

UNDERTAKING

(Sections 9.2(a)(xii) and 9.2(a)(xii.1) of National Instrument 41-101 – *General Prospectus Requirements*)

**TO: ONTARIO SECURITIES COMMISSION (PRINCIPAL REGULATOR)
BRITISH COLUMBIA SECURITIES COMMISSION
ALBERTA SECURITIES COMMISSION
FINANCIAL AND CONSUMER AFFAIRS AUTHORITY OF SASKATCHEWAN
THE MANITOBA SECURITIES COMMISSION
AUTORITÉ DES MARCHÉS FINANCIERS (QUÉBEC)
FINANCIAL AND CONSUMER SERVICES COMMISSION (NEW BRUNSWICK)
NOVA SCOTIA SECURITIES COMMISSION
OFFICE OF THE SUPERINTENDENT OF SECURITIES, PRINCE EDWARD ISLAND
OFFICE OF THE SUPERINTENDENT OF SECURITIES, NEWFOUNDLAND AND
LABRADOR
OFFICE OF THE SUPERINTENDENT OF SECURITIES, NORTHWEST TERRITORIES
OFFICE OF THE YUKON SUPERINTENDENT OF SECURITIES
NUNAVUT SECURITIES OFFICE**
(collectively, the “**Securities Regulatory Authorities**”)

RE: STACK CAPITAL GROUP INC. (the “Company”)
– **(Final) Prospectus dated June 9, 2021 filed with the Securities Regulatory Authorities (the “Prospectus”)**

REFERENCE IS MADE to the Prospectus pursuant to which the Company is completing an offering (the “**Offering**”) of units of securities of the Company. Capitalized terms used herein and not herein otherwise defined have the same meanings as are respectively given thereto in the Prospectus.

THE UNDERSIGNED advises that the Warrant Indenture, the Management Agreement, the Business Opportunity Allocation Agreement and the Custody Agreement (collectively, the “**Material Documents**”) referred to in the Prospectus relating to the Offering have not been executed or become effective before the filing of the Prospectus but will be executed or become effective on or before the completion of the distribution of the securities pursuant to the Prospectus and, accordingly, the undersigned hereby undertakes to file a Material Document with the Securities Regulatory Authorities via SEDAR promptly and in any event no later than seven days after the execution of such Material Document or such Material Document becomes effective.

DATED this 9th day of June, 2021.

STACK CAPITAL GROUP INC.

Per: */s/ “Jimmy Vaiopoulos”*

Name: Jimmy Vaiopoulos
Title: Chief Financial Officer