



July 5, 2024

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

RE: XS Financial Inc. (the “Company”)

Notice Pursuant to NI 51-102 of Change of Auditor

Dear Sirs / Mesdames:

As required by National Instrument 51-102, we have read the Company’s Change of Auditor Notice (the “Notice”) dated July 5, 2024, and agree with information regarding Urish Popeck & Co., LLC (“UPCO”) contained therein, based upon our knowledge of the information contained in the Notice at this date. We have no basis to agree or disagree with information not related to UPCO.

Very truly yours,

A handwritten signature in black ink that reads "Urish Popeck & Co., LLC".

Urish Popeck & Co., LLC

cc: The Board of Directors, XS Financial Inc.

July 5th, 2024

TO: British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission
Canadian Securities Exchange

Dear Sirs/Madams:

Re: XS Financial Inc. ("the Company")

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations*, I have reviewed the information contained in the Notice of Change of Auditor of the Company dated July 5th, 2024 ("the Notice") and, based on my knowledge of such information at this time, I agree with the statements made in the Notice pertaining to my firm. I advise that I have no basis to agree or disagree with the comments in the Notice pertaining to Urish Popeck & Co., LLC.

Yours very truly,

Link-It Accounting and Financial Services Inc.

Link-It Accounting and Financial Services Inc.
Chartered Professional Accountant
Licensed Public Accountant

XS FINANCIAL INC.

NOTICE OF CHANGE OF AUDITOR

TO: Urish Popeck & Co., LLC

AND TO: Link-It Accounting and Financial Services Inc.

Dated: July 5th, 2024

NOTICE IS HEREBY GIVEN that, on the advice of the Audit Committee of XS Financial Inc. (the "Corporation"), the Board of Directors of the Corporation resolved as of July 5th 2024, that: (a) the resignation of Urish Popeck & Co., LLC, with effect from July 5th 2024, as auditor of the Corporation be accepted, and (b) Link-It Accounting and Financial Services Inc. be appointed as auditor of the Corporation effective as of July 5th, 2024, to hold office until the next annual meeting at a remuneration to be fixed by the directors.

In accordance with National Instrument 51-102 ("**NI 51-102**") we confirm that:

- (a) Urish Popeck & Co., LLC, resigned as auditor of the Corporation at the request of the Board of Directors of the Corporation;
- (b) Urish Popeck & Co., LLC, has not expressed a modified opinion in its reports for the most recently completed fiscal year of the Corporation, nor for the period from the most recently completed period for which Urish Popeck & Co., LLC issued an audit report in respect of the Corporation and the date of this Notice;
- (c) the resignation of Urish Popeck & Co., LLC and appointment of Link-It Accounting and Financial Services Inc. as auditor of the Corporation were considered by the Audit Committee and approved by the Board of Directors of the Corporation; and
- (d) in the opinion of the Board of Directors of the Corporation, no "reportable event" as defined in NI 51-102 has occurred in connection with the audits of the two most recently completed fiscal years of the Corporation, nor any period from the most recently completed period for which Macias Gini & O'Connell LLP, issued an audit report in respect of the Corporation and the date of this Notice.

XS FINANCIAL INC.

per: "David Kivitz"

David Kivitz –Chief Executive Officer