

## UNDERTAKING

**TO:** Autorité des marchés financiers

**FROM:** Spectral Medical Inc. (the “**Company**”)

**RE:** Preliminary short form base shelf prospectus filed on July 3, 2020 (the “**Prospectus**”) relating to the issue and sale from time to time of common shares, debt securities, subscription receipts, warrants and units (collectively, the “**Securities**”)

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In connection with the filing by the Company of the Prospectus, the Company hereby undertakes not to distribute Securities in Canada by way of an “at-the-market distribution” (as contemplated in Part 9 of National Instrument 44-102) (“**ATM**”) under the Prospectus unless the Company has filed an amendment to the Prospectus adding Québec as a jurisdiction in which the Securities will be distributed or otherwise obtained exemptive relief therefrom.

DATED as of July 3, 2020.

### **SPECTRAL MEDICAL INC.**

By: (Signed) “Chris Seto”  
Name: Chris Seto  
Title: Chief Operating Officer and  
Chief Financial Officer