

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

NowVertical Group Inc. (the “**Company**”)
1 King Street West
Suite 1505
Toronto, Ontario
M5H 1A1

Item 2. Date of Material Change

October 19, 2021

Item 3. News Release

Attached as Schedule “A” is a copy of the press release relating to the material change, which was disseminated on October 19, 2021 through the newswire services of *Cision* and subsequently filed on the System for Electronic Document Analysis and Retrieval.

Item 4. Summary of Material Change

The Company announced that it has entered into a definitive agreement to acquire 100% of the issued and outstanding securities of Affinio Inc. (“**Affinio**”) for aggregate consideration of US\$7.3 million (the “**Acquisition**”).

The consideration in connection with the Acquisition consisted of US\$6 million in cash and the issuance of subordinate voting shares of the Company with an aggregate value of US\$1,300,000, at a price per share equal to the Canadian dollar equivalent of US\$1.00.

Item 5. Full Description of Material Change

For a full description of the material change, please see Schedule “A” attached hereto.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

The name and business telephone number of the officer of the Company who can answer questions regarding this material change report is as follows:

Daren Trousdell
Chief Executive Officer
(561) 515-9010

Item 9. Date of Report

October 21, 2021

SCHEDULE "A"

NOWVERTICAL GROUP ENTERS INTO A DEFINITIVE AGREEMENT TO ACQUIRE AFFINIO INC.

TORONTO, Oct. 19, 2021 /CNW/ - NowVertical Group Inc. (TSXV: [NOW](#)) ("**NOW**" or the "**Company**"), a global big data software and services company, is pleased to announce that it has entered into a definitive agreement to acquire 100% of the issued and outstanding securities of Affinio Inc. ("**Affinio**"), a venture-capital backed audience insights and privacy-safe customer analytics platform (the "**Transaction**").

Affinio was founded in 2013 with a focus on identifying and understanding the underpinning connections that can exist across massive data assets. With over 50 customers including Publicis Groupe (PUB), Danone (BN), Universal Music Group (UMG), and R/GA Media Group, Affinio helps global brands and marketers leverage social media data to uncover previously unknown affinity groupings and then build insightfully targeted campaigns by mapping their audiences' interests. Affinio has also taken their custom, high-efficiency graph analytics technology and expanded it to live natively in Snowflake's Data Warehouse. With this new development, Affinio users can work across a variety of data sources to leverage rich customer insights and powerful privacy-safe data collaboration enterprise-wide, all without ever having to move their data.

"Affinio's graph analytics technology was already a game changer for so many enterprises' marketing and customer analytics efforts. Now that they've expanded their capabilities to work directly on-top of Snowflake, they're going to prove yet again to be an industry driver and critical component of every serious marketer's toolkit," said Daren Trousdell, Chairman & CEO of NOW.

"NowVertical and Affinio are deeply aligned in our common mission to help customers transform their business into a truly data-driven operation. We look forward to the opportunity to further build out NOW's position in the marketing space and also scale together as we bring the wider suite of technologies under a single roof," said Tim Burke, Affinio's Co-Founder and CEO.

Transaction Details

Pursuant to the terms of a share purchase agreement dated October 18, 2021, the Company has agreed to acquire Affinio for total aggregate consideration of US\$7.3 million, consisting of US\$6 million in cash and the issuance of subordinate voting shares of the Company with an aggregate value of US\$1,300,000, at a price per share equal to the Canadian dollar equivalent of US\$1.00.

Closing of the Transaction is subject to customary closing conditions, including the approval of the TSX Venture Exchange. The Transaction is expected to close on or about the week of November 1, 2021.

About NowVertical Group Inc.

NOW is a global big data software and services company that helps businesses win in the digital economy by helping its clients better understand, manage and utilize their data. NOW is focusing on scaling its current efforts with customers in a variety of verticals including but not limited to automotive and OEM, government, law enforcement, healthcare, financial services, e-commerce, and energy and renewables, and is pursuing an acquisition strategy focused on profitable and accretive data analytics software and services companies in other under-utilized data rich industries. NOW is positioned to be an invaluable tool for executives and bureaucrats to make data informed decisions affecting billions of people globally. For more information about the Company, visit www.nowvertical.com.

Forward-Looking Statements

This news release may contain forward-looking statements (within the meaning of applicable securities laws) which reflect the Company's current expectations regarding future events. Forward-looking statements are identified by words such as "believe", "anticipate", "project", "expect", "intend", "plan", "will", "may", "estimate" and other similar expressions. These statements are based on the Company's expectations, estimates, forecasts and projections and include, without limitation, statements regarding the future success of the Company's business.

The forward-looking statements in this news release are based on certain assumptions. The forward-looking statements are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements. Readers, therefore, should not place undue reliance on any such forward-looking statements. Further, these forward-looking statements are made as of the date of this news release and, except as expressly required by applicable law, the Company assumes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

SOURCE NowVertical Group Inc.

For further information: Daren Trousdell, Chief Executive Officer, e: daren@nowvertical.com, t: (561) 515-9010