

## Undertaking

April 12, 2012

### **VIA SEDAR**

**TO: Alberta Securities Commission  
British Columbia Securities Commission  
Saskatchewan Financial Services Commission  
Ontario Securities Commission**

**Collectively, the "Commissions"**

Dear Sirs/Mesdames:

**Re: CMX Gold & Silver Corp. - Long Form (Final) Prospectus**

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In connection with the final long form prospectus dated April 11, 2012 (the **Prospectus**) of CMX Gold & Silver Corp. (the **Corporation**), the undersigned hereby undertakes to the Commissions to provide an executed copy of the Warrant Indenture as soon as such agreement is available and in any event not later than the date which is seven days after the Closing Date for this offering.

All capitalized terms used herein and not otherwise defined shall have the meaning ascribed thereto in the Prospectus.

**DATED** April 12, 2012.

**CMX GOLD & SILVER CORP.**

By: (signed) "Jan Alston"  
President and Chief Executive Officer