UNDERTAKING

TO: ONTARIO SECURITIES COMMISSION

RE: Amended and restated underwriting agreement (the "**Underwriting Agreement**") dated June 22, 2017 among Spectra7 Microsystems Inc. (the "**Corporation**") and Canaccord Genuity Corp., Eight Capital and Echelon Wealth Partners Inc. (collectively, the "**Underwriters**")

AND RE: Credit, Security and Guaranty Agreement (the "**Credit Agreement**") dated March 30, 2016 among the Corporation and MidCap Financial Trust (the "**Agent**") and MidCap Financial (the "**Lender**") as amended by the Conditional Waiver and First Amendment to the Credit, Security and Guaranty Agreement dated October 11, 2016, the Second Amendment to the Credit, Security and Guaranty Agreement dated January 17, 2017, the Third Amendment to the Credit, Security and Guaranty Agreement dated May 15, 2017 (the "**Third Amendment**"), and the Consent to Amend Conditions to Effectiveness of the Third Amendment to the Credit, Security and Guaranty Agreement dated June 7, 2017 (the "**Consent**" and, together with the Third Amendment, the "**Amendments**")

This undertaking is being delivered in connection with the filing by the Corporation of a (final) short form prospectus dated June 22, 2017 (the "**Prospectus**") relating to the offering of units of the Corporation (the "**Offering**") pursuant to the terms of the Underwriting Agreement.

As disclosed in the Prospectus under "Use of Proceeds – Loan Facility Interest Repayment", the Amendments, once effective, will, among other things, (i) extend the commencement date for principal payments from June 1, 2017 to June 1, 2018 and (ii) provide the Corporation with the option to extend the maturity date by one year upon satisfaction of certain conditions precedent. As disclosed in the Prospectus under "Use of Proceeds – Loan Facility Interest Repayment", the Amendments shall become effective upon the Corporation meeting the following remaining conditions (i) the Corporation receiving net cash proceeds of at least $3,600,000 in connection with the issuance of securities by the Corporation prior to June 30, 2017 and (ii) the delivery by the Corporation of a certificate to the lender representing a warrant to purchase 750,000 common shares in the capital of the Corporation ("**Common Shares**") at an exercise price per share equal to the volume weighted average trading price of the Common Shares on the facilities of the Toronto Stock Exchange for the five (5) trading days immediately preceding the date of issuance (collectively, the "**Conditions**").

In connection with the filing of the Prospectus, the undersigned hereby undertakes to the Ontario Securities Commission to not close the Offering unless all Conditions to the Amendments will be met upon such closing.

[signature page follows]

DATED this 22nd day of June, 2017.

SPECTRA7 MICROSYSTEMS INC.

By: *(signed) "Raouf Halim"*
Name: Raouf Halim
Title: Chief Executive Officer