



**FMI CAPITAL  
ADVISORY INC.**

**STRICTLY PRIVATE AND CONFIDENTIAL**

March 31, 2024

**XEMOTO MEDIA LTD.**  
77 King Street West, Suite 2905  
Toronto, ON M5K 1H1

**Attention:** Board of Directors

**Re: Amending Agreement to Exclusive Financial Advisory Agreement**

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This letter will confirm our agreement to amend (the "**Agreement**") the financial advisory agreement between Xemoto Media Ltd. (the "**Company**") and FMI Capital Advisory Inc. ("**FMICA**") dated February 28, 2023 (the "**Advisory Agreement**"). FMICA and the Company, each a "**party**", hereinafter, collectively referred to as the "**parties**").

In consideration of the mutual covenants, terms and conditions set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

**1. Interpretation.**

This Agreement is supplemental to and shall form one agreement with the Advisory Agreement, and the Advisory Agreement and this Agreement shall be read together and have effect so far as practicable as through all the provisions thereof and hereof were contained in one instrument. In this Agreement, including the recitals hereto, unless there is something within the subject matter or context inconsistent therewith, expressions herein, unless otherwise defined herein, have the same meanings as the corresponding expressions defined in the Advisory Agreement.

**2. Amendments to the Advisory Agreement.**

2.1 FMICA shall agree to waive the amount of \$105,900 owing by the Company, leaving a balance of \$204,729.10 owing by Xemoto to FMICA as of December 31, 2023.

**3. Other Provisions.**

3.1 In all other respects, the terms of the Advisory Agreement shall remain in full force and effect between the parties and are otherwise unamended.

3.2 This Agreement may be executed in several counterparts, each of which shall be deemed to be an original, but all of which together will constitute one and the same document.

[signature page follows]

**FMI CAPITAL ADVISORY INC.**

DocuSigned by:  
[Redacted Signature] /s/ "Alex Storcheus"  
Per: \_\_\_\_\_

Name: Alex Storcheus  
Position: Managing Director

*I have authority to bind the corporation*

The foregoing accurately reflects the terms of the Agreement that we hereby agree to enter into, and the undersigned agrees to be legally bound hereby.

Accepted this 31<sup>st</sup> day of March 2024.

**XEMOTO MEDIA LTD.**

DocuSigned by:  
[Redacted Signature] /s/ "Brandon Mina"  
Per: \_\_\_\_\_

Name: Brandon Mina  
Position: CEO

*I have authority to bind the corporation*