



X1 ENTERTAINMENT GROUP INC.

615 – 800 West Pender Street

Vancouver, BC V6C 2V6

Phone: (604) 802-8492

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of shareholders of X1 Entertainment Group Inc. (the “**Company**”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, BC V6E 4N7 on Thursday, April 6, 2023, at 10:00 a.m., Pacific Time, (the “**Meeting**”).

The Meeting is to be held for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended August 31, 2022, the report of the auditor thereon and the related management discussion and analysis;
2. to elect directors of the Company for the ensuing year;
3. to appoint Smythe LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the auditor’s remuneration;
4. to consider and, if thought fit, to pass an ordinary resolution to ratify, confirm and approve the Company’s 10% “rolling” share option plan, as described in the accompanying Information Circular; and
5. to transact such other business, including amendments to the foregoing, as may properly come before the Meeting or at any adjournment thereof.

An Information Circular accompanies this Notice and contains details of the matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders of record on the Company’s books at the close of business on March 2, 2023 are entitled to attend and vote at the Meeting or at any postponement or adjournment thereof. Each common share is entitled to one vote.

The audited financial statements of the Company for the financial year ended August 31, 2022, the report of the auditor and related management discussion and analysis will be made available at the Meeting, and copies are available on SEDAR at www.sedar.com.

Registered shareholders who are unable to attend the Meeting in person and wish to ensure that their shares will be voted at the Meeting, must complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy.

If your shares are held in a brokerage account you are not a registered shareholder. Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting.

Due to potential unforeseen changes in the ongoing coronavirus COVID-19 outbreak, we recommend all shareholders submit votes by sending in a properly completed and signed form of proxy (or voting instruction form) prior to the Meeting following instructions in this Information Circular. At the date hereof, the Company intends to hold the Meeting at the location stated in the Notice of Meeting. Should any changes to the Meeting occur, the Company will announce any and all changes by way of news release filed under the Company's profile on SEDAR at www.sedar.com.

Dated at Vancouver, British Columbia this 8th day of March, 2023.

BY ORDER OF THE BOARD

“Adam Giddens”

Adam Giddens
Chief Executive Officer