

UNDERTAKING

TO: Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission
TSX Venture Exchange (the “Exchange”)

RE: ESG Capital 1 Inc. (the “CPC”)
Undertaking re: Section 3.3(a)(ii) of TSXV Policy 2.4 Capital Pool Companies

The undersigned, hereby confirm that:

- (a) they will comply in all respects with the restrictions contained in Part 7 in connection with the expenditure of funds raised prior to Completion of the Qualifying Transaction;
- (b) in the event that the Exchange delists the Listed Shares of the CPC, then within 90 days from the date of such delisting, they will, in accordance with applicable law, wind-up and liquidate the CPC’s assets and distribute its remaining assets, on a pro-rata basis, to its Shareholders unless, within that 90 day period, the Shareholders, pursuant to a majority vote, exclusive of the votes of Non-Arm’s Length Parties to the CPC, approve another use of the remaining assets; and;
- (c) they will provide written confirmation to the Commissions no later than 90 days from the date of delisting, that they have complied with the undertakings at (a) and (b) above.

Dated: August 12, 2021

ESG CAPITAL 1 INC.

Per:

(signed) “*Robert Pollock*”

Robert Pollock
Chief Executive Officer

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By: (signed) “Robert Pollock”
Robert Pollock

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Dated: August 12, 2021

By: (signed) “Pasquale DiCapo”
Pasquale DiCapo

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Dated: August 12, 2021

By: (signed) “David D’Onofrio”
David D’Onofrio

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Dated: August 12, 2021

By: (signed) “David Guebert”
David Guebert