

ACCORD FINANCIAL CORP.

UNDERTAKING

TO: Ontario Securities Commission, as the Principal Regulator

RE: Accord Financial Corp. (the “Issuer”) – Offering (the “Offering”) of \$15,000,000 aggregate principal amount of convertible unsecured subordinated debentures under a final short form prospectus dated December 11, 2018 (the “Prospectus”)

The Issuer hereby undertakes to provide the (i) Trust Indenture and (ii) the Credit Agreement (the “**Agreements**”) and to file such Agreements on SEDAR under the same project number as that of the Prospectus promptly, and, in any event, within seven (7) days of closing of the Offering.

Capitalized terms not defined herein have the meanings ascribed to them in the Prospectus.

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

[Undertaking to file Material Contracts]

DATED the 11th day of December, 2018.

ACCORD FINANCIAL CORP.

By: (Signed) "Simon Hitzig"

Name: Simon Hitzig

Title: Chief Executive Officer