

UNDERTAKING

TO: Ontario Securities Commission

AND TO: Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Financial and Consumer Services Commission (New Brunswick)
Manitoba Securities Commission
Nova Scotia Securities Commission
Office of the Superintendent of Securities (Newfoundland and Labrador)
Officer of the Superintendent of Securities (Prince Edward Island)
British Columbia Securities Commission
(collectively, the “**Regulators**” and the jurisdictions thereof, the “**Filing Jurisdictions**”)

Re: Paragraph 9.2(a)(xii) of National Instrument 41-101 – *General Prospectus Requirements* (the “**NI 41-101**”)

The undersigned, for and on behalf of Gemdale Gold Inc. (the “**Corporation**”), hereby undertakes to the Regulators that the Corporation will file the executed Escrow Agreement and Eldorado IRA, as such terms are defined in the prospectus of the Corporation, dated January 30, 2026 (the “**Prospectus**”), as well as an executed copy of any other unexecuted agreement, contract or material contract as may still be required to be filed pursuant to NI 41-101, promptly and, in any event, for any such agreement, no later than seven days after the execution thereof, in accordance with paragraph 9.2(a)(xii) of National Instrument 41-101.

DATED as of the 30th day of January, 2026

/s/ Toby Strauss
Dr. Toby Strauss
*President, Chief Executive Officer, Corporate
Secretary and Director*