

## QUARTERHILL INC.

### UNDERTAKING

To: Ontario Securities Commission  
The Manitoba Securities Commission  
British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
Financial and Consumer Services Commission, New Brunswick  
Nova Scotia Securities Commission  
The Office of the Superintendent Securities, Prince Edward Island  
Office of the Superintendent of Securities Service,  
Newfoundland & Labrador  
Office of the Superintendent of Securities, NWT  
Office of the Superintendent of Securities Nunavut  
Office of the Yukon Superintendent of Securities  
(collectively, the **Securities Regulators**)

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In connection with the filing of a final short form base shelf prospectus (the **Prospectus**) offering up to \$200,000,000 in aggregate of Common Shares, Preferred Shares, Debt Securities, Warrants, Subscription Receipts and Units of Quarterhill Inc. (the **Issuer**), the Issuer hereby undertakes to file the following documents in accordance with sections 9.2(a)(xii) and 9.2(a)(xii.1) of National Instrument 41-101 – *General Prospectus Requirements* with the principal regulator on SEDAR under the same project number as that of the Prospectus promptly and in any event within seven (7) days after (i) the date on which each document has been executed or (ii) in the case of documents which do not need to be executed to become effective, the date on which each document becomes effective:

- (i) Indenture or Supplemental Indenture for any offering of Debt Securities;
- (ii) Warrant Agreement or Indenture for any offering of Warrants;
- (iii) Subscription Receipt Agreement for any offering of Subscription Receipts; and
- (iv) Unit Agreement for any offering of Units.

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

**DATED** October 19, 2021

**QUARTERHILL INC.**

By: *Prashant R. Watchmaker*

Name: Prashant R. Watchmaker

Title: Senior Vice-President, General Counsel &  
Corporate Secretary