

UNDERTAKING

TO: Ontario Securities Commission (as principal regulator)
British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumers Affairs Authority, Securities Division, Saskatchewan
The Manitoba Securities Commission
Nova Scotia Securities Commission
New Brunswick Financial and Consumer Services Commission
Prince Edward Island Office of the Superintendent of Securities
Office of the Superintendent of Securities Service Newfoundland and Labrador

RE: Auxly Cannabis Group Inc. (the "Issuer")
Final short form prospectus dated December 10, 2020 (the "Prospectus")

The Issuer hereby undertakes to provide to the principal regulator all material contracts not filed or previously filed, which agreements are expected to be entered into in and around the time of closing of any offering under the Prospectus in accordance with section 4.2(a)(x) of National Instrument 44-101 - *Short Form Prospectus Distributions*, and the Issuer hereby undertakes to file such agreements on SEDAR under the same project number as that of the Prospectus promptly, and in any event, within seven days after each material contract has been executed.

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Dated this 10th day of December, 2020.

AUXLY CANNABIS GROUP INC.

by: (Signed) Hugo Alves
Name: Hugo Alves
Title: Director, CEO
Authorized Signing Officer