	115,596	-			115,596
Income taxes payable	23,405	29,406				29,406
Loan payable	1,303,606	1,637,851	-			1,637,851
Current portion consideration payable to former shareholderes	63,318	79,553	-			79,553
Deferred revenue	31,089	39,060	-			39,060
CURRENT LIABILITIES	2,569,820	3,228,722	17,591		0	3,246,313
NON-CURRENT						
Consideration payable to former shareholders	433,842	545,079	-			545,079
Convertible notes, net of issuance costs	1,958,949	2,461,224		2(a),2(b)	(2,813,591)	(352,367)
Derivative liability	308,000	386,971				386,971
NON-CURRENT LIABILITIES	2,700,791	3,393,274	-		(2,813,591)	579,683
TOTAL LIABILITIES	5,270,611	6,621,996	17,591		(2,813,591)	3,825,996
SHAREHOLDERS' EQUITY						
Share capital	2,802,326	3,520,842	371,088	2(a)	3,060,022	
				2(b)	107,320	
				2(e)	8,394,000	
				2(f)	(774,936)	
				2(f)	241,470	
				2(g)	3,846,080	
				2(h)	1,578,945	
				2(i)	(371,088)	
				2(i)	1,327,593	
				2(j)	(160,000)	
				2(k)	1,778,000	
				2(l)	1,000,000	23,919,336
Retained earnings (accumulated deficit)	(3,628,481)	(4,558,824)	(214,403)	2(b)	(246,431)	
				2(b)	(107,320)	
				2(f)	(241,470)	
				2(g)	(3,846,080)	
				2(h)	(1,578,945)	
				2(i)	(125,000)	
				2(i)	(1,170,908)	
				2(i)	214,403	
				2(j)	(640,000)	
				2(l)	(1,778,000)	(14,292,978)
TOTAL SHAREHOLDERS' EQUITY	(826,155)	(1,037,981)	156,685		10,507,655	9,626,359
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	4,444,456	5,584,015	174,276		7,694,064	13,452,355

NOW VERTICAL GROUP INC. PRO FORMA INCOME STATEMENT	Signafire	Seafront	Now Vertical	Good2Go	Note Reference	Pro Forma Adjustments	Pro Forma Consolidated
2020	(1/1/20 to 11/20/20)	(1/1/20 to 11/13/20)	(Inception to 12/31/2020)	Fiscal year 2/28/2021			
REVENUES	3,577,334	109,607	206,951	-			3,893,892
COST OF REVENUES	218,208	10,147	23,849	-			252,205
GROSS PROFIT	3,359,125	99,460	183,101	-			3,641,687
OPERATING EXPENSES:							
General and administrative	1,301,998	43,981	2,760,551	49,717	2(b)	246,431	13,999,905
					2(b)	107,320	
					2(c)	(2,200,556)	
					2(d)	2,524,462	
					2(f)	241,470	
					2(g)	3,846,080	
					2(h)	1,578,946	
					2(i)	(214,403)	
					2(i)	1,170,908	
					2(i)	125,000	
					2(j)	640,000	
					2(k)	1,778,000	
INCOME (LOSS) FROM OPERATIONS	2,057,127	55,479	(2,577,449)	49,717			(10,358,218)
OTHER INCOME (EXPENSE):							
Interest income	63	-	5	-			68
Interest expense	(911,139)	-	(76,376)	-			(987,514)
Total other income (expense)	(911,076)	-	(76,370)	-			(987,446)
INCOME (LOSS) BEFORE TAXES	1,146,051	55,479	(2,653,820)	(49,717)			(11,345,664)
PROVISION (BENEFIT) FOR TAXES	(192,999)	-	1,273	-			(191,726)
NET INCOME (LOSS)	1,339,050	55,479	(2,655,093)	(49,717)			(11,153,938)
Interest expense, net							987,446
Income tax benefit							(191,726)
Depreciation and amortization							175,271
EBITDA							(10,182,947)
ADJUSTMENTS:							
Impairment of right of use asset							2,391,098
Gain on settlement of lease obligation							(2,200,556)
Loss on settlement of lease hold-back							2,524,462
Non-cash compensation related to restricted stock units							3,846,080
Non-cash compensation related to stock options							1,578,946
Write-off of convertible note deferred financing costs							246,431
Convertible notes warrant expense							107,320
Impact of reverse acquisiton							1,170,908
Elimination of G2G deficit							(214,403)
Warrants issued to subsription agents							241,470
Costs related to acquisitions of acquired business							292,585
Finders fee associated with the Transaction							1,778,000
Other expenses incurred in connection with the Transaction							765,000
Acquisition accounting effect on acquired deferred revenue							283,002
Loss on sale of property and equipment							1,331
ADJUSTED EBITDA							2,628,727
REVENUES							3,893,892
Acquisition accounting effect on acquired deferred revenue							283,002
ADJUSTED REVENUES							4,176,894

Now Vertical Group Inc.
Notes to Pro Forma Consolidated Financial Statements
Prepared in Cdn$
(Unaudited)

1. Description of the Transaction and Basis of Presentation

Good2Go Corp. ("G2G") and NowVertical Group Inc. ("NVG") entered into a non-binding letter of intent dated February 17, 2021 (the "Letter of Intent") in respect of a going-public transaction whereby G2G will, directly and indirectly, acquire all of the issued and outstanding shares of NVG (the "Transaction") and pursuant to which the businesses of G2G and NVG would combine to form an entity named "NowVertical Group Inc." (the "Resulting Issuer").

G2G and NVG then entered into a business combination agreement superseding the Letter of Intent (the "Definitive Agreement") dated March 22, 2021. The Transaction has been structured as a "three-cornered" amalgamation and a reverse triangular merger. If completed, the Transaction is intended to constitute the "Qualifying Transaction" of G2G under the CPC Policy and NVG shareholders will own the substantial majority of the common shares of the Resulting Issuer. All references herein to the "Resulting Issuer" refer to G2G, which will change its name to NowVertical Group Inc. after completion of the Transaction.

Immediately prior to the Transaction, G2G will complete a share consolidation of one SVS share (as defined in the next sentence) for 4.5 G2G pre-consolidation common shares. In connection with the Transaction, the holders of NVG shares, (the "NVG Shares") will receive class A subordinate voting shares ("SVS") or class B proportionate voting shares ("PVS") of the Resulting Issuer ("Resulting Issuer Shares") in exchange for their NVG Shares, in accordance with their jurisdiction of residence. In addition, in connection with the Transaction, all of NVG's securities exercisable or exchangeable for, or convertible into, or other rights to acquire NVG securities outstanding at completion of the Transaction, including those acquired by way of the Private Placement (the "Convertible Securities") will be exchanged for securities exercisable or exchangeable for, or convertible into, rights to acquire SVS or PVS, in accordance with their jurisdiction of residence, on the same economic terms and conditions as such original outstanding securities.

The amalgamation transaction has been accounted for in accordance with IFRS2, Share Based Payments as a continuation of the financial statements of NVG, together with a deemed issuance of shares, equivalent to the shares held by the former shareholders of G2G, in return for the net assets of G2G and a recapitalization of the equity of NVG. The fair value of the deemed share issuance was determined based on the fair value of the shares issued.

The accompanying unaudited pro forma financial statements have been prepared to reflect the amalgamation and reverse triangular merger of NVG and G2G after giving effect to the transactions described in Note 2. The pro forma adjustments are preliminary and are based on available financial information and certain estimates and assumptions. Management believes that such assumptions provide a reasonable basis for presenting all the significant effects of the contemplated transactions, and that the pro forma adjustments have been properly applied to the pro forma financial statements. The actual adjustments to the consolidated financial statements of Now Vertical Group Inc. will differ from the pro forma adjustments contained herein.

The unaudited pro forma statement of financial position has been prepared from information derived from and should be read in conjunction with the audited financial statements of G2G as of February 28, 2021 and unaudited financial statements of NVG as of March 31, 2021.

The unaudited pro forma income statement has been prepared from information derived from the audited financial statements of:

- G2G for the year ended February 28, 2021;
- NVG for the period from September 22, 2020 (date of inception) to December 31, 2020;
- Signafire Technologies, Inc. (**"**Signafire") for the period from January 1, 2020 to November 20, 2020 (date Signafire was acquired by NVG); and
- Seafront Analytics, LLC ("Seafront") for the period from January 1, 2020 to November 13, 2020 (date of NVG's 49% interest and NVG's effective control of Seafront).

For purposes of these pro forma financial statements, the amounts are presented in Canadian dollars and the financial statements of NVG, Signafire and Seafront have been translated to Canadian dollars at an exchange rate of 1 US$ to 1.2564 Cdn$ for the statement of financial position and an average rate of 1 US$ to 1.3415 Cdn$ for the income statement. Unless otherwise indicated, all amounts are presented in Canadian dollars. The conversion of the statement of financial position from US$ to Cdn$ appears on the face of the pro forma statement of financial position. The table below demonstrates the conversions of the aforementioned NVG, Signafire and Seafront income statements used in the pro forma income statements from US$ to Cdn$.

	Signafire	**Signafire**	**Seafront**	**Seafront**	**Now Vertical**	**Now Vertical**
	(1/1/20 to 11/20/20) US$	(1/1/20 to 11/20/20) Cdn$	(1/1/20 to 11/13/20) US$	(1/1/20 to 11/13/20) Cdn$	(Inception to 12/31/2020) US$	(Inception to 12/31/2020) Cdn$
Revenues	2,666,667	3,577,334	81,705	109,607	154,268	206,951
Cost of revenues	162,660	218,208	7,564	10,147	17,778	23,849
Gross profit	2,504,007	3,359,125	74,141	99,460	136,490	183,101
Administrative expenses	970,554	1,301,998	32,785	43,981	2,057,809	2,760,551
Income from operations	1,533,453	2,057,127	41,356	55,479	(1,921,319)	(2,577,449)
Interest income	47	63	-	-	4	5
Interest expense	(679,194)	(911,139)	-	-	(56,933)	(76,376)
Income before income taxes	854,306	1,146,051	41,356	55,479	(1,978,248)	(2,653,820)
Provision (benefit) for taxes	(143,868)	(192,999)	-	-	949	1,273
Net income (loss)	998,174	1,339,050	41,356	55,479	(1,979,197)	(2,655,093)

These unaudited financial statements have been prepared for illustrative purposes only using the financial information of entities that do not possess synchronized reporting periods and may not be indicative of the combined financial position or combined income (loss) had the transactions been consummated at the dates indicated. For the pro forma income statement, the transactions were assumed to take place at the beginning of the period presented.

2. Pro Forma Assumptions and Adjustments

On March 22, 2021, G2G entered into the Definitive Agreement with NVG pursuant to which it would become the indirect holder of all the issued and outstanding securities of NVG through a reverse take-over. Immediately prior to the Transaction, G2G will complete a share consolidation resulting in an aggregate of 1,202,593 post-consolidation shares outstanding pre-Transaction and 90,000 post-consolidation shares under the Resulting Issuer's stock option plan will be reserved for issuance in connection with G2G's stock options.

Immediately prior to close of the Transaction, a roll-up will be consummated whereby NVG will become owned by G2G. In return, the former owners of NVG will receive 29,601,660 post-consolidation shares (see note (j)). In addition, coincident with the closing of the Transaction, former owners of NVG's restricted stock units ("RSUs") will be issued 4,364,775 post-consolidation shares as these RSUs will vest, per their terms, in connection with the Transaction. Additionally, 2,593,062 post-consolidation shares will be reserved for issuance in connection with NVG's existing stock options.

The unaudited pro forma statement of financial position gives effect to the following assumptions and adjustments:

a) On February 9, 12 and 19, 2021, NVG issued Convertible Notes in the principal amount of $2,903,000 to various subscribers pursuant to a non-brokered private placement and an additional Convertible Note in the principal amount of $157,021.50 to an employee. The notes bear simple interest of 8% and mature on December 31, 2021 unless automatically converted prior to maturity. It is expected that all 61 Convertible Notes will automatically be converted, immediately prior to the completion of the Transaction, at a conversion price equal to 80% of the price per equity security ($1.00 per share in the Transaction). The Convertible Notes have been accounted for as if they were converted for purposes of the pro forma statement of financial position. Reference is made to notes 2c) and 2d), which describes the use of the proceeds received from the issuance of the Convertible Notes.

b) The agents in the Convertible Notes subscription received $201,460 of the gross proceeds raised from the sale of the Convertible Notes as compensation. Additionally, the agents will receive 257,586 warrants to purchase NVG shares at $1.00 per share. The warrants have been valued using Black Scholes at $107,320 (US$80,000). These costs, along with other costs associated with the issuance of the Convertible Notes have been expensed as the Convertible Notes have been assumed to be converted in connection with the Transaction.

c) In February 2021, NVG used $1,169,301 (US$921,000) from the proceeds of the Convertible Notes to pay-off a lease for office space obtained in connection with its acquisition of Signafire. A gain on this transaction was recorded as the pay-off amount was less than the remaining lease payments. No adjustment is necessary in the pro forma statement of financial position as the transaction is reflected in NVG's March 31, 2021 statement of financial position. However, because a portion of the proceeds of the Convertible Note issuance described in 2a) above were utilized to pay off the liability, the income statement effect of the transaction, $2,200,556 (US$1,640,370), has been reflected in the pro forma income statement.

d) Also in February 2021, NVG paid $2,444,731 (US$1,925,592) to the former Signafire shareholders to settle the lease holdback provision in the acquisition agreement. A loss was reflected for the amount of the additional consideration paid to the former shareholders. No adjustment is necessary

in the pro forma statement of financial position as the transaction is reflected in NVG's March 31, 2021 statement of financial position. However, because a portion of the proceeds of the Convertible Note issuance described in 2a) above were utilized to settle the shareholder liability, the income statement effect of the transaction, $2,524,462 (US$1,881,820), has been reflected in the pro forma income statement.

e) Concurrently with the Transaction, NVG intends to complete a private placement of 8,394,000 subscription receipts at a price of $1 per subscription receipt (the "Private Placement") for gross proceeds of $8,394,000. At the closing of the Transaction, each Subscription Receipt will automatically be converted in accordance with the terms of the Subscription Receipt Agreement, without payment of additional consideration or further act or formality on the part of the holder thereof, into one common share of the Resulting Issuer.

f) The agents in the Private Placement will receive compensation of 7% (or $587,580) of the gross proceeds raised from the sale of the subscription receipts. Third party expenses of the agents, primarily legal counsel to the agents, were paid 187,356. Additionally, the agents will receive 587,580 warrants to acquire one share of the Resulting Issuer for $1. The warrants have been valued using Black Scholes at $241,470 (US$180,000).

g) Coincident with the closing of the Transaction, former owners of NVG's restricted stock units ("RSUs") will be issued 4,364,775 post-consolidation shares as these RSUs will vest, per their terms, in connection with the Transaction. These shares have been valued at $3,846,080 (US$ 2,867,000).

h) The 2,593,062 post-consolidation shares reserved for issuance in connection with NVG's existing stock options that vest over a six-month period, are assumed to be issued at the beginning of the period, and as such, the resulting compensation expense of $1,578,945 (US$ 1,177,000) has been recorded.

i) At the date of the closing, G2G will not meet the definition of a business and as mentioned previously, the Transaction will be accounted for pursuant to IFRS 2, Share-based payment. As a result of the reverse acquisition of G2G, NVG needs to recognize the assets and liabilities of G2G. The fair value of the assumed consideration paid by NVG amounts to $1,202,593, representing the issuance of 1,202,593 shares to existing G2G shareholders for $1.00 per share assuming a fair value per share of $1.00, being the price of the shares in the Private Placement. The excess of the fair value of the assumed consideration paid by NVG over the fair value of G2G's net assets assumed of $31,685 has been recorded in retained earnings (accumulated deficit). The following summarizes the reverse acquisition accounting.

Fair value of NVG shares to former G2G shareholders	1,202,593
G2G net assets	156,685
G2G 's costs related to the Transaction	(125,000)
Fair value of G2G net assets acquired	31,685
Excess purchase price	1,170,908

Journal entry:

G2G share capital	371,088	
Retained earnings (accumulated deficit) - Transaction costs	125,000	
Retained earnings (accumulated deficit) - excess purchase price	1,170,908	
G2G Retained earnings (accumulated deficit)		214,403
Cash		125,000
Share capital		1,327,593

j) In addition to the fees and expenses of the agents associated with the Private Placement that are discussed in note 2f), NVG incurred legal costs associated with the Transaction that are estimated to be $800,000. For purposes of the Transaction, 20% of the NVG's expenses are assumed to relate to the subscription receipts, and therefore have been netted against share capital. The balance relate to the structuring of the reverse merger and amalgamation, and therefore are expensed.

k) In connection with the Transaction, 1,778,000 shares will be issued to the finder, resulting in an expense of $1,778,000.

l) In April 2021, coincident with the planned Transaction, NVG received $1,000,000 to purchase its common stock. The post-consolidation shares to be received in connection with these receipts are reflected in the 29,601,660 post-consolidation shares discussed in the second paragraph of this note 2.

3) Capital Stock Continuity of the Resulting Issuer

Capital stock continuity		Resulting Issuer Equity	
	Reference	# of shares	Cdn $
NVG equity roll-up	2, 2(l)	29,601,660	4,520,842
NVG convertible note conversion	2(a)	3,910,814	3,060,022
NVG convertible note warrants	2(b)		107,320
Concurrent financing	2(e)	8,394,000	8,394,000
Concurrent financing agents fees and expenses	2(f), 2(j)		(774,936)
Concurrent financing agents warrants	2(f)		241,470
Vesting of NVG restricted stock units	2(g)	4,365,775	3,846,080
NVG option compensation expense	2(h)		1,578,945
Deemed issuance of shares to G2G shareholders	2(i)	1,202,593	1,327,593
NVG expenses associated with the Transaction	2(j)		(160,000)
Finder's shares	2(k)	1,778,000	1,778,000
Total share capital		49,252,842	23,919,336

SCHEDULE "J"

RESULTING ISSUER AUDIT COMMITTEE CHARTER

The "Charter"

PURPOSE

The Audit Committee is a committee of the board of directors (the "**Board**") of NowVertical Group Inc. (the "**Company**"). The primary role of the Audit Committee is to help the Board fulfill its responsibilities with respect to the oversight of:

- the integrity of the Company's financial statements, financial reports and all other financial information provided by the Company to any government authority or issued to the public, as well as all other relevant documents;

- The external auditors and review and assess their efficiency, ensure their competence and independence;

- the methods of preparing the financial information, the application of internal controls, audit procedures and rules respecting business management and financial risk, and compliance with legal, ethical and regulatory requirements;

- the continuous improvement and observance, at all levels, of the Company's practices, methods and policies.

In addition, the Audit Committee provides an avenue for communication between the external auditors, management, and other employees of the Company, as well as the Board, concerning accounting and auditing matters. The external auditors report directly to the Audit Committee.

The Audit Committee shall report to the Board periodically on the Audit Committee's activities.

AUDIT COMMITTEE COMPOSITION

Subject to the requirements set forth in the articles and by-laws of the Company as well as in applicable laws and the rules of the TSX Venture Exchange, the Audit Committee shall be made up of at least three directors of the Company. The members of the Audit Committee shall meet the independence test and other membership requirements (including the financial literacy requirements pursuant to *National Instrument 52-110 - Audit committees*) under applicable laws, rules and regulations and listing requirements as determined by the Board.

DUTIES AND RESPONSIBILITIES

The Audit Committee shall perform the functions customarily performed by audit committees and any other functions assigned by the Board. The Audit Committee shall have the following duties and responsibilities:

I. FINANCIAL REPORTING AND CONTROL

- Review and discuss with management and the external auditors the following:

    - major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, and issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;
    - analyses prepared by management and/or the external auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including the adoption of all major accounting policies and practices, any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting;
    - the effect of regulatory and accounting developments, as well as any off-balance sheet arrangements, on the financial statements of the Company;
    - the type and presentation of information to be included in earnings press releases (including any use of pro-forma or non-IFRS information as well as the presentation of future oriented financial information);
    - any corporate governance issues which could significantly affect the financial statements; and
    - all matters required to be communicated to the Audit Committee under accounting policies, auditing standards or other applicable requirements.

- Review and discuss with management and the external auditors, report and, where appropriate, provide recommendations to the Board on the following, prior to its public disclosure:

    - the annual and interim consolidated financial statements and the related "Management's Discussion and Analysis", Annual Information Forms, earnings press releases, the whole in accordance with the Company's Disclosure Policy, and the integrity of the financial reporting of the Company;
    - any audit issues raised by the external auditors and management's response thereto, including any restrictions on the scope of the activities of the external auditors or access to requested information and any significant disagreements with management; and
    - to the extent not previously reviewed by the Audit Committee, all financial statements included in any prospectus, business acquisition report or offering memoranda and all other financial reports required by regulatory authorities and/or requiring approval by the Board.

- Review and discuss reports from the external auditors on:

    - all critical accounting policies and practices used by the Company;
    - all material selections of accounting policies when there is a choice of policies available under IFRS that have been discussed with management, including the ramifications of the use of such alternative treatment and the alternative preferred by the external auditors;
    - other material written communications between the external auditors and management, and discuss such communications with the external auditors; and
    - the adequacy of procedures in place for the review of public disclosure of financial information extracted or derived from the financial statements.

II. OVERSIGHT OF THE EXTERNAL AUDITOR

- Recommend to the Board the external auditors to be nominated for the purpose of preparing the external auditors' report as well as the external auditors' compensation for doing so.

- Oversee the work of the external auditors and any other auditor preparing or issuing an audit report or performing other audit services or attest services for the Company or any consolidated subsidiary of the Company, where required, and review, report and, provide recommendations to the Board on the appointment, terms and review of engagement, removal, independence and proposed fees of the external auditors.

- Approve in advance all audit, review or attest engagement fees and terms for all audit, review or attest services to be provided by the external auditors to the Company and any consolidated subsidiary and any other auditor preparing or issuing an audit report or performing other audit services or attest services for the Company or any consolidated subsidiary of the Company, where required.

- Pre-approve all engagements for permitted non-audit services provided by the external auditors to the Company and any consolidated subsidiary, and to this effect, establish policies and procedures as appropriate for the engagement of the external auditors to provide non-audit services.

- Establish policies for the hiring of partners, employees and former partners and employees of the external auditors in order to protect the independence of the external auditors.

- At least annually, consider, assess, and report to the Board on:

    - the independence of the external auditors, including that the external auditors' performance of permitted non-audit services does not impair the external auditors' independence;
    - the external auditors' written statement (i) delineating all relationships between the external auditors and the Company; (ii) assuring that lead audit partner rotation is carried out, as required by law; and (iii) delineating any other relationships that may adversely affect the independence of the external auditors; and
    - the evaluation of the lead audit partner, taking into account the opinions of management.

- At least annually, obtain and review a report by the external auditors describing:

    - the external auditors' internal quality-control procedures; and
    - any material issues raised by the most recent internal quality-control review, or peer review of the external auditors firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditors firm, and any steps taken to deal with any such issues.

- Resolve any disagreement between management and the external auditors regarding financial reporting.

- Review the annual audit plan with the external auditors.
- At least quarterly and when required, meet with the external auditors in the absence of management.

III. COMPLIANCE WITH LEGAL AND ACCOUNTING REQUIREMENTS

- Review and discuss with management, legal counsel and the external auditors, monitor, report and, when appropriate, provide recommendations to the Board on the adequacy of the Company's processes for complying with laws, regulations and applicable accounting standards.

- Review, on a periodic basis with legal counsel, the Company's legal compliance with respect to: (a) the legal and regulatory matters, which may have a material effect on the Company and/or its financial statements, including with respect to pending or threatened material litigations; and (b) corporate compliance policies and codes of conduct.

IV. OVERSIGHT OF THE COMPANY'S INTERNAL CONTROL SYSTEM

- Review and discuss with management and the external auditors, monitor, report and, where appropriate, provide recommendations to the Board on the following:

    - the Company's systems of internal controls over financial reporting, including information technology security and control, and any weakness, deficiency, significant finding or recommendation in relation therewith;
    - compliance with the policies and practices of the Company relating to business ethics;
    - compliance by directors, officers and other management personnel with the Company's Disclosure Policy; and
    - the relationship of the Audit Committee with other committees of the Board, management and the Company's consolidated subsidiaries' audit and other committees, as appropriate.

- Review and discuss with the Chief Executive Officer (the "**CEO**") and Chief Financial Officer (the "**CFO**", and together with the CEO and the other executive officers (including the Founder and Executive Chair), as appropriate, the "**Executive Officers**") of the Company the process for the certifications to be provided in the Company's public disclosure documents.

- Review with management the manner of ensuring and verifying the security of the Company's assets (including intellectual property) and information systems, the competence of the personnel holding key positions, and improvement projects.

- Review, monitor, report, and, where appropriate, provide recommendations to the Board on the Company's disclosure controls and procedures.

- Monitor adherence to the Code of Ethics and Business Conduct and review potential situations related thereto brought to the attention of the Audit Committee by the Audit Committee Chair or the Compliance Officer, including the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and for confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters.

V. OVERSIGHT OF THE COMPANY'S RISK MANAGEMENT

- Review, monitor, report and, where appropriate, provide recommendations to the Board on the Company's major business, operational, and financial risk exposures and the guidelines, policies and practices regarding risk assessment and risk management including the following:

    - the Company's processes for identifying, assessing and managing risks;
    - the Company's major financial risks, including derivative and tax risks, and operational risk exposures and the steps the Company has taken to monitor and control such exposures;
    - the Company's major security risks and security trends, including cybersecurity risks, that may impact the Company's operations and business; and
    - the Company's business continuity plans, including work stoppage and disaster recovery plans.

- Review, monitor, report and, where appropriate, provide recommendations to the Board on the Company's compliance with internal policies and practices regarding risk assessment and risk management and the Company's progress in remedying any material deficiencies thereto.

- When appropriate, ensure that the Company and its consolidated subsidiaries establish risk assessment and risk management policies, and review and report thereon to the Board.

- Review with management the credit worthiness, liquidity and important treasury matters including financial plans and strategies of the Company.

- Review the Company's tax strategy, including its tax planning and compliance with applicable tax laws.

- Review with management any hedging strategy that may be in place from time to time, including with respect to foreign exchange and interest rate hedging, financial or physical, intended to manage, mitigate or eliminate risks relation to foreign exchange and interest rate fluctuations.

- Review all related party transactions and actual or potential conflicts of interest.

- Review annually the Company's general insurance coverage to ensure sufficient protection of the Company's assets, including directors and officer's liability insurance and coverage of key personnel.

AUDIT COMMITTEE CHAIR POSITION DESCRIPTION

The Audit Committee Chair shall be appointed by the Board. The Audit Committee Chair leads the Audit Committee in all aspects of its work and is responsible for effectively managing the affairs of the Audit Committee and ensuring that it is properly organized and functions efficiently. More specifically, the Audit Committee Chair shall:

- Provide leadership to enable the Audit Committee to act effectively in carrying out its duties and responsibilities as described elsewhere in this Charter and as otherwise may be appropriate;

- Ensure that there is an effective relationship between management and the members of the Audit Committee;

- Chair meetings of the Audit Committee;

- In consultation with the Executive Chair, the Lead Director, the Corporate Secretary and the Executive Officers, determine the frequency, dates and locations of meetings of the Audit Committee;

- In consultation with the Executive Officers, review the annual work plan and the meeting agendas to ensure all required business is brought before the Audit Committee to enable it to efficiently carry out its duties and responsibilities;

- Ensure, in consultation with the Executive Chair and Lead Director, that all items requiring the Audit Committee's approval, are appropriately tabled;

- Ensure the proper flow of information to the Audit Committee and review, with the Executive Officers and the Corporate Secretary the adequacy and timing of materials in support of management's proposals;

- Report to the Board on the matters reviewed by, and on any decisions or recommendations of, the Audit Committee at the next meeting of the Board following any meeting of the Audit Committee; and

- Carry out any special assignments or any functions as requested by the Board.

EVALUATION OF THE AUDIT COMMITTEE

The Audit Committee shall evaluate and review with the Board, on an annual basis, the performance of the Audit Committee as a whole as well as the performance of each individual member while taking into account: (i) in the case of the Audit Committee as a whole, the present Charter, and (ii) in the case of an individual member, the applicable position description(s), as well as the competencies and skills each individual director is expected to contribute to the Audit Committee.

TERM OF OFFICE

The members of the Audit Committee shall be appointed or changed by resolution of the Board to hold office from the time of their appointment until the next annual meeting of the shareholders, or until their successors are so appointed.

PROCEDURES WITH REGARD TO MEETINGS

- The Audit Committee shall fix its own procedure at meetings and for the calling of meetings.

- It Audit Committee shall keep such records as it may deem necessary of its proceedings and recommendations to the Board.

- The Audit Committee may invite any of the Company's officers, employees, advisors or any other person to attend meetings of the Audit Committee to assist in the discussion and examination of the matters under consideration by the Audit Committee.

- A written resolution signed by all members of the Audit Committee has the same value as a resolution adopted at a meeting of the Audit Committee.

QUORUM AND VOTING

A majority of members of the Audit Committee constitutes quorum at any Audit Committee meeting. For any meeting(s) at which the Audit Committee Chair is absent, the Chair of the meeting shall be the person present who shall be decided upon by all members present. At a meeting, any question shall be decided by a majority of the votes cast by the Audit Committee members, except where only two members are present, in which case any question shall be decided unanimously.

EXTERNAL ADVISORS

The Audit Committee shall have the authority to engage outside counsel and other outside advisors, as it deems appropriate to assist the Audit Committee in the performance of its functions. The Company shall provide appropriate funding for such advisors as determined by the Audit Committee.

SECRETARY

Unless otherwise determined by resolution of the Audit Committee, the Corporate Secretary of the Company or his/her delegate shall be the Secretary of the Audit Committee.

REVIEW OF CHARTER

The Audit Committee will, from time to time, review and assess the adequacy of this Charter and recommend to the Board any proposed changes for consideration. The Board may amend this Charter, as required.

EFFECTIVE DATE OF CHARTER

This Charter was adopted by the Board on _____, 2021.