A copy of this preliminary short form base shelf prospectus has been filed with the securities regulatory authorities in each of the provinces of Canada (other than Quebec) but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form base shelf prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form base shelf prospectus is obtained from the securities regulatory authorities.

This short form base shelf prospectus has been filed under legislation in each of the provinces of Canada (other than Quebec)that permits certain information about these securities to be determined after this short form base shelf prospectus has become final and that permits the omission from this short form base shelf prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This preliminary short form base shelf prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

***Information has been incorporated by reference in this preliminary short form base shelf prospectus from documents filed with securities commissions or similar authorities in Canada.** Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Executive Officer of NowVertical Group Inc. at 1 King Street West, Suite 1505, Toronto, Ontario M5H 1A1, by telephone at (212) 302-0868, and are also available electronically at www.sedar.com.*

PRELIMINARY SHORT FORM BASE SHELF PROSPECTUS

New Issue and/or Secondary Offering January 7, 2022

NowVertical

NOWVERTICAL GROUP INC.

$65,000,000

Subordinate Voting Shares
Debt Securities
Warrants
Subscription Receipts
Units

NowVertical Group Inc. (the "**Corporation**" or "**NowVertical**") 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. The Corporation is focused on scaling its current efforts in the global automotive, government, and energy and renewables verticals, and is pursuing an acquisition strategy focused on profitable and accretive data analytics software and services companies in other under-utilized data rich industries. NowVertical is positioned to be an invaluable tool for executives and bureaucrats to make data informed decisions affecting billions of people globally.

The Corporation may from time to time during the 25 month period that this short form base shelf prospectus (the "**Prospectus**"), including any amendments, remains valid, offer for sale and issue: (i) subordinate voting shares in the capital of the Corporation (the "**Subordinate Voting Shares**"); (ii) debentures, notes or other evidence of indebtedness of any kind, nature or description and which may be issuable in series (collectively, the "**Debt Securities**"); (iii) warrants exercisable to acquire Subordinate Voting Shares and/or other securities of the Corporation (the "**Warrants**"); (iv) subscription receipts of the Corporation exchangeable for Subordinate Voting Shares or other securities of the Corporation (the "**Subscription Receipts**"); and (v) securities comprised of one or more of the Subordinate Voting Shares, Debt Securities, Warrants and Subscription receipts (the "**Units**", and together with the Subordinate Voting Shares, the Debt Securities, the Warrants, and the Subscription Receipts, the "**Securities**").

The Corporation may sell up to an aggregate initial offering price of $65,000,000. The Securities may be offered for sale separately or in combination with one or more other Securities and may be sold from time to time in one or more transactions at a fixed price or prices (which may be changed) or at market prices prevailing at the time of sale, at prices determined by reference to such prevailing market prices or at negotiated prices.

The specific terms of any Securities offered will be described in one or more shelf prospectus supplements (collectively or individually, as the case may be, a "**Prospectus Supplement**"), including, where applicable: (i) in the case of Subordinate Voting Shares, the number of Subordinate Voting Shares being offered, the offering price and any other specific terms; (ii) in the case of Debt Securities, the specific designation, the aggregate principal amount being offered, the denominations, the currency, the issue and delivery date, the maturity date, the issue price (or the manner of determination thereof if offered on a non-fixed price basis), the interest rate (either fixed or floating, and, if floating, the manner of calculation thereof), the interest payment date(s), the redemption, exchange or conversion provisions (if any), the repayment terms, the form (either global or definitive), the authorized denominations and any other specific terms; (iii) in the case of Warrants, the number of Warrants being offered, the offering price, the exercise price, the conditions and procedures for the exchange of Warrants for Subordinate Voting Shares or other Securities of the Corporation, and any other specific terms; (iv) in the case of Subscription Receipts, the number of Subscription Receipts being offered, the offering price, the conditions and procedures for the exchange of the Subscription Receipts for Subordinate Voting Shares or any other Securities of the Corporation, and any other specific terms; and (v) in the case of Units, the number of Units offered, the offering price, the designation, number and terms of the other Securities comprising the Units and any other specific terms;. A Prospectus Supplement relating to a particular offering of Securities may include terms pertaining to the Securities being offered thereunder that are not within the terms and parameters described in this Prospectus. Where required by statute, regulation or policy, and where the Securities are offered in currencies other than Canadian dollars, appropriate disclosure of foreign exchange rates applicable to the Securities will be included in the Prospectus Supplement describing the Securities.

All shelf information permitted under applicable laws to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus, except in cases where an exemption from such delivery requirements has been obtained. Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which the Prospectus Supplement pertains.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY ANY CANADIAN SECURITIES COMMISSION OR REGULATORY AUTHORITY NOR HAS ANY CANADIAN SECURITIES COMMISSION OR REGULATORY AUTHORITY PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

You should be aware that the acquisition of the Securities described herein may have tax consequences. You should read the tax discussion in any applicable Prospectus Supplement; however, this Prospectus or any applicable Prospectus Supplement may not fully describe these tax consequences, and you should consult your tax adviser prior to making any investment in the Securities.

The Corporation and/or any selling securityholders may offer and sell the Securities to or through one or more underwriters, agents, or dealers purchasing as principals, and may also sell directly to one or more purchasers or through agents or pursuant to applicable statutory exemptions. See "Plan of Distribution". The Prospectus Supplement relating to a particular offering of Securities will identify each underwriter, dealer or agent, as the case may be, engaged by the Corporation and/or any selling securityholders in connection with such offering and sale of the Securities, and will set forth the terms of the offering of such Securities, including, to the extent applicable, any fees, discounts or any other compensation payable to underwriters, dealers or agents in connection with the offering, the method of distribution of the Securities, the initial issue price (in the event that the offering is a fixed price distribution), the proceeds that the Corporation and/or any selling securityholders will receive and any other material terms of the plan of distribution. The Securities may be sold from time to time in one or more transactions at a fixed price or prices or at non-fixed prices. If offered on a non-fixed price basis, Securities may be offered at market prices prevailing at the time of sale, at prices determined by reference to such prevailing market prices or at negotiated prices, which prices may vary as between purchasers and during the period of distribution of the Securities.

This Prospectus may qualify an "at-the-market distribution" (as defined under applicable Canadian securities legislation).

In connection with any offering of Securities other than an "at-the-market distribution" (as defined under applicable Canadian securities laws), unless otherwise specified in the relevant Prospectus Supplement, the underwriters, dealers or agents, as the case may be, may over-allot or effect transactions which stabilize or maintain the market price of the offered Securities at a level above that which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time. See "Plan of Distribution".

No underwriter or dealer of an "at-the-market distribution" under this Prospectus, no affiliate of such an underwriter or dealer and no person or company acting jointly or in concert with such underwriter or dealer will over-allot securities in connection with such distribution or effect any other transactions that are intended to stabilize or maintain the market price of the Securities or securities of the same class as the securities distributed under this Prospectus, including selling an aggregate number or principal amount of securities that would result in the underwriter or dealer creating an over-allocation position in the Securities.

The outstanding Subordinate Voting Shares are listed on the TSX Venture Exchange (the "**TSXV**") in Canadian dollars under the symbol "NOW". The Corporation's head office is located at 1 King Street West, Suite 1505, Toronto, Ontario, M5H 1A1. On January 6, 2022, being the last day on which the Subordinate Voting Shares traded prior to the date of this Prospectus, the closing price of the Subordinate Voting Shares was $1.18.

Each series or issue of Debt Securities, Warrants, Subscription Receipts, or Units will be a new issue of securities with no established trading market. Unless specified in a Prospectus Supplement, Securities may not be listed on any securities or stock exchange. Accordingly, unless so specified, there may be no market through which the Securities may be sold and purchasers may not be able to resell the Securities purchased under this Prospectus. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities and the extent of issuer regulation. See "Cautionary Note Regarding Forward–Looking Statements" and "Risk Factors".

No underwriter, agent or dealer has been involved in the preparation of this Prospectus or performed any review of the contents of this Prospectus.

Any investment in Securities involves significant risks that should be carefully considered by prospective investors before purchasing Securities. The risks outlined in this Prospectus and in the documents incorporated by reference herein, including the applicable Prospectus Supplement, should be carefully reviewed and considered by prospective investors in connection with any investment in Securities. See "Risk Factors".

TABLE OF CONTENTS

IMPORTANT INFORMATION ABOUT THIS PROSPECTUS

You should rely only on the information contained in or incorporated by reference in this Prospectus or any applicable Prospectus Supplement. We have not authorized any person to provide different information. The Securities may be sold only in those jurisdictions where offers and sales are permitted. This Prospectus is not an offer to sell or a solicitation of an offer to buy the Securities in any jurisdiction where it is unlawful. The information contained in this Prospectus is accurate only as of the date of this Prospectus or the date of the document incorporated by reference herein, as applicable, regardless of the time of delivery of this Prospectus or of any sale of the Securities. Our business, financial condition, results of operations and prospects may have changed since the date of this Prospectus.

Unless the context otherwise permits, indicates or requires, all references in this Prospectus to the “Corporation”, “NowVertical”, “we”, “our”, “us” and similar expressions are references to NowVertical Group Inc. and the business carried on by it.

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

Unless otherwise noted herein and in the documents incorporated by reference, all dollar amounts refer to lawful currency of Canada. All references to “US$” or “U.S. dollars” are to the currency of the United States.

The following table sets forth, for the periods indicated, the high, low, average and period-end indicative rates of exchange for United States dollars expressed in Canadian dollars, as provided by the Bank of Canada.

	Fiscal Quarter Ended September 30, 2021	**Fiscal Year Ended December 31, 2020**
Low	1.2343	1.2718
High	1.2856	1.4496
Average	1.2600	1.3415
End	1.2741	1.2732

On January 6, 2022, the daily average rate of exchange posted by the Bank of Canada for conversion of U.S. dollars into Canadian dollars was US$1.00 = $1.2741.

CAUTIONARY NOTE REGARDING FORWARD–LOOKING STATEMENTS

This Prospectus contains certain statements, which may constitute “forward-looking information” within the meaning of Canadian securities law requirements (“**forward-looking statements**”). These forward-looking statements are made as of the date of this Prospectus and the Corporation 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. Information regarding the Corporation’s expectations of future results, performance, achievements, prospects or opportunities or the markets in which it operates is forward-looking information. All statements in this Prospectus, other than statements of historical fact, which address events or developments that the Corporation expects to occur, are forward-looking statements. Forward-looking statements can generally, but not always, be identified by the words, “believes”, “anticipates”, “estimates”, “plans”, “intends”, “expects”, “indicates”, “predicts”, “forecast”, “target”, “goal”, “seek”, or “likely”, or the negative of these terms, or other similar expressions, events or conditions that “will”, “would”, “may”, “could” or “should” occur. 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 Corporation’s financial condition, results of operations, business strategy and financial needs.

Such information and statements are, however, by their very nature, subject to inherent risks and uncertainties, of which many are beyond the control of management, and which give rise to the possibility that actual results could differ materially from the expectations expressed in, or implied by, such forward-looking information or forward-looking statements. Accordingly, readers should not place undue reliance on forward-looking statements. Certain forward-looking statements in this Prospectus and the documents incorporated by reference herein include, but are not limited to, 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; and
- competitive position and its expectations regarding competition.

The above, and other aspects of the Corporation's anticipated future operations, are forward-looking in nature and as a result, are subject to certain risks and uncertainties. All forward-looking statements contained in this Prospectus and the documents incorporated by reference herein are based on certain assumptions and analyses made in light of management's experience and perception of historical trends, current conditions, 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. 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 Corporation's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under the "Risk Factors" section of this Prospectus, which factors should not be considered exhaustive and should be read together with the other cautionary statements in this Prospectus and the documents incorporated by reference herein. 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. In particular, management has made assumptions regarding, among other things:

- general economic conditions;
- the legislative and regulatory environment;
- the impact of increasing competition;
- fluctuation of operating results from quarter to quarter and year to year due to numerous external factors;
- uncertainty as to the Corporation's ability to raise additional capital to support its ongoing obligations;
- the Corporation'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 Corporation's reliance on the capabilities and experience of its key executives and the resulting loss of any of these individuals;
- the Corporation's 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 the Corporation operates.

Although management bases these forward-looking statements on assumptions that it believes are reasonable when made, the Corporation 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 Prospectus. In addition, even if the Corporation'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 Prospectus, those results or developments may not be indicative of results or developments in subsequent periods.

The foregoing list is not exhaustive of all the factors that could affect the Corporation. The forward-looking statements contained in this short form prospectus, including the documents incorporated by reference herein,

are expressly qualified by this cautionary statement. 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.

Certain statements included in this Prospectus and the documents incorporated by reference herein may be considered a “financial outlook” for purposes of applicable Canadian securities laws, and as such, the financial outlook may not be appropriate for purposes other than this Prospectus. All forward-looking statements are made as of the date of this Prospectus or the documents incorporated by reference herein, as applicable. Except as expressly required by applicable law, the Corporation assumes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. All forward-looking statements in this Prospectus and in the documents incorporated by reference herein are qualified by these cautionary statements.

ENFORCEABILITY OF CIVIL LIABILITIES

Certain of our operations and assets are located outside of Canada, and certain of our officers, directors and shareholders, reside outside of Canada. Although Daren Trousdell, chief executive officer and director of NowVertical, John Adamovich, director of NowVertical, and Aimee Lessard, David Whitmire and Cody Shankman, each officers of NowVertical, have appointed the Corporation located at 1 King Street West, Suite 1505, Toronto, Ontario M5H 1A1, as their agent for service of process in Canada, it may not be possible for purchasers to enforce against such person judgments obtained in Canadian courts predicated on the civil liability provisions of applicable securities laws in Canada. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with the securities commissions or similar authorities in each of the provinces of Canada (other than Quebec). Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Executive Officer of NowVertical Group Inc. at 1 King Street West, Suite 1505, Toronto, Ontario M5H 1A1, by telephone at (212) 302-0868, and are also available electronically under the Corporation’s SEDAR profile at www.sedar.com.

Except to the extent that their contents are modified or superseded by a statement contained in this Prospectus or in any other subsequently filed document that is also incorporated by reference in this Prospectus, the following documents of the Corporation filed with the securities commissions or similar regulatory authorities in each of the provinces of Canada (other than Quebec) are specifically incorporated by reference into, and form an integral part of, this Prospectus:

- the audited consolidated financial statements of the Corporation for the period from September 22, 2020 to December 31, 2020, together with the auditors’ report thereon as appended to the filing statement filed in respect of the Corporation’s qualifying transaction (the “**QT**”) dated June 21, 2021 (the “**Filing Statement**”);
- the management’s discussion and analysis of the results of operations and financial position of the Corporation for the period from September 22, 2020 to December 31, 2020, as appended to the Filing Statement;
- the audited annual financial statements of Good2Go Corp. (“**G2G**”), the capital pool corporation that amalgamated with the Corporation in connection with the QT, as at and for the years ended February 28, 2021 and February 29, 2020, including the auditor’s report thereon, as appended to the Filing Statement;
- the management’s discussion and analysis of the results of operations and financial position of G2G for the years ended February 28, 2021 and February 29, 2020, as appended to the Filing Statement;
- the audited financial statements of Seafront Analytics, LLC (“**Seafront**”) 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, including the auditor's report thereon, as appended to the Filing Statement;

- the management's discussion and analysis of the results of operations and financial position of Seafront 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, as appended to the Filing Statement;
- the audited financial statements of Signafire Technologies Inc. ("**Signafire**") 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, including the auditor's report thereon, as appended to the Filing Statement;
- the management's discussion and analysis of the results of operations and financial position of Signafire 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, as appended to the Filing Statement;
- the unaudited interim condensed consolidated financial statements of the Corporation as of and for the three and nine months ended September 30, 2021 (the "**Interim Financial Statements**");
- the management's discussion and analysis of the Corporation for the three and nine months ended September 30, 2021 (the "**Interim MD&A**");

  the material change report of the Corporation dated December 23, 2021 in connection with closing of its marketed offering of units (the "**Unit Offering**");
- the material change report of the Corporation dated November 11, 2021 in connection with the announcement of its Unit Offering;
- the material change report of the Corporation dated October 21, 2021 with respect to the announcement of the definitive agreement in connection with the Corporation's acquisition (the "**Affinio Acquisition**") of Affinio Inc. ("**Affinio**");
- the material change report of the Corporation dated July 6, 2021 with respect to the completion of the QT;
- the material change report of the Corporation dated March 23, 2021 with respect to the announcement of the definitive agreement in connection with the QT;
- the material change report of G2G dated February 15, 2021 with respect to the termination of its proposed business combination with Magical Brands Inc.;
- the management information circular of the Corporation dated March 30, 2021 in connection with the annual and special meeting of shareholders of G2G; and
- the sections titled "Information Concerning NowVertical Group, Inc." and "Information Concerning the Resulting Issuer" which are included in the Filing Statement.

Any documents of the type described in Item 11.1 of Form 44-101F1 – *Short Form Prospectus Distributions* which are filed by the Corporation with the securities commissions or similar authorities in the applicable provinces of Canada subsequent to the date of this Prospectus and prior to the termination of this distribution shall be deemed to be incorporated by reference in this Prospectus. Documents referenced in any of the documents incorporated by reference in this Prospectus but not expressly incorporated by reference therein or herein and not otherwise required to be incorporated by reference therein or herein are not incorporated by reference in this Prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that was required to be stated or that was necessary to make a statement not misleading in light of the circumstances in

which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

Upon an annual information form or a new annual consolidated financial statements being filed by the Corporation with the applicable Canadian securities commissions or similar regulatory authorities in Canada during the period that this Prospectus is effective, the previous annual consolidated financial statements and all interim consolidated financial statements and in each case the accompanying management's discussion and analysis and material change reports filed prior to the commencement of the financial year of the Corporation in which the new annual information form is filed shall be deemed to no longer be incorporated into this Prospectus for purpose of future offers and sales of Securities under this Prospectus. Upon interim consolidated financial statements and the accompanying management's discussion and analysis being filed by the Corporation with the applicable Canadian securities commissions or similar regulatory authorities during the period that this Prospectus is effective, all interim consolidated financial statements and the accompanying management's discussion and analysis filed prior to such new interim consolidated financial statements and management's discussion and analysis shall be deemed to no longer be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus. In addition, upon a new management information circular for an annual meeting of shareholders being filed by the Corporation with the applicable Canadian securities commissions or similar regulatory authorities during the period that this Prospectus is effective, the previous management information circular filed in respect of the prior annual meeting of shareholders shall no longer be deemed to be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus.

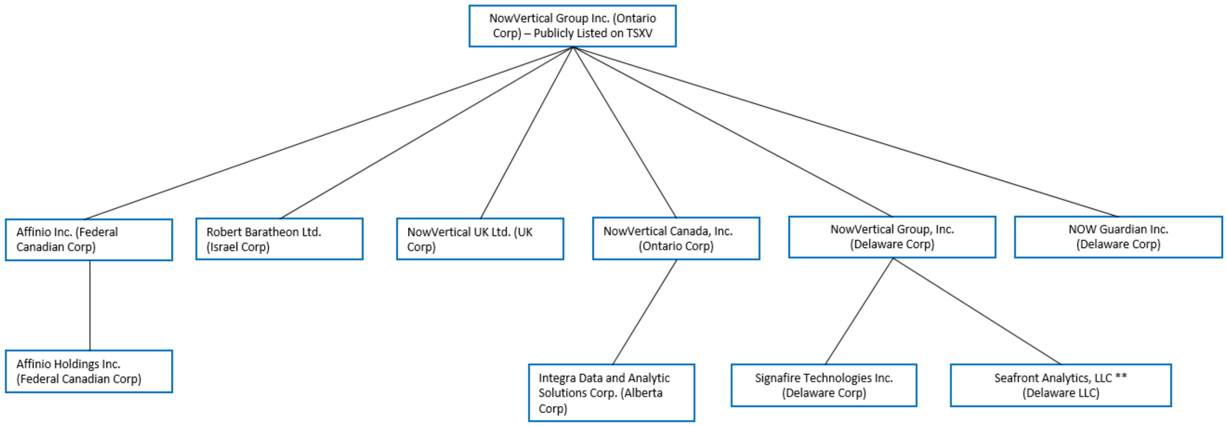
A Prospectus Supplement containing the specific terms in respect of any Securities, updated disclosure of earnings interest coverage ratios (if applicable), and any additional or updated information that the Corporation may elect to include (provided that such information does not describe a material change that has not already been the subject of a material change report or a prospectus amendment) will be delivered to purchasers of such Securities, together with this Prospectus, unless an exemption from the prospectus delivery requirements has been granted or is otherwise available, and will be deemed to be incorporated into this Prospectus as of the date of such Prospectus Supplement, but only for purposes of the offering of such Securities.

SUMMARY DESCRIPTION OF THE BUSINESS

NowVertical Group, Inc., a U.S. operating subsidiary of the Corporation, was incorporated on September 22, 2020 in Delaware, USA. On March 22, 2021, NowVertical Group, Inc. entered into a business combination agreement with G2G, a corporation incorporated under the laws of Ontario, which contemplated the acquisition by G2G of all the issued and outstanding shares of NowVertical. The transaction, which was structured as a "three-cornered" amalgamation and a reverse triangular merger, constituted a reverse takeover of G2G by NowVertical and the qualifying transaction of G2G under the TSXV's Policy 2.4 – Capital Pool Companies. Coinciding with the transaction's closing on June 28, 2021, G2G changed its (i) name to Now Vertical Group Inc., (ii) symbol on the TSXV to "NOW", and (iii) year-end from February 28 to December 31, to conform with that of NowVertical. The Corporation's Subordinate Voting Shares commenced trading on the TSXV on July 5, 2021. As a matter of emphasis, the Corporation, NowVertical Group Inc., does not have a comma (",") in its legal name, whereas the U.S. operating company, NowVertical Group, Inc. does have a comma in its legal name.

The registered head office of the Corporation is located at 1 King Street West, Suite 1505, Toronto, Ontario, M5H 1A1. The Corporation is a publicly traded company, listed on the TSXV under the symbol "NOW". Prior to its name change in connection with the closing of the QT, the Corporation was a capital pool company on the TSXV known as Good2Go Corp.

The following chart sets out the subsidiaries of the Corporation, their place of incorporation, continuance or formation, and the percentage of the outstanding voting securities of each subsidiary that are beneficially owned, controlled or directed by the Corporation:



* Solid line indicates 100% ownership

** The Corporation exercised its call right on December 31, 2021 to acquire the remaining 51% of Seafront Analytics, LLC for US$1.

Business of the Corporation

The Corporation is a big data, analytics and vertical intelligence company that is growing organically and through acquisition. The Corporation continues to operate with a framework to support its growth, in both acquiring businesses and in enhancing products related to its business in the data, analytics, and vertical intelligence areas. The Corporation’s vertical intelligence (“**VI**”) software and services solutions are organized by industry vertical, and are built upon a foundational set of data technologies that fuse, secure and mobilize data in a transformative and compliant way. The proprietary technologies of the Corporation include NOW Fusion, NOW Privacy and NOW DataBench (together comprising NOW Origin), and Affinio.

NOW Fusion is a database fusion technology that brings together structured and unstructured data from both inside and outside an organization to drive enhanced business analysis. NOW Privacy is a digital rights management technology that adds a governance and compliance layer to an organization’s data. NOW DataBench is a unified analytics operating framework that brings business intelligence tools into a single interface to empower more people in an organization to make informed decisions using their data. Affinio offers a privacy-safe data mobilization solution that enables secure data access across internal and external stakeholders, as well as a state-of-the-art data clustering platform that creates affinity graphs based on first and third-party data sources that delivers transformative value in the way companies are analyzing data and acquiring new customers.

The Corporation’s business model enables the companies it acquires to access and sell its growing suite of software and services to existing customers of the acquired businesses.

The Corporation owns and licenses certain patents in the ordinary course, and has various patent applications pending, none of which is material to the Corporation.

Acquisitions

The Corporation plans to continue pursuing growth through acquisitions. The Corporation’s business strategy regarding whether to integrate or operate acquired businesses on a stand-along basis varies depending on each target. When the Corporation acquires a business that it intends to operate on a stand-alone basis, the Corporation will integrate certain aspects of the business where it makes sense to do so financially, including centralizing human resources, financial and legal resources. There may be businesses the Corporation acquires in the future that, for regulatory reasons (for example, a business holding federal government clearance) or otherwise, the Corporation may not integrate, including with respect to the accounting function of such acquired business. Revenue from operations of acquired businesses will be used in the ordinary course.

RECENT DEVELOPMENTS

There have been no material developments in the business of the Corporation since September 30, 2021, the date of the Interim Financial Statements, which have not been disclosed in this Prospectus or the documents incorporated by reference herein, other than as set forth below:

The Unit Offering

On December 15, 2021, the Corporation announced the closing of the Unit Offering of 10,894,756 units of the Company (the "**Offered Units**") at a price of $0.95 per Offered Unit for gross proceeds of C$10,350,018. The Unit Offering was conducted on a "best efforts" basis by Echelon Wealth Partners Inc., as sole agent and bookrunner.

Each Offered Unit consists of one Subordinate Voting Share and one-half of one Subordinate Voting Share purchase warrant (each whole warrant, a "**Unit Warrant**" and collectively the "**Unit Warrants**"). Each Unit Warrant is exercisable for one Subordinate Voting Share at a price of C$1.25 per Subordinate Voting Share for a period of 24 months following closing of the Unit Offering.

Definitive Agreement to Acquire Allegient Defense

On December 21, 2021, the Corporation announced that it had entered into a definitive agreement to acquire 100% of the issued and outstanding securities of Allegient Defense, Inc. ("**Allegient Defense**"), a U.S.-based government defense contractor providing Systems Engineering and Technical Assistance support to the Department of Defense through data analysis and assessment of cutting edge technologies.

Pursuant to the terms of a stock purchase agreement dated December 20, 2021, the Corporation has agreed to acquire Allegient Defense for total aggregate consideration of $10.4 million, consisting of (i) a closing cash payment of $1,800,000, (ii) a deferred cash payment of $200,000, payable 12 months post-closing, (iii) the issuance of Subordinate Voting Shares on closing of the acquisition valued at $600,000 at the greater of (A) the Canadian dollar equivalent of US$1 per share and (B) the Company's 20-day volume weighted average trading price pre-closing, (iv) the assumption of a third party loan to Allegient Defense with an outstanding balance of approximately $3,800,000, which will be partially repaid and refinanced as of closing of the acquisition, and (v) an earn-out of up to an additional $4,000,000, payable in Subordinate Voting Shares (valued using the same method as the Subordinate Voting Shares to be issued at closing) and/or cash, payable over a three-year period post-closing based on Allegient Defense achieving certain EBITDA targets. Closing of the acquisition is subject to customary closing conditions, including the receipt of TSXV approval and certain U.S. regulatory approvals.

Senior Leadership Changes

On January 6, 2022, the Corporation announced several changes to its senior leadership team, including the appointment of Sasha Grujicic as Chief Operating Officer and Teri Anderson as Chief Financial Officer, as well as the resignation of Altaf Bahora as Chief Technology Officer.

CONSOLIDATED CAPITALIZATION OF THE CORPORATION

Other than shares issued in connection with the acquisitions of DocAuthority Ltd., and Affinio (together, the "**Recent Acquisitions**"), and the Unit Offering, there have been no material changes in the share and loan capital of the Corporation since September 30, 2021, the date of the Interim Financial Statements. The applicable Prospectus Supplement will describe any material change, and the effect of such material change, on the share and loan capitalization of the Corporation that will result from the issuance of Securities pursuant to such Prospectus Supplement.

The following table shows the consolidated capitalization of the Corporation as at September 30, 2021, before and after giving effect to the Recent Acquisitions and the Unit Offering, as well as the issuance of other Subordinate Voting Shares and options to acquire Subordinate Voting Shares (the "**Options**") subsequent to September 30, 2021. The following table should be read in conjunction with the Interim Financial Statements and the Interim MD&A, each of which is incorporated by reference into this Prospectus:

	As at September 30, 2021	As at September 30, 2021 after giving effect to the Recent Acquisitions and the Unit Offering
Share capital:		
Subordinate Voting Shares (unlimited)	22,680,398	37,285,551(1)
Proportionate Voting Shares (unlimited)	271,270	247,566
Options	3,478,061	4,208,061(2)
Compensation Warrants(3)	587,580	587,580
Convertible Note Compensation Warrants(4)	257,586	257,586
Warrants	Nil	5,447,378
Broker Warrants	Nil	762,632

(1) Includes (i) the issuance of 10,894,756 Subordinate Voting Shares in connection with the Unit Offering and (ii) the conversion of 23,704 Proportionate Voting Shares to 2,370,400 Subordinate Voting Shares.
(2) Includes 530,000 Options and 200,000 Options granted to certain non-executive employees of the Corporation on November 25, 2021 and December 20, 2021, respectively.
(3) Issued by NVG Canada Finco, Inc., a wholly-owned subsidiary of the Corporation.
(4) Issued to Echelon and Haywood Securities Inc. in connection with a Convertible Note financing prior to the QT.

USE OF PROCEEDS

The use of proceeds from the sale of Securities pursuant to this Prospectus will be described in the Prospectus Supplement relating to the issuance and sale of such Securities. The Corporation will not receive any proceeds from any sale of any Securities by selling securityholders.

PLAN OF DISTRIBUTION

The Corporation and/or any selling securityholder may from time to time during the 25-month period that this Prospectus, including any amendments hereto, remains valid, offer for sale and issue up to an aggregate of $65,000,000 of Securities hereunder. The Corporation and/or any selling securityholders may offer and sell the Securities to or through underwriters, agents, or dealers purchasing as principals, and may also sell directly to one or more purchasers or through agents or pursuant to applicable statutory exemptions.

The Securities may be sold from time to time in one or more transactions at a fixed price or prices, which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices, including sales in transactions that are deemed to be “at-the-market distributions” as defined in National Instrument 44-102 - Shelf Distributions, including sales made directly on the TSXV or other existing trading markets for the Securities. Any such transactions that are deemed “at-the-market-distributions” will be subject to regulatory approval. No underwriter or dealer of an “at-the-market distribution” under this Prospectus, no affiliate of such an underwriter or dealer and no person or company acting jointly or in concert with such underwriter or dealer will over-allot securities in connection with such distribution or effect any other transactions that are intended to stabilize or maintain the market price of the Securities or securities of the same class as the securities distributed under this Prospectus, including selling an aggregate number or principal amount of securities that would result in the underwriter or dealer creating an over-allocation position in the Securities.

The price at which the Securities may be offered and sold may vary from purchaser to purchaser and during the period of distribution.

The Prospectus Supplement relating to a particular offering of Securities will identify each underwriter, dealer or agent, as the case may be, engaged by the Corporation and/or any selling securityholders in connection with such offering and sale of the Securities, and will set forth the terms of the offering, including, to the extent applicable, any fees, discounts or any other compensation payable to underwriters, dealers or agents in connection with the offering, the method of distribution of the Securities, the initial issue price, the proceeds that the Corporation and/or any selling securityholder will receive and any other material terms of the plan of distribution. Any initial offering price and discounts, concessions or commissions allowed or re-allowed or paid to dealers may be changed from time to time.

Underwriters, dealers and agents who participate in the distribution of the Securities may be entitled under certain agreements to be entered into with the Corporation and/or any selling securityholders to indemnification by the Corporation and/or any selling securityholders against certain liabilities, including liabilities under securities legislation or to contribution with respect to payments that they may be required to make in respect thereof. Such underwriters, dealers and agents may be customers of, engage in transactions with, or perform services for the Corporation and/or any selling securityholders in the ordinary course of business.

Unless otherwise specified in the applicable Prospectus Supplement, each series or issue of Securities (other than Subordinate Voting Shares) will be a new issue of Securities with no established trading market. Accordingly, there is currently no market through which the Securities (other than Subordinate Voting Shares) may be sold and purchasers may not be able to resell such Securities purchased under this Prospectus and the applicable Prospectus Supplement. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities and the extent of issuer regulation. No assurance can be given that a trading market in any of the Securities will develop or as to the liquidity of any trading market for the Securities. See “Risk Factors”.

The Securities have not been and will not be registered under the U.S. Securities Act or any state securities laws. Accordingly, the Securities may not be offered, sold or delivered within the United States, and each underwriter or agent for any offering of Securities will agree that it will not offer, sell or deliver the Securities within the United States, except pursuant an exemption from the registration requirements of the U.S. Securities Act provided by Rule 144A thereunder (“**Rule 144A**”) and in compliance with applicable state securities laws. In addition, until 40 days after the commencement of the offering of Securities, any offer or sale of such Securities within the United States by a dealer (whether or not participating in the offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made other than in accordance with Rule 144A.

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy the Securities in the United States or to, or for the account or benefit of, U.S. persons.

DESCRIPTION OF SECURITIES

The following is a brief summary of certain general terms and provisions of the Securities as at the date of this Prospectus. The summary does not purport to be complete and is indicative only. The specific terms of any Securities to be offered under this Prospectus, and the extent to which the general terms described in this Prospectus apply to such Securities, will be set forth in the applicable Prospectus Supplement. Moreover, a Prospectus Supplement relating to a particular offering of Securities may include terms pertaining to the Securities being offered thereunder that are not within the terms and parameters described in this Prospectus. The Securities will not include any novel derivatives or asset-backed securities as discussed under Part 4 of National Instrument 44-102 - Shelf Distributions (“**NI 44-102**”).

Subordinate Voting Shares

The Corporation is authorized to issue an unlimited number of Subordinate Voting Shares. Holders of Subordinate Voting Shares are entitled to receive notice of and to attend all meetings of shareholders of the Corporation, other than meetings at which only holders of other classes or series of shares are entitled to attend. At all such meetings, holders are entitled to one vote in respect of each Subordinate Voting Share held. Holders of Subordinate Voting Shares are entitled to receive dividends if and when declared by the board of directors of the Corporation (the “**Board**”), subject to the rights of other holders of senior classes of shares. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of Subordinate Voting Shares shall be entitled, to participate *pari passu* with the holders of proportionate voting shares in the capital of the Corporation ("**Proportionate Voting Shares**"), with the amount of such distribution per Subordinate Voting Share equal to the amount of such distribution per Proportionate Voting Share divided by 100.

Debt Securities

Debt Securities may be offered separately or together with other Securities, as the case may be. The following sets forth certain general terms and provisions of the Debt Securities offered under this Prospectus. The specified terms and provisions of the Debt Securities offered pursuant to an accompanying Prospectus Supplement, and the extent to which the general terms described in this section apply to those Debt Securities, will be set forth in the applicable Prospectus Supplement.

The Debt Securities will be direct obligations of the Corporation and may be guaranteed by an affiliate or associate of the Corporation. Where the Debt Securities are guaranteed for all or substantially all of the payments to be made, such guarantees will be further described in the Prospectus Supplement. The Debt Securities may be senior or subordinated indebtedness of the Corporation and may be secured or unsecured, all as described in the relevant Prospectus Supplement. In the event of the insolvency or winding up of the Corporation, the subordinated indebtedness of the Corporation, including the subordinated Debt Securities, will be subordinate in right of payment to the prior payment in full of all other liabilities of the Corporation (including senior indebtedness), except those which by their terms rank equally in right of payment with or are subordinate to such subordinated indebtedness.

The Debt Securities will be issued under one or more trust indentures (each, a "**Trust Indenture**"), in each case between the Corporation and a trustee (each, an "**Indenture Trustee**"). The statements made hereunder relating to any Trust Indenture and the Debt Securities to be issued thereunder are summaries of certain anticipated provisions thereof and do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable Trust Indenture.

Each Trust Indenture may provide that Debt Securities may be issued thereunder up to the aggregate principal amount, which may be authorized from time to time by the Corporation.

The particular terms of each issue of Debt Securities will be described in the related Prospectus Supplement. Such description will include, where applicable:

(a) the designation, aggregate principal amount and authorized denominations of such Debt Securities;

(b) the percentage of the principal amount at which such Debt Securities will be issued;

(c) the date or dates on which such Debt Securities will mature;

(d) the rate or rates per annum at which such Debt Securities will bear interest (if any), or the method of determination of such rates (if any);

(e) the dates on which any such interest will be payable and the record dates for such payments;

(f) the Indenture Trustee of the Debt Security under the Trust Indenture pursuant to which the Debt Securities are to be issued;

(g) the designation and terms of any securities with which the Debt Securities will be offered, if any, and the number of Debt Securities that will be offered with each security;

(h) whether the Debt Securities are subject to redemption or call and, if so, the terms of such redemption or call provisions;

(i) whether such Debt Securities are to be issued in registered form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;

(j) any exchange or conversion terms;

(k) whether the Debt Securities will be subordinated to other liabilities of the Corporation and, if so, to what extent;

(l) certain material Canadian tax consequences of owning the Debt Securities, if any; and

(m) any other material terms and conditions of the Debt Securities.

Debt Securities may be issued at various times with different maturity dates, may bear interest at different rates and may otherwise vary. A Prospectus Supplement may include specific variable terms pertaining to the Debt Securities that are not within the alternatives and parameters described in this Prospectus.

The terms on which a series of Debt Securities may be convertible into or exchangeable for our Subordinate Voting Shares or any of our other securities will be described in the applicable prospectus supplement. These terms may include provisions as to whether conversion or exchange is mandatory, at the option of the holder or at our option, and may include provisions pursuant to which the number of Subordinate Voting Shares or other securities to be received by the holders of such series of Debt Securities would be subject to adjustment.

To the extent any Debt Securities are convertible into Subordinate Voting Shares or other securities, prior to such conversion the holders of such Debt Securities will not have any of the rights of holders of the securities into which the Debt Securities are convertible, including the right to receive payments of dividends or the right to vote such underlying securities.

Warrants

This section describes the general terms that will apply to any Warrants that may be offered by the Corporation pursuant to this Prospectus. Warrants may be offered separately or together with other Securities, as the case may be.

The specific terms of the Warrants, and the extent to which the general terms described in this section apply to those Warrants, will be set forth in the applicable Prospectus Supplement. The Warrants will be issued under a warrant indenture. The applicable Prospectus Supplement will include the details of the warrant indenture governing the Warrants being offered.

The particular terms of each issue of Warrants will be described in the related Prospectus Supplement. Such description will include, where applicable:

(a) the designation of the Warrants;

(b) the number of Warrants being offered and the offering price;

(c) the designation, number and terms of the other Securities purchasable upon exercise of the Warrants;

(d) procedures that will result in the adjustment of those numbers;

(e) the Securities which are underlying the Warrants;

(f) the exercise price of the Warrants;

(g) the dates or periods during which the Warrants are exercisable including any "early termination" provisions;

(h) the expiry date of the Warrants;

(i) the procedure for exercising Warrants into underlying Securities;

(j) any terms, procedures and limitations relating to the transferability, exchange or exercise of the Warrants;

(k) the warrant agent of the Warrants under the warrant indenture pursuant to which the Warrants are to be issued, if applicable;

(l) any minimum or maximum number of Warrant that may be exercised at any one time;

(m) whether such Warrants will be listed in any securities exchange;

(n) whether such Warrants are to be issued in registered form, "book-entry only" form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;

(o) certain material Canadian tax consequences of owning the Warrants (if any); and

(p) any other material terms and conditions of the Warrants.

Subscription Receipts

This section describes the general terms that will apply to any Subscription Receipts that may be offered by the Corporation pursuant to this Prospectus. Subscription Receipts may be offered separately or together with other Securities, as the case may be.

The specific terms of the Subscription Receipts, and the extent to which the general terms described in this section apply to those Subscription Receipts, will be set forth in the applicable Prospectus Supplement. The Subscription Receipts will be issued under a subscription receipt agreement. The applicable Prospectus Supplement will include details of the subscription receipt agreement governing the Subscription Receipts being offered.

The particular terms of each issue of Subscription Receipts will be described in the related Prospectus Supplement. Such description will include, where applicable:

(a) the number of Subscription Receipts being offered;

(b) the price (including whether the price is payable in installments) at which the Subscription Receipts will be offered;

(c) the manner of determining the offering price(s) of the Subscription Receipts;

(d) the Securities into which Subscription Receipts are exchangeable;

(e) the dates or periods during which the Subscription Receipts are convertible into other Securities;

(f) the procedures for the exchange of the Subscription Receipts into Securities;

(g) if applicable, the identity of the Subscription Receipt agent;

(h) the number of Securities that may be exchanged upon exercise of each Subscription Receipt;

(i) the designation and terms of any other Securities with which the Subscription Receipts will be offered, if any, and the number of Subscription Receipts that will be offered with each security;

(j) whether such Subscription Receipts are to be issued in registered form, "book-entry only" form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;

(k) terms applicable to the gross or net proceeds from the sale of the Subscription Receipts plus any interest earned thereon;

(l) certain material Canadian tax consequences of owning the Subscription Receipts (if any); and

(m) any other material terms and conditions of the Subscription Receipts.

Units

Units may be offered separately or together with other Securities, as the case may be. Each Unit may be issued so that the holder of the Unit is also the holder of each Security included in the Unit. Thus, the holder of a Unit may have the rights and obligations of a holder of each included Security. Any agreement under which a Unit may be issued may provide that the Securities included in the Unit may not be held or transferred separately at any time or at any time before a specified date.

Each applicable Prospectus Supplement will set forth the terms and other information with respect to the Units being offered thereby, which may include, among other things, the following (where applicable):

(a) the designation, number and terms of the Units and of the Securities comprising the Units, including the price at which the Units may be offered;

(b) the manner of determining the offering price(s) of the Units;

(c) whether the Units will be issued with any other Securities and, if so, the amount and terms of these Securities;

(d) terms applicable to the gross or net proceeds from the sale of the Units plus any interest earned thereon;

(e) the date on and after which the Securities comprising the Units will be separately transferable;

(f) whether the Securities comprising the Units will be listed on any securities exchange;

(g) any provisions for the issuance, payment, settlement, transfer or exchange of the Units or of the Securities comprising the Units;

(h) any terms, procedures, and limitations relating to the transferability, exchange or exercise of the Units;

(i) whether such Units or the Securities comprising the Units are to be issued in registered form, "book-entry only" form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;

(j) certain material Canadian tax consequences of owning the Securities comprising the Units; and

(k) any other material terms and conditions respecting the Units.

SELLING SECURITYHOLDERS

This Prospectus may also, from time to time, relate to the offering of Subordinate Voting Shares by way of a secondary offering by certain selling securityholders. The terms under which the Subordinate Voting Shares will be offered by selling securityholders will be described in the applicable Prospectus Supplement. The Prospectus Supplement for or including any offering of the Subordinate Voting Shares by selling securityholders will include, where applicable:

(a) the names of the selling securityholders;

(b) the number of Subordinate Voting Shares owned, controlled or directed by each of the selling securityholders;

(c) the number of Subordinate Voting Shares being distributed for the account of each selling securityholders;

(d) the number of Subordinate Voting Shares to be owned, controlled or directed by the selling securityholders after the distribution, and the percentage that number or amount represents of the total outstanding;

(e) Whether the securities referred to in paragraph (a), (b), or (c) are owned both of record and beneficially, of record only, or beneficially only;

(f) if a selling securityholders purchased any of the Subordinate Voting Shares held by it in the 24 months preceding the date of the applicable Prospectus Supplement, the date or dates the selling securityholders acquired the Subordinate Voting Shares; and

(g) if a selling securityholders acquired the Subordinate Voting Shares held by it in the 12 months preceding the date of the applicable Prospectus Supplement, the cost thereof to the selling securityholders in the aggregate on a per security basis.

PRIOR SALES

Information regarding prior sales of Securities will be provided as required in a Prospectus Supplement with respect to the issuance of Securities pursuant to such Prospectus Supplement.

EARNINGS COVERAGE RATIOS

Earnings coverage ratios will be provided in the applicable Prospectus Supplement(s) with respect to any issuance and sale of Debt Securities pursuant to this Prospectus.

TRADING PRICE AND VOLUME

Information regarding trading price and volume of the Securities will be provided as required for all of the Corporation’s issued and outstanding Securities that are listed on any securities exchange, as applicable, in each Prospectus Supplement.

CERTAIN INCOME TAX CONSIDERATIONS

The applicable Prospectus Supplement may describe certain income tax consequences to an investor acquiring any Securities offered thereunder, including, for investors who are non-residents of Canada, whether the payments of principal, interest or distributions, if any, on the Securities will be subject to Canadian non-resident withholding tax.

Prospective investors should consult their own tax advisers prior to deciding to purchase any of the Securities.

RISK FACTORS

Before deciding to invest in any Securities, prospective investors of the Securities should consider carefully the risk factors and the other information contained and incorporated by reference in this Prospectus and the applicable Prospectus Supplement relating to a specific offering of Securities before purchasing the Securities,

including those risks identified and discussed under the heading "Risk Factors" in the Interim MD&A, which is incorporated by reference herein. See "Documents Incorporated by Reference**".**

An investment in the Securities offered hereunder is speculative and involves a high degree of risk. Additional risks and uncertainties, including those that the Corporation is unaware of or that are currently deemed immaterial, may also become important factors that affect the Corporation and its business. If any such risks actually occur, the Corporation's business, financial condition and results of operations could be materially adversely affected. Prospective investors should carefully consider the risks below and the other information elsewhere in this Prospectus and the applicable Prospectus Supplement and consult with their professional advisers to assess any investment in the Corporation.

There is no guarantee that the Securities will earn any positive return in the short term or long term.

A holding of Securities is speculative and involves a high degree of risk and should be undertaken only by holders whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. A holding of Securities is appropriate only for holders who have the capacity to absorb a loss of some or all of their holdings.

Management of the Corporation will have broad discretion with respect to the application of net proceeds received by the Corporation from the sale of Securities under this Prospectus and a future Prospectus Supplement.

Management of the Corporation may spend net proceeds received by the Corporation from a sale of Securities in ways that do not improve the Corporation's results of operations or enhance the value of the Subordinate Voting Shares or its other securities issued and outstanding from time to time. Any failure by management to apply these funds effectively could result in financial losses that could have a material adverse effect on the Corporation's business or cause the price of the securities of the Corporation issued and outstanding from time to time to decline.

The Corporation may sell additional Subordinate Voting Shares or other Securities that are convertible or exchangeable into Subordinate Voting in subsequent offerings or may issue additional Subordinate Voting or other Securities to finance future acquisitions.

The Corporation cannot predict the size or nature of future sales or issuances of securities or the effect, if any, that such future sales and issuances will have on the market price of the Subordinate Voting Shares. Sales or issuances of substantial numbers of Subordinate Voting Shares or other Securities that are convertible or exchangeable into Subordinate Voting Shares, or the perception that such sales or issuances could occur, may adversely affect prevailing market prices of the Subordinate Voting Shares. With any additional sale or issuance of Subordinate Voting Shares or other Securities that are convertible or exchangeable into Subordinate Voting Shares, investors will suffer dilution to their voting power and economic interest in the Corporation. Furthermore, to the extent holders of convertible securities convert or exercise their securities and sell the Subordinate Voting Shares they receive, the trading price of the Subordinate Voting Shares may decrease due to the additional amount of Subordinate Voting Shares available in the market.

The Corporation has not declared and paid dividends in the past, and may not declare and pay dividends in the future.

Any decision to declare and pay dividends in the future will be made at the discretion of the Board and will depend on, among other things, financial results, cash requirements, contractual restrictions, and other factors that the Board may deem relevant. As a result, investors may not receive any return on an investment in the Subordinate Voting Shares unless they sell their Subordinate Voting Shares for a price greater than that which such investors paid for them.

The market price for the Subordinate Voting Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Corporation's control.

The factors which may contribute to market price fluctuations of the Subordinate Voting Shares include the following:

- actual or anticipated fluctuations in the Corporation's quarterly results of operations;
- recommendations by securities research analysts;
- changes in the economic performance or market valuations of companies in the industry in which the Corporation operates;
- addition or departure of the Corporation's executive officers and other key personnel;
- release or expiration of transfer restrictions on outstanding Subordinate Voting Shares;
- sales or perceived sales of additional Subordinate Voting Shares;
- operating and financial performance that vary from the expectations of management, securities analysts and investors;
- regulatory changes affecting the Corporation's industry generally and its business and operations;
- announcements of developments and other material events by the Corporation or its competitors;
- fluctuations to the costs of vital production materials and services;
- changes in global financial markets and global economies and general market conditions, such as interest rates;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Corporation or its competitors;
- operating and share price performance of other companies that investors deem comparable to the Corporation or from a lack of market comparable companies; and
- news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Corporation's industry or target markets.

There is currently no market through which the Securities, other than the Subordinate Voting Shares, may be sold.

As a consequence, purchasers may not be able to resell the Debt Securities, Warrants, Subscription Receipts or Units purchased under this Prospectus and any Prospectus Supplement. This may affect the pricing of the Securities, other than the Subordinate Voting Shares, in the secondary market, the transparency and availability of trading prices, the liquidity of these securities and the extent of issuer regulation. There can be no assurance that an active trading market for the Securities, other than the Subordinate Voting Shares, will develop or, if developed, that any such market, including for the Subordinate Voting Shares, will be sustained.

Shareholders of the Corporation may be unable to sell significant quantities of Subordinate Voting Shares into the public trading markets without a significant reduction in the price of their Subordinate Voting Shares, or at all. There can be no assurance that there will be sufficient liquidity of the Subordinate Voting Shares on the trading markets, or that the Corporation will continue to meet the listing requirements of the TSXV or any other public stock exchange.

The Corporation may lose its "foreign private issuer" status.

Because the Corporation is a "foreign private issuer" under the United States Securities Exchange Act of 1934, as amended, it is exempt from certain provisions of the securities rules and regulations in the United States that are applicable to U.S. domestic issuers.

The Corporation may lose its foreign private issuer status if, as of the last business day of the Corporation's second fiscal quarter for any year, more than 50% of the Corporation's outstanding voting securities (as determined under Rule 405 of the United States Securities Act of 1933, as amended) 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 Corporation's ability to raise capital in private placements or Canadian prospectus offerings. In addition, loss of the Corporation's foreign private issuer status would likely result in increased reporting requirements and increased audit, legal and administration costs. Further, should the Corporation 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 Corporation.

The Corporation could lose its status as a foreign private issuer if all or a portion of the Proportionate Voting Shares directly or indirectly held of record by U.S. residents are converted into Subordinate Voting Shares. The conversion rights attached to the Proportionate Voting Shares 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 Corporation 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 Corporation could potentially lose its foreign private issuer status as a result of future issuances of Subordinate Voting Shares and Proportionate Voting from treasury to the extent such shares are acquired by U.S. residents.

The Debt Securities may be unsecured and will rank equally in right of payment with all of our other future unsecured debt.

The Debt Securities may be unsecured and will rank equally in right of payment with all of our other existing and future unsecured debt. The Debt Securities may be effectively subordinated to all of our existing and future secured debt to the extent of the assets securing such debt. If we are involved in any bankruptcy, dissolution, liquidation or reorganization, the secured debt holders would, to the extent of the value of the assets securing the secured debt, be paid before the holders of unsecured Debt Securities. In that event, a holder of Debt Securities may not be able to recover any principal or interest due to it under the Debt Securities.

In addition, the collateral, if any, and all proceeds therefrom, securing any Debt Securities may be subject to higher priority liens in favor of other lenders and other secured parties which may mean that, at any time that any obligations that are secured by higher ranking liens remain outstanding, actions that may be taken in respect of the collateral (including the ability to commence enforcement proceedings against the collateral and to control the conduct of such proceedings) may be at the direction of the holders of such indebtedness.

Exposure to significant currency fluctuations

Due to the Corporation's present operations in the US and Canada, and intention to expand operations in multiple jurisdictions outside of North America, the Corporation 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 the Corporation's business, financial condition and operating results. In connection with any global expansion, the Corporation may be subject to additional gains or losses against various additional currencies. The Corporation may establish a foreign exchange hedging program in the future, with the objective of minimizing impact of fluctuations in foreign exchange rates.

COVID-19 could have a significant adverse impact on the Corporation's business.

The Corporation's operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. The Corporation cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Corporation, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. Depending on the duration and severity of the current COVID-19 pandemic, it may also have the effect of heightening many of the other risks described herein and in any other disclosure documents of the Corporation including, but not limited to, those risks relating to the successful completion of growth and expansion projects, the ability to obtain any required regulatory approvals in the future, the ability to raise additional capital to meet financial obligations and support business growth, the ability to service obligations under any debt securities and other debt obligations; and complying with the covenants contained in the agreements that govern indebtedness. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Corporation's operations and ability to finance its operations. Even after the

COVID-19 pandemic is over, the Corporation may continue to experience material adverse effects to its business, financial condition and prospects as a result of the continued disruption in the global economy and any resulting recession, the effects of which may persist beyond that time.

The spread of COVID-19 has caused the Corporation to modify its business practices to help minimize the risk of the virus to employees, business partners, and the communities in which the Corporation participates, which could negatively impact the business of the Corporation. To date, the COVID-19 crisis has not materially impacted the Corporation's operations, financial condition, cash flows and financial performance. In response to the outbreak, the Corporation has instituted operational and monitoring protocols to ensure the health and safety of its employees and stakeholders, which follow the advice of local governments and health authorities where it operates. The Corporation has adopted a work from home policy where possible. The Corporation continues to operate effectively whilst working remotely. The Corporation will continue to monitor developments of the COVID-19 pandemic and continuously assess the COVID-19 pandemic's potential further impact on the Corporation's operations and business.

Additionally, diversion of management focus to address the impacts of the COVID-19 pandemic could potentially disrupt the Corporation's operating plans. The extent and continued impact of the COVID-19 pandemic on the Corporation's business will depend on certain developments, including the duration and spread of the outbreak and government responses to the pandemic, all of which are uncertain and cannot be predicted.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed in this Prospectus, including the documents incorporated by reference herein, there are no material interests, direct or indirect, of the directors or officers of the Corporation, any shareholder that beneficially owns more than 10% of the Subordinate Voting Shares or any associate or affiliate of any of the foregoing persons in any transaction within the last three years or any proposed transaction that has materially affected or would materially affect the Corporation or any of its subsidiaries.

EXEMPTIONS

Section 2.2(d) of NI 44-101 –Short Form Prospectus ("**NI 44-101**") requires that the Corporation have a "current AIF" (as defined in NI 44-101), in at least one jurisdiction in which the Corporation is a reporting issuer in order to qualify to file a prospectus under NI 44-101 (the "**AIF Requirement**"). The Corporation is relying on the exemption provided in Subsection 2.7(1) of NI 44-101 to be relieved from the AIF Requirement. Subsection 2.7(3) of NI 44-101 provides that (i) an issuer that is not exempt from the requirement in the applicable CD rule (as defined in NI 44-101) to file annual financial statements within a prescribed period after its financial year end, but has not yet been required under the applicable CD rule to file annual financial statements, and (ii) an issuer that has filed a filing statement with the TSXV in connection with a qualifying transaction and such filing statement complied with the with the TSX Venture Exchange Corporate Finance Manual, is exempt from the AIF Requirement.

On June 21, 2021, the Corporation filed the Filing Statement, which included the audited financial statements of the Corporation for the period from incorporation on September 22, 2020 to December 31, 2020, as well as the unaudited financial statements of the Corporation for the three months ended March 31, 2021.

LEGAL MATTERS

Unless otherwise specified in the Prospectus Supplement relating to an offering and sale of Securities, certain legal matters relating to such offering and sale of Securities will be passed upon on behalf of the Corporation by Goodmans LLP, counsel to the Corporation. In addition, certain legal matters in connection with an offering and sale of Securities will be passed upon for any underwriters, dealers or agents by counsel to be designated at the time of such offering and sale by such underwriters, dealers or agents. As of the date hereof the partners and associates of Goodmans LLP, as a group, beneficially own, directly or indirectly, less than 1% of the outstanding securities of the Corporation.

AUDITORS, TRANSFER AGENT AND REGISTRAR

Grant Thornton LLP is the independent auditor of the Corporation and is independent within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

MNP LLP were the auditors of the Corporation (previously existing as Good2Go Corp.) for the period from incorporation on February 28, 2018 to completion of the QT on June 28, 2021. MNP LLP was independent with respect to the Corporation within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

The transfer agent and registrar of the TSX Trust Company at its office in Toronto, Ontario.

PURCHASER'S CONTRACTUAL RIGHTS

Original purchasers of Securities which are convertible, exchangeable or exercisable for other securities of the Corporation will have a contractual right of rescission against the Corporation in respect of the conversion, exchange or exercise of such Securities. The contractual right of rescission will entitle such original purchasers to receive, upon surrender of the underlying securities, the amount paid for the applicable convertible, exchangeable or exercisable Securities (and any additional amount paid upon conversion, exchange or exercise) in the event that this Prospectus, the applicable Prospectus Supplement or an amendment thereto contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of such Securities under this Prospectus and the applicable Prospectus Supplement; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of such Securities under this Prospectus and the applicable Prospectus Supplement. This contractual right of rescission will be consistent with the statutory right of rescission described under Section 130 of the *Securities Act* (Ontario) ("**Securities Act**"), and is in addition to any other right or remedy available to original purchasers under section 130 of the Securities Act or otherwise at law.

PURCHASERS' STATUTORY RIGHTS

Unless otherwise provided in a Prospectus Supplement, the following is a description of a purchaser's statutory rights. Securities legislation in certain of the provinces and territories in Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus, prospectus supplement and any amendment, and with remedies for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser are not sent or delivered to the purchaser. However, purchasers of Securities distributed under an "at-the-market distribution" by the Corporation do not have the right to withdraw from an agreement to purchase the Securities and do not have remedies of rescission or, in some jurisdictions, revisions of the price, or damages for non-delivery of the prospectus, prospectus supplement, and any amendment relating to the Securities purchasers by such purchaser because the prospectus, prospectus supplement, and any amendment relating to the Securities purchased by such purchaser will not be sent or delivered, as permitted under Part 9 of NI 44-102.

In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser contains a misrepresentation. The remedies available to a purchaser for any such failure to deliver or any misrepresentation contained in any prospectus, prospectus supplement or amendment must be exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. Any remedies under securities legislation that a purchaser of such securities distributed under an "at-the-market distribution" by the Corporation may have against the Corporation or its agents for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser contain a misrepresentation, will remain unaffected by the non-delivery of the prospectus referred to above. A purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal advisor.

In an offering of Securities which are convertible, exchangeable or exercisable for other securities of the Corporation, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial securities legislation, to the price at which the convertible securities are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces and territories, if the purchaser pays additional amounts upon conversion of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces and territories. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights and/or consult with a legal advisor.

CERTIFICATE OF THE CORPORATION

Dated: January 7, 2022

This short form prospectus, together with the documents incorporated by reference, will, as of the date of a particular distribution of Securities under this Prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus and the supplement as required by the securities legislation in each of the provinces of Canada (except Quebec).

"Daren Trousdell"	*"Teri Anderson"*
Daren Trousdell	Teri Anderson
Chief Executive Officer	Chief Financial Officer

On Behalf of the Board of Directors

"Elaine Kunda"	*"Darrell MacMullin"*
Elaine Kunda	Darrell MacMullin
Director	Director