

CAPROCK MINING CORP.

UNDERTAKING

TO: Ontario Securities Commission

RE: **CAPROCK MINING CORP.**

(Final) Non-Offering Prospectus dated December 23, 2021 (the "Final Prospectus")

SEDAR PROJECT NO. 03251117

PURSUANT TO the filing of the Final Prospectus of Caprock Mining Corp. (the "**Corporation**") and in accordance with to subsections 9.2(a)(xii) and (xii.1) of National Instrument 41-101 *General Prospectus Requirements* ("**NI 41-101**"), that requires the Corporation to provide an undertaking to file agreements, contracts, material contracts and unexecuted documents that have not previously been filed, and requirement pursuant to the issuance of a receipt by the Ontario Securities Commissions for the Final Prospectus.

THE UNDERSIGNED advises that

- (a) there may be one more agreements, contacts and material contracts required to be filed by the Corporation pursuant to subsection 12.1(1) and/or section 12.2 of National Instrument 51-102 ("**NI 51-102**"), and required to be filed in accordance with sections 9.2 and 9.3 of NI 41-101, that have not been executed before the filing of the Final Prospectus, but such documents would be executed on or before the completion of the distribution of the Securities pursuant to the Final Prospectus (an "**Unfiled Material Document**"); and
- (b) there may be one or documents affecting the rights of securityholders required to be filed by the Corporation pursuant to subsection 12.1(1) of NI 51-102, and required to be filed in accordance with section 9.2 of NI 41-101, that relate to the distribution of the Securities pursuant the Final Prospectus that do not need to be executed in order to become effective and have not become effective before the filing of the Final Prospectus, but such documents would become effective on or before the completion of the distribution of the Securities pursuant to the Final Prospectus (an "**Unfiled Securityholder Document**"); and accordingly

THE UNDERSIGNED, for and on behalf of the Corporation, hereby undertakes that the Corporation will file with the Securities Regulator:

- (i) an Unfiled Material Document with the Securities Regulator via the System for Electronic Document Analysis and Retrieval (SEDAR) promptly and in any event no later than seven (7) days after the execution of such Unfiled Material Document; and

[Remainder of page intentionally left blank; Signature page follows]

- (ii) an Unfiled Securityholder Document with the Securities Regulator via SEDAR promptly and in any event no later than seven (7) days after such Unfiled Securityholder Document becomes effective.

DATED this 23rd day of December, 2021.

CAPROCK MINING CORP.

Per: /s/ "Vishal Gupta"
Vishal Gupta
President, Chief Executive Officer and Secretary