

UNDERTAKING

To: Ontario Securities Commission, Principal Regulator

And to: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Autorité des marchés financiers
Nova Scotia Securities Commission
Financial and Consumer Services Commission, New Brunswick
Office of the Superintendent of Securities Service, Newfoundland and Labrador
Office of the Superintendent of Securities, Northwest Territories
Office of the Superintendent of Securities, Prince Edward Island
Office of the Yukon Superintendent of Securities
Nunavut Securities Office, Department of Justice, Government of Nunavut

Chemtrade Logistics Income Fund (the “Issuer”)

In connection with the filing of the short form prospectus of the Issuer dated January 20, 2017 (the “**Prospectus**”) and with respect to the issuance of subscription receipts of the Issuer, the Issuer hereby undertakes that the Subscription Receipt Agreement (as defined in the Prospectus), will be executed and filed promptly, and in any event, within seven days after the completion of the offering, in accordance with subparagraph 4.2(a)(x) of National Instrument 44-101 – *Short Form Prospectus Distributions*.

[Signature Page to Follow]

DATED January 20, 2017.

**CHEMTRADE LOGISTICS INCOME
FUND**

By: “Mark Davis”
Name: Mark Davis
Title: Chief Executive Officer