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Ontario Securities Commission
Alberta Securities Commission
British Columbia Securities Commission
The Manitoba Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Office of the Superintendent of Securities Service Newfoundland and Labrador
Office of the Superintendent of Securities (Prince Edward Island)
Financial and Consumer Affairs Authority of Saskatchewan
Office of the Yukon Superintendent of Securities
Office of the Superintendent of Securities (Northwest Territories)
Nunavut Securities Office

Dear Sirs/Mesdames:

Re: FG Acquisition Corp. (the "Issuer") Final Long Form Non-Offering Prospectus dated August 2, 2024 (the "Prospectus")

We refer to the Prospectus of the Issuer relating to the Issuer's qualifying acquisition.

We hereby consent to the use of and reference to our legal opinions contained in the Prospectus under the headings "Background to the MDI Acquisition", "Eligibility for Investment" and "Certain Canadian Federal Income Tax Considerations" and to the use of and reference to our name under the heading "Experts and Interests of Experts".

We have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in it that are derived from our legal opinions provided in the Prospectus or within our knowledge as a result of the services performed by us in connection with such opinion.

This letter is delivered to the addressees pursuant to the requirements of securities legislation.

Yours truly,

"Mark Spiro"
Mark Sprio, on behalf of
GOODMANS LLP