

X T M I N C .

TO: MNP LLP

AND TO: RSM Canada LLP

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

RE: **Notice of Change of Auditor**

XTM Inc. (the “**Corporation**”) hereby delivers the following notice in accordance with Section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”):

1. The Corporation has decided to change its auditor from MNP LLP (the “**Former Auditor**”) to RSM Canada LLP (the “**Successor Auditor**”). Consequently, on November 8th, 2022, the Corporation asked the Former Auditor to resign. The Former Auditor submitted their resignation effective November 11th, 2022.
2. The Successor Auditor has been appointed as the new auditors of the Corporation effective November 11th, 2022.
3. The resignation of the Former Auditor and the appointment of the Successor Auditor was considered and approved by the board of directors of the Corporation (the “**Board**”).
4. There were no modified opinions in the Former Auditor’s reports in connection with the audits of the Corporation for the period commencing at the beginning of the Corporation’s two most recently completed financial years and ending on the date of Former Auditor’s resignation. There have been no further audits of financial statements subsequent to the Corporation’s most recently completed fiscal year and ending on the date of the Former Auditor’s resignation.
5. There are no “reportable events”, as defined in NI 51-102.
6. The Corporation requests that both the Former Auditor and the Successor Auditor review this Notice and each prepare a letter addressed to the applicable securities regulatory authorities, stating, for each statement in this Notice, whether it (i) agrees, (ii) disagrees, and the reasons why, or (iii) has no basis to agree or disagree; and deliver the letter to the Corporation prior to November 15th, 2022.

DATED this 15th day of November, 2022.

Yours very truly,

XTM INC.

Per: _____ /s/ “Paul Dowdall”
Name: Paul Dowdall
Title: Chief Financial Officer