

UNDERTAKING OF
GRAPHENE MANUFACTURING GROUP LTD.

To: Alberta Securities Commission (as Principal Regulator)
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Ontario Securities Commission

Re: **Graphene Manufacturing Group Ltd. (the "Company")**
Final Prospectus dated August 27, 2021 (the "Final Prospectus")

Reference is made to the Final Prospectus. Any capitalized terms used but not otherwise defined shall have the meanings ascribed thereto in the Final Prospectus.

The Prospectus qualifies the distribution of 4,900,000 units of the Company (the **"Units"**) at a price of \$2.05 per Unit for aggregate gross proceeds of \$10,045,000 with each Unit consisting of one ordinary share in the capital of the Company (an **"Ordinary Share"**) and one-half of one ordinary Share purchase warrant (a **"Warrant"**), with each such Warrant entitling its holder to purchase one ordinary share of the Company (a **"Warrant Share"**) at a price of \$2.60 per Warrant Share.

The undersigned advises that there may be one or more documents and/or material contracts required to be filed under subsection 4.2(a)(x) of National Instrument 44-101 – *Short Form Prospectus Distributions* that relate to the Units being distributed under the Prospectus that have not been executed before the filing of the Prospectus, but which will be executed on or before the completion of the distribution of the Units under the Prospectus (including, but not limited to, the Warrant Indenture for any offering of Warrants) (each, an **"Unfiled Material Document"**).

Accordingly, the undersigned hereby undertakes to file any Unfiled Material Documents with each of the securities regulatory authorities in Alberta, British Columbia, Saskatchewan and Ontario via SEDAR promptly and in any event no later than seven days after the execution of such Unfiled Material Documents.

Dated as of 27th day of August, 2021

GRAPHENE MANUFACTURING GROUP LTD.

Per: "Craig Nicol"
Craig Nicol
Chief Executive Officer