

UNDERTAKING

TO: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Prince Edward Island
Office of the Superintendent of Securities Service, Newfoundland and Labrador
Office of the Superintendent of Securities, Yukon
Office of the Superintendent of Securities, Northwest Territories
Nunavut Securities Office
Autorité des marchés financiers

RE: Anaergia Inc. (the “**Issuer**”)
Base PREP Prospectus dated June 18, 2021 (the “**Prospectus**”)

The undersigned, for and on behalf of the Issuer, undertakes that the Issuer will file with the Securities Regulators:

- (i) any agreement or contract affecting the rights of securityholders that relates to securities being distributed under the Prospectus required to be filed under subsection 12.1(1) of National Instrument 51-102 *Continuous Disclosure Obligations* (“**NI 51-102**”) that has not been previously filed, and has not been executed before the filing of the Prospectus but will be executed on or before the completion of a distribution of securities under the Prospectus, promptly and in any event no later than seven days after the execution of the agreement or contract;
- (ii) any document affecting the rights of securityholders that relates to securities being distributed under the Prospectus required to be filed under subsection 12.1(1) of NI 51-102, including but not limited to a trust indenture or a supplemental indenture pursuant to which any debt securities of the Issuer are offered, that has not been previously filed, and does not need to be executed in order to become effective and has not become effective before the filing of the Prospectus, but will become effective on or before the completion of a distribution of securities under the Prospectus, promptly and in any event no later than seven days after the document becomes effective; and
- (iii) any material contract required to be filed under section 12.2 of NI 51-102 that has not been previously filed, and has not been executed before the filing of the Prospectus but will be executed on or before the completion of a distribution of securities under the Prospectus, promptly and in any event no later than seven days after the execution of the material contract.

Dated the 18th day of June, 2021.

ANAERGIA INC.

By: “Hani El-Kaissi”
Name: Hani El-Kaissi
Title: Chief Financial Officer