

June 14, 2021

FILED VIA SEDAR

Alberta Securities Commission
Autorité des marchés financiers
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Financial and Consumer Services Commission, New Brunswick
Manitoba Securities Commission
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Newfoundland and Labrador
Office of the Superintendent of Securities, Prince Edward Island
Ontario Securities Commission
Superintendent of Securities of the Northwest Territories
Superintendent of Securities of Yukon
Superintendent of Securities of Nunavut

Dear Sirs/Mesdames:

Re: (Final) Base PREP Prospectus of VerticalScope Holdings Inc. (the “Issuer”) dated June 14, 2021 (the “Prospectus”)

We refer to the Prospectus of the Issuer relating to the distribution of subordinate voting shares of the Issuer.

We hereby consent to the use of and reference to our name and legal opinions contained in the Prospectus under the headings “The Offering”, “Certain Canadian Federal Income Tax Considerations”, “Eligibility for Investment” and to the use of and reference to our name on the inside of the cover page of the Prospectus and under the heading “Experts”.

We have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in it that are derived from our legal opinions provided in the Prospectus or within our knowledge as a result of the services performed by us in connection with such opinion.

Yours truly,

“Goodmans LLP”

GOODMANS LLP