

## **UNDERTAKING**

**TO: Ontario Securities Commission (as principal regulator)**  
**British Columbia Securities Commission**  
**Alberta Securities Commission**  
**Financial and Consumers Affairs Authority, Securities Division, Saskatchewan**  
**The Manitoba Securities Commission**  
**Autorité des marchés financiers**  
**Nova Scotia Securities Commission**  
**New Brunswick Financial and Consumer Services Commission**  
**Prince Edward Island Office of the Superintendent of Securities**  
**Office of the Superintendent of Securities Service Newfoundland and Labrador**  
**Office of the Yukon Superintendent of Securities**  
**Northwest Territories Securities Commission**  
**Office of the Superintendent of Securities (Nunavut)**

**RE: Auxly Cannabis Group Inc. (the "Issuer")**  
**Prospectus supplement to the short form base shelf prospectus dated March 18, 2021 of the Issuer dated March 23, 2021 (the "Shelf Prospectus Supplement")**

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The Issuer hereby undertakes to provide to the principal regulator all material contracts not filed or previously filed, which agreements are expected to be entered into in and around the time of closing of any offering under the Shelf Prospectus Supplement in accordance with section 4.2(a)(x) of National Instrument 44-101 - *Short Form Prospectus Distributions*, and the Issuer hereby undertakes to file such agreements on SEDAR under the same project number as that of the Shelf Prospectus Supplement promptly, and in any event, within seven days after each material contract has been executed.

*[The remainder of this page intentionally left blank.]*

DATED the 23rd day of March, 2021.

**AUXLY CANNABIS GROUP INC.**

by: (Signed) "Hugo Alves"

Name: Hugo Alves

Title: Chief Executive Officer