

SCHEDULE "D"

FORM OF U.S. PURCHASER CERTIFICATION UPON EXERCISE OF WARRANTS

VERSES AI INC.
205 - 810 Quayside Drive
New Westminster, British Columbia
V3M 6B9

Attention: Chief Executive Officer

- and to -

ENDEAVOR TRUST CORPORATION.

as Warrant Agent

Dear Sirs:

We are delivering this letter in connection with the purchase of Class A Subordinate Voting Shares (the "Class A Shares") of VERSES AI INC., a Company incorporated under the laws of the Province of British Columbia (the "Company") upon the exercise of warrants of the Company ("Warrants"), issued under the warrant indenture dated as of December 16, 2022 between the Company and ENDEAVOR TRUST CORPORATION.

We hereby confirm that:

- (a) we are an institutional "accredited investor" (satisfying one or more of the criteria set forth in Rule 501 (a)(1),(2),(3) or (7) of Regulation D under the United States Securities Act of 1933 (the "U.S. Securities Act")) who is also a "Qualified Purchaser" (as defined in Section 2(a) (51) of, and related rules under, the *United States Investment Company Act of 1940*, as amended (the "1940 Act"));
- (b) we are purchasing the Class A Shares for our own account;
- (c) we have such knowledge and experience in financial and business matters that we are capable of evaluating the merits and risks of purchasing the Class A Shares;
- (d) we are not acquiring the Class A Shares with a view to distribution thereof or with any present intention of offering or selling any of the Class A Shares, except (A) to the Company, (B) outside the United States in accordance with Rule 904 under the U.S. Securities Act or (C) inside the United States in accordance with Rule 144 under the U.S. Securities Act, if applicable, and in compliance with applicable state securities laws;
- (e) we acknowledge that we have had access to such financial and other information as we deem necessary in connection with our decision to exercise the Warrants and purchase the Class A Shares; and

(f) we acknowledge that we are not purchasing the Class A Shares as a result of any general solicitation or general advertising, including advertisements, articles, notices or other communications published in any newspaper, magazine or similar media or broadcast over radio, television, or any seminar or meeting whose attendees have been invited by general solicitation or general advertising.

We understand that the Class A Shares are being offered in a transaction not involving any offering within the United States within the meaning of the U.S. Securities Act and that the Class A Shares have not been and will not be registered under the U.S. Securities Act. We further understand that any Class A Shares acquired by us will be in the form of definitive physical certificates and that such certificates will bear a legend reflecting the fact that we will not offer, sell or otherwise transfer any of the Class A Shares, directly or indirectly, unless (i) the sale is to the Company; (ii) the sale is made outside the United States in compliance with the requirements of Rule 904 of Regulation S under the U.S. Securities Act; or (iii) the sale is made in the United States (A) pursuant to an exemption from registration under the U.S. Securities Act provided by Rule 144 thereunder, if available, and in compliance with any applicable state securities laws or (B) pursuant to a transaction that does not require registration under the U.S. Securities Act or applicable state securities laws, and in the case of each of (A) and (B), the purchaser meets the definition of Qualified Purchaser and the seller has furnished to the Company an opinion to such effect from counsel of recognized standing reasonably satisfactory to the Company prior to such offer, sale or transfer.

We acknowledge that you will rely upon our confirmations, acknowledgements and agreements set forth herein, and we agree to notify you promptly in writing if any of our representations or warranties herein ceases to be accurate or complete.

DATED this ____ day of ____ 20__.

(Name of U.S. Purchaser)

By: _____

Name:

Title: