NEO PERFORMANCE MATERIALS INC.

UNDERTAKING

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

And to: Autorité des marchés financiers
Office of the Superintendent of Securities, Northwest Territories
Office of the Yukon Superintendent of Securities
Department of Justice, Government of Nunavut

(collectively, the "**Securities Commissions**")

Re: **NEO PERFORMANCE MATERIALS INC.**

(Final) Short Form Prospectus dated February 5, 2021 (the "**Prospectu**s")
Secondary Offering: 4,500,000 Common Shares (C$70,875,000)

SEDAR PROJECT NO. 03164007

REFERENCE IS MADE to the Prospectus pursuant to which Neo Performance Materials Inc. (the "**Company**") offers common shares for distribution, as a secondary offering by selling securityholders.

WHEREAS pursuant to National Instrument 44-101, section 4.2 (a)(iii), (iii.1) and (x.1) the filing of a document not previously filed with the Securities Commissions is a requirement pursuant to the issuance of a receipt by the Ontario Securities Commissions for the Prospectus.

THE UNDERSIGNED advises that:

(a) there may be one or more documents and/or material contracts required to be filed under subsection 12.1(1) and/or section 12.2 of National Instrument 51-102 that relate to the distribution of the Securities pursuant to the Prospectus that have not been executed before the filing of the Prospectus, but such documents would be executed on or before the completion of the distribution of the Securities pursuant to the Prospectus (including, but not limited to, the warrant indenture for any offering of Warrants) (an “**Unfiled Material Document**”); and

(b) there may be one or documents affecting the rights of securityholders required to be filed pursuant to subsection 12.1(1) of National Instrument 51-102 that relate to the distribution of the Securities pursuant the Prospectus that do not need to be executed in order to become effective and have not become effective before the filing of the Prospectus, but such documents would become effective on or before the completion of the distribution the Securities pursuant to the Prospectus (an “**Unfiled Securityholder Document**”); and accordingly, **THE UNDERSIGNED** hereby undertakes to file:

(i) an Unfiled Material Document with each of the Securities Commissions via the System for Electronic Document Analysis and Retrieval (SEDAR) promptly and in any event no later than seven (7) days after the execution of such Unfiled Material Document; and

(ii) an Unfiled Securityholder Document with each of the Securities Commissions via SEDAR promptly and in any event no later than seven (7) days after such Unfiled Securityholder Document becomes effective.

DATED this 5th day of February, 2021.

NEO PERFORMANCE MATERIALS INC.

Per: *\/s/ "Rahim Suleman"*
Rahim Suleman
Chief Financial Officer