

VerticalScope Announces Normal Course Issuer Bid Renewal

8/11/2023

TORONTO--(BUSINESS WIRE)-- VerticalScope Holdings Inc. ("**VerticalScope**" or the "**Company**") (TSX: FORA), a technology company that has built and operates a cloud-based digital platform for online enthusiast communities, today announced that the Toronto Stock Exchange (the "**TSX**") has accepted the Company's notice of intention to renew their normal course issuer bid ("**NCIB**").

Under the NCIB program, the Company is authorized to purchase up to 920,374 of its subordinate voting shares ("**Shares**") in total, which represents 5% of the issued and outstanding Shares as of August 2, 2023. As of August 2, 2023, the Company had 18,407,481 Shares issued and outstanding and a public float of 9,856,030 Shares.

Purchases will be made through normal course purchases effected through the facilities of the TSX, other designated exchanges and/or alternative Canadian trading systems, or such other means as may be permitted by the Ontario Securities Commission or Canadian Securities Administrators. Pursuant to the NCIB, the Company may acquire, from time to time, up to 5,033 Shares per day (which is equal to 25% of 20,135 Shares, being the average daily trading volume on the TSX for the Company's Shares for six calendar months prior to the date hereof), subject to certain exceptions, including block purchase exceptions. All shares purchased by the Company under the NCIB will be canceled. Purchases may commence on August 16, 2023 and will conclude on the earlier of the date on which the Company has purchased the maximum number of Shares under the NCIB and August 15, 2024. Pursuant to the terms of the Company's credit facilities, it may expend no more than 6% of the net cash proceeds from public equity offerings, including its initial public offering, to acquire Shares under the NCIB.

Previous purchases under a NCIB within the past 12 months were made by the Company on the open market through facilities of the TSX and alternative Canadian trading system at the market price at the time of acquisition. The maximum number of securities sought and approved for purchase was 918,143, of which 100,200 Shares were

actually purchased with the weighted average price paid per Share of \$5.77.

In deciding to establish the NCIB, the Company believes that the market price of the Shares may not adequately reflect their value and that current market conditions provide opportunities for the Company to acquire Shares at attractive prices. In the Company's view, having the option to opportunistically repurchase Shares could be an effective use of its cash resources and could be in the best interests of the Company and its shareholders. It would both enhance liquidity for shareholders seeking to sell and provide an increase in the proportionate interests of shareholders wishing to maintain their positions.

Purchases will be made by the Company in accordance with the requirements of the TSX and the price which the Company will pay for any such Shares will be the market price of any such Shares at the time of acquisition, or such other price as may be permitted by the TSX.

In connection with the NCIB program, the Company has entered into an automatic repurchase plan with its designated broker to allow for purchases of its Shares during certain predetermined black-out periods, subject to certain parameters to be determined as to price and number of shares. Outside of these predetermined black-out periods, shares will be repurchased in accordance with management's discretion, subject to applicable law.

About VerticalScope

Founded in 1999 and headquartered in Toronto, Ontario, VerticalScope is a technology company that has built and operates a cloud-based digital platform for online enthusiast communities in high consumer spending categories. VerticalScope's mission is to enable people with common interests to connect, explore their passions, and share knowledge about the things they love. Through targeted acquisitions and development, VerticalScope has built a portfolio of over 1,200 online communities and over 90 million monthly active users. VerticalScope is listed on the Toronto Stock Exchange (TSX: FORA).

Forward-Looking Statements

This news release contains forward-looking information within the meaning of applicable securities legislation that reflects the Company's current expectations regarding future events. When used in this news release, words such as "should", "could", "intended", "expect", "plan" or "believe" and similar expressions indicate forward-looking statements. Forward-looking information, including the Company's intention to renew and commence the NCIB; the timing, quantity and funding of any purchases of Shares under the NCIB; the expected facilities through which any such purchases may be made, and other matters, is based on a number of assumptions and is subject to a number of risks and uncertainties, many of which are beyond the Company's control. The material assumptions made in making these forward-looking statements include the following: VerticalScope's view with respect to its financial

condition and prospects; the stability of general economic and market conditions and currency exchange rates; the availability of cash resources for, and the permissibility under our credit facility of, repurchases of outstanding Shares under the NCIB; the existence of potentially superior uses for VerticalScope's cash resources than Share repurchases; compliance by third parties with their contractual obligations; compliance with applicable laws and regulations pertaining to the NCIB; that we will continue to have sufficient financial resources to fund currently anticipated financial actions and obligations and to pursue desirable business opportunities. Although the Company believes that its assumptions are reasonable under the circumstances, they may prove to be inaccurate. Such forward-looking statements also involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements or developments expressed or implied by such forward-looking statements. Such factors include, but are not limited to: the availability of cash resources for, and the permissibility under our credit facility of, repurchases of outstanding Shares under the NCIB; compliance with applicable laws and regulations pertaining to normal course issuer bids; a reduction in the size of our "public float" as a result of repurchases made under the NCIB; VerticalScope's future capital requirements; market and general economic conditions; and unforeseen legal or regulatory developments, as well as the factors discussed under "Risk Factors" in the Company's Annual Information Form dated March 31, 2023, which is available on the Company's profile on SEDAR at www.sedar.com. Actual results could differ materially from those projected herein. VerticalScope does not undertake any obligation to update such forward-looking information, whether as a result of new information, future events or otherwise, except as expressly required under applicable securities laws.

Investor inquiries:

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Source: VerticalScope Holdings Inc.