



Reply To: Richard B. Wong *
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January 7, 2025

To: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority, Saskatchewan
Manitoba Securities Commission
Ontario Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Office of Superintendent of Securities (Prince Edward Island)
Office of Superintendent of Securities Service Newfoundland and Labrador
Office of the Yukon Superintendent of Securities
Office of Superintendent of Securities (Northwest Territories)
Cboe Canada Inc.

Dear Sirs/Mesdames:

**Re: VERSES AI INC. (THE “COMPANY”) PROSPECTUS SUPPLEMENT DATED
JANUARY 7, 2025 TO THE SHORT FORM BASE SHELF PROSPECTUS DATED
SEPTEMBER 26, 2024**

As Canadian tax counsel for the Company, we hereby consent to: (i) being named in the Prospectus, and (ii) the Company’s use and reference in the Prospectus of our opinions relating to the disclosure in the “Certain Canadian Federal Income Tax Considerations” and “Eligibility for Investment”) sections of the Prospectus (the “**Opinions**”).

We confirm that we have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in it that are: (i) derived from the Opinions, or (ii) within our knowledge as a result of the services performed by us in connection with the Opinions.

This letter is provided to the persons to which it is addressed pursuant to the requirements of applicable securities legislation.

“THORSTEINSSONS LLP”

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