

Cassels

FILED BY SEDAR

February 22, 2023

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission
Saskatchewan Financial and Consumer Affairs Authority
The Manitoba Securities Commission
Financial and Consumer Services Commission, New Brunswick
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Government of Newfoundland and Labrador
Office of the Superintendent of Securities, Prince Edward Island

Dear Sirs/Mesdames:

**RE: NowVertical Group Inc. (the “Corporation”)
Prospectus Supplement dated February 22, 2023 (to the Short Form Base Shelf
Prospectus dated January 21, 2022) (the “Supplement”)**

We refer to the Supplement of the Corporation in connection with an offering of units of the Corporation.

We, as counsel to the Agent, hereby consent to the use of and reference to our opinion under the headings “Eligibility for Investment” and “Certain Canadian Income Tax Considerations” and to the reference to our firm name on page 3 of the Supplement and under the headings “Plan of Distribution” and “Interest of Experts”.

We confirm that we have read the Supplement and that we have no reason to believe that there are any misrepresentations in the information contained therein that is derived from our opinions referred to above or that is within our knowledge as a result of the services we performed in connection with such opinions.

Yours truly,

“Cassels Brock & Blackwell LLP”