

LI-FT POWER LTD.
UNDERTAKING

TO: British Columbia Securities Commission, as Principal Regulator

AND TO: Alberta Securities Commission
Ontario Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
New Brunswick Securities Commission
Nova Scotia Securities Commission
Director of Securities, Department of Government Services and Lands, Province of Newfoundland and Labrador
Superintendent of Securities, Government of Prince Edward Island
Autorité des marchés financiers
Northwest Territories Superintendent of Securities
Office of the Yukon Superintendent of Securities
Government of Nunavut – Office of the Superintendent of Securities

RE: Li-FT Power Ltd. (the “**Issuer**”) – final short form base shelf prospectus and amended and restated short form base shelf prospectus dated December 22, 2023 (the “**Prospectus**”) regarding the offering from time to time of common shares, debt securities, warrants, subscription receipts and units (the “**Securities**”) of the Issuer

The undersigned, for and on behalf of the Issuer, undertakes pursuant to sections 4.2(a)(x) and (x.1) of National Instrument 44-101 – Short Form Prospectus Distributions, that the Issuer will file with the Securities Administrators:

- (a) any document affecting the rights of securityholders that relates to the Securities being distributed pursuant to the Prospectus that are required to be filed under section 12.1(1) of National Instrument 51-102 – Continuous Disclosure Obligations (“NI 51-102”); and
- (b) any material contract required to be filed under section 12.2 of NI 51-102;

in each case that has not been previously filed, promptly and, in any event, no later than seven days after the document becomes effective or after the execution of the material contract, as applicable, including without limitation, a copy of any applicable (a) debt indenture for any offering of Debt Securities (as defined in the Prospectus) pursuant to the Prospectus; (b) warrant agreement or indenture for any offering of Warrants (as defined in the Prospectus) pursuant to the Prospectus; (c) subscription receipt agreement for any offering of Subscription Receipts (as defined in the Prospectus) pursuant to the Prospectus; and/or (d) unit agreement for any offering of Units (as defined in the Prospectus) pursuant to the Prospectus.

Dated this 22nd day of December, 2023.

LI-FT POWER LTD.

Per: (signed) “Francis MacDonald”
Francis MacDonald
Chief Executive Officer