

**UNDERTAKING PURSUANT TO SECTIONS 4.2(a)(iii.1), 4.2(a)(x) AND (x.1) OF
NATIONAL INSTRUMENT 44 101 – SHORT FORM PROSPECTUS DISTRIBUTIONS**

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

**RE: Spectral Medical Inc. (the “Issuer”) – Short Form Prospectus dated October 28, 2022
(the “Prospectus”)**

DATE: October 28, 2022

In connection with the filing of the Prospectus the undersigned hereby undertakes, for and on behalf of the Issuer and not in his personal capacity, to file the following document in accordance with sections 4.2(a)(iii.1), 4.2(a)(x) and (x.1) of National Instrument 44-101 – *Short Form Prospectus Distributions* with the principal regulator on SEDAR under the same project number as that of the Prospectus promptly and in any event within seven days after each has been executed:

(i) Any warrant indenture for any offering of Warrants (as such term is defined in the Prospectus).

[Remainder of page left intentionally blank, signature page follows]

DATED as of the date first written above.

SPECTRAL MEDICAL INC.

By: (signed) "Chris Seto"

Name: Chris Seto

Title: Chief Executive Officer