

UNDERTAKING

DATE: November 4, 2021

TO: Ontario Securities Commission

AND TO: The securities regulatory authority in each of the other provinces and territories of Canada

RE: Abaxx Technologies Inc. (the “Issuer”) - SEDAR Project No. 3280182
Short form base shelf prospectus dated November 4, 2021 (the “Prospectus”)

In connection with the filing of the Prospectus dated November 4, 2021 and in accordance with Section 12.1 of NI 44-101 – *Short Form Prospectus Distributions* (“**NI 44-101**”), the undersigned, for and on behalf of the Issuer, undertakes that if any debt securities are distributed under the Prospectus and for so long as such debt securities are issued and outstanding, the Issuer will file with the securities regulatory authority in each Province and territory of Canada the periodic and timely disclosure of any credit supporter similar.

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Dated this 4th day of November, 2021.

ABAXX TECHNOLOGIES INC.

per: /s/ Steve Fray
Name: Steve Fray
Title: Chief Financial Officer

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In connection with the filing of the Prospectus dated November 4, 2021 and in accordance with Section 4.2(a)(x) and (x.1) of NI 44-101 – *Short Form Prospectus Distributions* ("**NI 44-101**"), the undersigned, for and on behalf of the Issuer, undertakes that the Issuer will:

1. file any agreement, contract or material contract referred to in section 4.2(a)(iii) or (iii.1) of NI 44-101, as applicable, which not been executed before the filing of the final Prospectus but will be executed on or before the completion of the distribution and which has not been previously filed, promptly and in any event no later than seven days after the execution of the agreement, contract or material contract; and
2. file any document referred to in section 4.2(a)(iii) of NI 44-101 which does not need to be executed in order to become effective and has not become effective before the filing of the final Prospectus, but will become effective on or before the completion of the distribution, promptly and in any event no later than seven days after the document becomes effective.

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Dated this 4th day of November, 2021.

ABAXX TECHNOLOGIES INC.

/s/ Steve Fray

per:

Name: Steve Fray

Title: Chief Financial Officer

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In connection with the filing of the Prospectus dated November 4, 2021 and in accordance with Section 4.1 of NI 44-102 – *Shelf Distributions*, the undersigned, for and on behalf of the Issuer, undertakes that the Issuer or the selling securityholder, as the case may be, will not distribute in the local jurisdiction specified derivatives or asset-backed securities that, at the time of distribution, are novel, unless:

1. the draft shelf prospectus supplement or, if more than one shelf prospectus supplement is to be used, the draft shelf prospectus supplements, pertaining to the distribution of the novel specified derivatives or asset-backed securities have been delivered to the regulator in substantially final form; and
2. either: (i) the regulator has confirmed his or her acceptance of each draft shelf prospectus supplement in substantially final form or each shelf prospectus supplement in final form, or (ii) 10 business days have elapsed since the date of delivery to the regulator of each draft shelf prospectus supplement in substantially final form and the regulator has not provided written comments on the draft shelf prospectus supplement.

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ABAXX TECHNOLOGIES INC.

per: /s/ Steve Fray
Name: Steve Fray
Title: Chief Financial Officer

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In connection with the filing of the Prospectus dated November 4, 2021, the undersigned, for and on behalf of the Issuer, undertakes that it will not distribute warrants that, according to their terms as described in the applicable prospectus supplement, are “novel” specified derivatives within the meaning of Canadian securities legislation, separately to any member of the public in Canada, unless the offering is in connection with and forms part of the consideration for an acquisition or merger transaction or unless such prospectus supplement containing the specific terms of the warrants to be distributed separately is first approved by or on behalf of the securities commissions or similar regulatory authorities in each of the Provinces and Territories of Canada where the warrants will be distributed.

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Dated this 4th day of November, 2021.

ABAXX TECHNOLOGIES INC.

per: /s/ Steve Fray
Name: Steve Fray
Title: Chief Financial Officer