



July 12, 2024

Canadian Securities Exchange

Dear Sirs/Mesdames:

Re: X1 Entertainment Group Inc.

We refer to the information circular of X1 Entertainment Group Inc. (the "Company") dated July 12, 2024 for the use at the annual general and special meeting of its shareholders to be held on August 14, 2024 (the "Information Circular").

We consent to being named and to the use in the Information Circular, of our report dated December 13, 2023 and December 16, 2022 to the shareholders of the Company on the following consolidated financial statements (collectively, "Financial Statements"):

- Consolidated statements of financial position as at August 31, 2023 and 2022;
- Consolidated statements of loss and comprehensive loss, changes in cash flow, and changes in shareholders' equity (deficiency) for years then ended, and a summary of significant accounting policies and other explanatory information;
- Consolidated statements of financial position as at August 31, 2021; and
- Consolidated statements of loss and comprehensive loss, changes in cash flow, and changes in shareholders' equity for period from September 16, 2020 to August 31, 2021.

We report that we have read the Information Circular and all information therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the Financial Statements upon which we have reported or that are within our knowledge as a result of our audit of such Financial Statements.

We have complied with Canadian generally accepted standards for an auditor's consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the Information Circular, as these terms are defined in the Chartered Professional Accountants of Canada Handbook – Assurance.

This letter is provided solely for the purpose of assisting the stock exchange to which it is addressed in discharging its responsibilities and should not be used for any other purpose.

Yours very truly,

Smythe LLP

Chartered Professional Accountants

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