

UNDERTAKING

To: Ontario Securities Commission (collectively, the “**Principal Regulator**”)

Re: DATA Communications Management Corp. (the “**Issuer**”)
Short Form Base Shelf Prospectus dated September 3, 2024 (the “**Prospectus**”), for the offering of
Common Shares, Debt Securities, Warrants, Subscription Receipts and Units of the Issuer
Undertaking Pursuant to Section 4.1 of National Instrument 44-102 – *Shelf Distributions*
(“**NI 44-102**”)

In connection with the filing by the Issuer of the Prospectus, the Issuer hereby undertakes, that the Issuer shall not distribute in the local jurisdiction under the Prospectus specified derivatives or asset-backed securities, as the case may be, that, at the time of distribution, are “novel” (as such term is defined in NI 44-102), unless:

- (a) the draft shelf prospectus supplement or, if more than one shelf prospectus supplement is to be used, the draft shelf prospectus supplements, pertaining to the distribution of the novel specified derivatives or asset-backed securities have been delivered to the Principal Regulator in substantially final form; and
- (b) either:
 - (i) the Principal Regulator has confirmed its acceptance of each draft shelf prospectus supplement in substantially final form or each shelf prospectus supplement in final form, or
 - (ii) 10 business days have elapsed since the date of delivery to the regulator of each draft shelf prospectus supplement in substantially final form and the regulator has not provided written comments on the draft shelf prospectus supplement.

[Remainder of page intentionally left blank.]

DATED September 3, 2024.

**DATA COMMUNICATIONS
MANAGEMENT
CORP.**

Per: /s/ James E. Lorimer

James E. Lorimer

Chief Financial Officer & Corporate Secretary