

UNDERTAKING

TO: Ontario Securities Commission

RE: Revocation of cease trade order dated August 18, 2010 providing that trading in the securities Avalon Works Corp. shall cease (collectively, the "Cease Trade Order")

In this undertaking,

- (a) "restructuring transaction", "reverse takeover" and "reverse takeover acquirer" have the meanings assigned in subsection 1(1) of National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102"), and
- (b) "significant acquisition" has the meaning assigned in Part 8 of NI 51-102.

Avalon Works Corp. (the "Issuer") undertakes to the Ontario Securities Commission that:

1. the Issuer will hold an annual meeting of shareholders within three months after the date on which the Cease Trade Order is revoked; and
2. the Issuer will not complete
 - (a) a restructuring transaction involving, directly or indirectly, an existing or proposed, material underlying business which is not located in Canada,
 - (b) a reverse takeover with a reverse takeover acquirer that has a direct or indirect, existing or proposed, material underlying business which is not located in Canada, or
 - (c) a significant acquisition involving, directly or indirectly, an existing or proposed, material underlying business which is not located in Canada,

unless

- (i) the Issuer files a preliminary prospectus and a final prospectus with the Ontario Securities Commission and obtains receipts for the preliminary prospectus and the final prospectus from the Director under the *Securities Act* (Ontario),
- (ii) the Issuer files or delivers with the preliminary prospectus and the final prospectus the documents required by Part 9 of National Instrument 41-101 *General Prospectus Requirements* ("NI 41-101") including a completed personal information form and authorization in the form set out

in Appendix A of NI 41-101 for each current and incoming director, executive officer and promoter of the Issuer, and

- (iii) the preliminary prospectus and final prospectus contain the information required by applicable securities legislation, including the information required for a probable restructuring transaction, reverse takeover or significant acquisition (as applicable).

DATED this 7th day of August, 2019.

Avalon Works Corp.

By: 
Name: Michael Clemann
Title: President