UNDERTAKING

March 2, 2015

FILED BY SEDAR

Ontario Securities Commission
Alberta Securities Commission
British Columbia Securities Commission

Dear Sirs/Mesdames:

Re: Business Combination of Bradstone Financial Corp. and HPB Investments Inc.

WHEREAS, as set out in a non-binding letter of intent between Bradstone Financial Corp. ("Bradstone"), a wholly owned subsidiary of the GC-Global Capital Corp. ("Global"), and HPB Investments Inc. ("HPB"), Bradstone intends to complete a business combination (the "RTO") with HPB to form a new entity (the "Resulting Issuer");

AND WHEREAS, upon completion of the RTO, the current holders of Series A preferred shares and Series B preferred shares of Global (collectively, the "Global Preferred Shares") shall become the majority shareholders of the Resulting Issuer;

AND WHEREAS, in connection with the RTO, HPB will prepare an information circular (the "HPB Circular") to be mailed to its shareholders and filed on SEDAR;

AND WHEREAS, currently, Bradstone owns 22.3% of the issued and outstanding preferred shares of Marathon Mortgage Corporation ("MMC") and 21.8% of the issued and outstanding common shares of MMC.

Global, Bradstone and HPB hereby undertake to:

1. ensure the RTO is completed before May 31, 2015;

2. ensure that, pursuant to section 14.2 of Form 51-102F5 – *Information Circular*, the HPB Circular will include disclosure in respect of Bradstone prescribed under security legislation and described in the form of prospectus that Bradstone would be eligible to use immediately prior to the sending and filing of the HPB Circular, including, audited annual financial statements and management's discussion and analysis of MMC for the years ended December 31 of 2012, 2013 and 2014;

3. before mailing and filing of the HPB Circular, provide a copy thereof to the Ontario Securities Commission, as principal regulator; and

4. before mailing and filing of the HPB Circular, provide the following undertakings to the Ontario Securities Commission, as principal regulator:

   a. in complying with its reporting issuer obligations, the Resulting Issuer will treat MMC as a subsidiary of the Resulting Issuer; however, if generally accepted accounting principles ("GAAP") used by the Resulting Issuer prohibit the consolidation of financial information of MMC and the Resulting Issuer, then, for as long as MMC (including any of its significant business interests) represents a significant asset of the Resulting Issuer, the Resulting Issuer will provide shareholders with separate audited annual financial statements and interim financial reports, prepared in accordance with the same GAAP as the Resulting Issuer's financial statements, and related management's discussion and analysis, prepared in accordance with National Instrument 51-102 – *Continuous Disclosure Obligations* or its successor, for MMC (including information about any of its significant business interests);

b. for so long as the Resulting Issuer is a reporting issuer, the Resulting Issuer will take the appropriate measures to require each person who would be an insider of MMC or a person or company in a special relationship with MMC if MMC were a reporting issuer to: (i) file insider reports about trades in shares of the Resulting Issuer (including securities which are exchangeable into shares of the Resulting Issuer), and (ii) comply with statutory prohibitions against insider trading; and

c. the Resulting Issuer will annually certify that it has complied with the undertakings in paragraphs a. and b. above, and file the certificate on SEDAR concurrently with the filing of its annual financial statements.

Each of Global, Bradstone and HPB hereby confirm that there are prohibitions on the purchase and sale of the Global Preferred Shares by insiders thereof and insiders of MMC and hereby undertake to ensure such prohibitions will remain in effect until the RTO is completed.

GC-GLOBAL CAPITAL CORP.

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Name: JASON EWART
Title: C.E.O.

BRADSTONE FINANCIAL CORP.

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Name: JASON EWART
Title: CEO

HPB INVESTMENTS INC.

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Name:
Title:

information of MMC and the Resulting Issuer, then, for as long as MMC (including any of its significant business interests) represents a significant asset of the Resulting Issuer, the Resulting Issuer will provide shareholders with separate audited annual financial statements and interim financial reports, prepared in accordance with the same GAAP as the Resulting Issuer's financial statements, and related management's discussion and analysis, prepared in accordance with National Instrument 51-102 – *Continuous Disclosure Obligations* or its successor, for MMC (including information about any of its significant business interests);

b. for so long as the Resulting Issuer is a reporting issuer, the Resulting Issuer will take the appropriate measures to require each person who would be an insider of MMC or a person or company in a special relationship with MMC if MMC were a reporting issuer to: (i) file insider reports about trades in shares of the Resulting Issuer (including securities which are exchangeable into shares of the Resulting Issuer), and (ii) comply with statutory prohibitions against insider trading; and

c. the Resulting Issuer will annually certify that it has complied with the undertakings in paragraphs a. and b. above, and file the certificate on SEDAR concurrently with the filing of its annual financial statements.

Each of Global, Bradstone and HPB hereby confirm that there are prohibitions on the purchase and sale of the Global Preferred Shares by insiders thereof and insiders of MMC and hereby undertake to ensure such prohibitions will remain in effect until the RTO is completed.

GC-GLOBAL CAPITAL CORP.

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Name:
Title:

BRADSTONE FINANCIAL CORP.

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Name:
Title:

HPB INVESTMENTS INC.

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Name: Michael Allen
Title: President