



October 4, 2023

Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan

Dear Sirs/Mesdames:

Re: Verses AI Inc.

We refer to the short form prospectus of Verses AI Inc. (the "Company") dated October 4, 2023 relating to the distribution of 6,612,849 units of the Company upon the deemed exercise of 6,612,849 special warrants, and issuance of 405,383 broker warrants upon the deemed exercise of 405,383 broker special warrants (the "Prospectus").

We consent to being named in, and to the use through incorporation by reference in the Prospectus, of our report dated June 29, 2023 to the shareholders of the Company on the following consolidated financial statements (collectively, "Financial Statements"):

- Consolidated statement of financial position as at March 31, 2023; and
- Consolidated statements of comprehensive loss, changes in shareholders' equity (deficiency), and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

We report that we have read the Prospectus 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 Prospectus, as these terms are defined in the Chartered Professional Accountants of Canada Handbook – Assurance.

Yours very truly,

Smythe LLP

Chartered Professional Accountants

HLC/em/1004650

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