



X1 ENTERTAINMENT GROUP INC.

615 – 800 West Pender Street

Vancouver, BC V6C 2V6

Phone: (604) 802-8492

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**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 August 14, 2024, at 10:00 a.m. (Pacific Time).

The Meeting is to be held for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year ended August 31, 2023, 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 advisable, to pass, with or without variation, an ordinary resolution approving (i) the Company’s acquisition of the Manson Bay Project (as defined herein), and (ii) concurrent Change of Business (as defined herein);
5. to consider, and if thought advisable, to pass, with or without variation, an ordinary resolution approving the Concurrent Financing (as defined herein); and
6. 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 July 8, 2024 are entitled to attend and vote at the Meeting or at any postponement or adjournment thereof. Each common share is entitled to one vote.

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 common 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 common shares will be voted at the Meeting.

Dated at Vancouver, British Columbia this 12th day of July, 2024.

BY ORDER OF THE BOARD

“Latika Prasad”

Latika Prasad
Chief Executive Officer