

**UNDERTAKING
PURSUANT TO PART 7 OF NATIONAL INSTRUMENT 44-102 - SHELF DISTRIBUTIONS
AND SECTION 4.2(a)(x) AND (x.1) OF NATIONAL INSTRUMENT 44-101 – SHORT FORM
PROSPECTUS DISTRIBUTIONS**

May 19, 2020

TO: Ontario Securities Commission (Principal Regulator)
British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Nova Scotia Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Office of the Superintendent of Securities (Prince Edward Island)
Office of the Superintendent of Securities, Service Newfoundland and Labrador

RE: **Tetra Bio-Pharma Inc. (the "Issuer")**
Prospectus Supplement dated May 19, 2020 (the "Prospectus Supplement") to the
Final Short Form Base Shelf Prospectus dated April 1, 2020 of the Issuer relating to
the issuance of units (composed of one common share in the capital of the Issuer
and one warrant for the purchase of a common share in the capital of the Issuer) of
the Issuer

In connection with the filing of the Prospectus Supplement, the Issuer hereby undertakes to file the following document in accordance with section 4.2(a)(x) and (x.1) of National Instrument 44-101 – *Short Form Prospectus Distributions* with the principal regulator on SEDAR under the same project number as that of the Prospectus Supplement promptly and in any event within seven days after the date on which the document has been executed:

- (i) the Warrant Indenture (as such term is defined in the Prospectus Supplement).

[The remainder of this page has been intentionally left blank. Signature page follows]

DATED this 19th day of May 2020.

TETRA BIO-PHARMA INC.

By: (signed) Sabino Di Paola
Name: Sabino Di Paola
Title: Chief Financial Officer