

## UNDERTAKING

**TO: Ontario Securities Commission**

**RE: Revocation of temporary cease trade order dated February 1, 2019 providing that trading in and acquisitions of the securities of Biosenta Inc. shall cease (collectively, the “Cease Trade Order”)**

In this undertaking,

- (a) “restructuring transaction”, “reverse takeover” and “reverse takeover acquirer” have the meanings assigned in subsection 1(1) of National Instrument 51-102 *Continuous Disclosure Obligations* (“**NI 51-102**”), and
- (b) “significant acquisition” has the meaning assigned in Part 8 of NI 51-102.

Biosenta Inc. (the “**Issuer**”) undertakes to the Ontario Securities Commission that:

- 2. the Issuer will not complete
    - (a) a restructuring transaction involving, directly or indirectly, an existing or proposed, material underlying business which is not located in Canada,
    - (b) a reverse takeover with a reverse takeover acquirer that has a direct or indirect, existing or proposed, material underlying business which is not located in Canada, or
    - (c) a significant acquisition involving, directly or indirectly, an existing or proposed, material underlying business which is not located in Canada,
- unless
- (i) the Issuer files a preliminary prospectus and a final prospectus with the Ontario Securities Commission and obtains receipts for the preliminary prospectus and the final prospectus from the Director under the *Securities Act* (Ontario),
  - (ii) the Issuer files or delivers with the preliminary prospectus and the final prospectus the documents required by Part 9 of National Instrument 41-101 *General Prospectus Requirements* (“**NI 41-101**”) including a completed personal information form and authorization in the form set out in Appendix A of NI 41-101 for each current and incoming director, executive officer and promoter of the Issuer, and

- (iii) the preliminary prospectus and final prospectus contain the information required by applicable securities legislation, including the information required for a probable restructuring transaction, reverse takeover or significant acquisition (as applicable).

DATED this 11 day of September, 2019

**Biosenta Inc.**



By: \_\_\_\_\_

Name: Am Gill

Title: CEO and President