

AUXICO RESOURCES CANADA INC.
230, Notre-Dame Street West, Montreal
Quebec H2Y 1T3, Canada

August 28, 2017

Autorité des marchés financiers
800 Victoria Square, 22 floor
P.O. Box 246, Tour de la Bourse
Montreal QC H4Z 1G3

Alberta Securities Commission
250 - 5th Avenue South-West, Suite 600
Calgary AB T2P 0R4

British Columbia Securities Commission
701 West Georgia Street
P.O. Box 10142, Pacific Centre
Vancouver BC V7Y 1L2

Ontario Securities Commission
20 Queen Street West
20th Floor
Toronto ON, M5H 3S8

Dear Sirs,

Re: Auxico Resources Canada Inc. (the “Company”)
Escrow Agreement – Undertaking

Auxico Resources Canada Inc., does hereby undertake to file to the *Autorité des Marchés Financiers*, acting as principal regulator regarding the Company’s Final Prospectus to be filed this day on SEDAR, the escrow agreement (the “**Escrow Agreement**”) to be entered between the Company and Computershare Investor Services Inc., acting as escrow agent, pursuant to *National Policy 46-201: Escrow for Initial Public Offerings*, in the seven (7) days following the signing of the Escrow Agreement.

Yours Truly,

AUXICO RESOURCES CANADA INC.

Per: (s) Pierre Gauthier
Pierre Gauthier, CEO