

## **UNDERTAKING**

**TO:** TSX Venture Exchange (the “Exchange”)

**AND TO:** Ontario Securities Commission  
Alberta Securities Commission  
British Columbia Securities Commission  
Nova Scotia Securities Commission  
Superintendent of Securities – Prince Edward Island

(collectively, the “Commissions”)

**RE:** Celestial Acquisition Corp. (the “Corporation”)

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In connection with the filing by the Corporation of a final prospectus with the Commissions and the Exchange relating to the offering of common shares in the capital of the Corporation (the “**Offering**”), the undersigned undertakes to the Exchange, following closing of the Offering (“**Closing**”) and the grant of certain options to the directors and officers of the Corporation on Closing, to file an amended and restated Form 2F CPC Escrow Agreement (the “**Escrow Agreement**”) with the Exchange reflecting the amount of securities held by each director and officer following Closing. The Corporation undertakes to file the Escrow Agreement promptly via SEDAR and in any event within seven (7) days after Closing.

**DATED** this 30th day of November, 2022.

**CELESTIAL ACQUISITION CORP.**

By: (signed) “*Jared Bottoms*”

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Name: Jared Bottoms

Title: Chief Executive Officer