

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

## NOWVERTICAL GROUP INC. ANNOUNCES UPSIZE AND PRICING OF OVERNIGHT MARKETED PUBLIC OFFERING

TORONTO, ON, November 11, 2021 - NowVertical Group Inc. (TSXV: NOW) (“**NOW**” or the “**Company**”) is pleased to announce that due to strong investor demand, it has increased the size of its previously announced overnight marketed public offering (the “**Offering**”) of units of the Company (the “**Units**”). Under the amended terms, the Company intends to issue the Units at a price of C\$0.95 per Unit, for minimum gross proceeds of C\$5,000,000 and maximum gross proceeds of C\$9,000,015 (“**Maximum Offering Size**”). In the event the Over-Allotment Option (as defined below) is exercised in full under the Maximum Offering Size, the aggregate gross proceeds of the Offering will be C\$10,350,017.

The Company filed a preliminary short form prospectus in respect of the Offering with the securities commissions of each of the Provinces of Canada, except Quebec, on November 10, 2021. The amended terms of the Offering will be included in the final short form prospectus for the Offering.

Each Unit will consist of one subordinate voting share of the Company (each a “**Subordinate Voting Share**”) and one-half of one Subordinate Voting Share purchase warrant (each whole warrant, a “**Warrant**” and collectively the “**Warrants**”). Each Warrant will be 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 Offering.

The Offering will be conducted by Echelon Wealth Partners Inc. (the “**Agent**”), as sole agent and bookrunner.

The Company has granted the Agent an option, exercisable in whole or in part, at any time and from time to time for a period of 30 days from and including the closing of the Offering, to purchase from the Company up to an additional 15% of the Units sold under the Offering, on the same terms and conditions of the Offering, to cover over-allotments, if any, and for market stabilization purposes (the “**Over-Allotment Option**”). The Over-Allotment Option may be exercised by the Agent to purchase additional Units, Subordinate Voting Shares, Warrants or any combination thereof.

The Offering will be completed on a “best efforts” basis through the Agent (i) by way of a short form prospectus filed in each of the Provinces of Canada, other than Quebec; (ii) on a private placement basis in the United States pursuant to exemptions from the registration requirements of the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”); and (iii) outside Canada and the United States on a basis which does not require the qualification or registration of any of the Company’s securities under domestic or foreign securities laws.

The Offering is expected to close on or about December 7, 2021, or such other date as the Company and the Agent may agree. Closing of the Offering is subject to customary closing conditions, including, but not limited to, the execution of an agency agreement and the receipt of all necessary regulatory approvals, including the approval of the securities regulatory authorities and the TSX Venture Exchange.

The Company intends to use the net proceeds of the Offering (i) to increase its sales and marketing team, (ii) to increase its finance and operations team, (iii) for product development, (iv) for general and administrative expenses and (v) to close potential acquisitions.

The preliminary short form prospectus is available on SEDAR at [www.sedar.com](http://www.sedar.com).

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of securities in the United States. The securities have not been and will not be registered under the U.S. Securities Act or any state securities laws and may not be offered or sold within the United States or to U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

**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](http://www.nowvertical.com).

**Forward-Looking Information**

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 closing of the Offering, the proposed use of proceeds from the Offering, and 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 (such risks include, among other things, failure to complete the Offering). 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.