

UNDERTAKING

August 30, 2019

VIA SEDAR

**To: British Columbia Securities Commission (as Principal Regulator)
Ontario Securities Commission
Alberta Securities Commission**

Dear Sirs/Mesdames:

**RE: Manning Ventures Inc. (the "Company")
Final Prospectus dated August 30, 2019 (the "Prospectus")
SEDAR Project No. 2932876**

We refer to the Prospectus relating to a proposed distribution of common shares of the Company.

We hereby undertake to provide a breakdown of jurisdictions and amounts raised and to pay additional prescribed fees which may become payable in respect thereof, within thirty (30) days after completion of the distribution under the Prospectus.

Yours truly,

MANNING VENTURES INC.

Per: "Zula Kropivnitski"
Zula Kropivnitski
Chief Financial Officer, Corporate Secretary and Director