

UNDERTAKING

To: Ontario Securities Commission (Principal Regulator)
Alberta Securities Commission
British Columbia Securities Commission
The Manitoba Securities Commission

Re: **FendX Technologies Inc. (the “Issuer”)**
Short Form Base Shelf Prospectus dated October 31, 2023 (the “Prospectus”)

The Issuer hereby confirms that the Issuer will not offer warrants for sale separately in the local jurisdictions under the Prospectus, unless:

- (a) The offering is in connection with and forms part of the consideration for an acquisition or merger transaction; or
- (b) the draft Prospectus Supplement (as defined in the Prospectus) containing the specific terms of the warrants to be offered separately is first approved for filing by the securities regulatory authorities in each of the provinces of Canada where the warrants will be offered for sale;

provided that for greater clarity, the issuance of warrants as part of units that include common shares in the capital of the Issuer or debt securities (including the issuance of such warrants pursuant to the exercise of any over allotment option or compensation option or warrants that may be granted to underwriters) will not be considered to have been offered for sale separately.

[Remainder of this page intentionally left blank.]

DATED this 31st day of October, 2023.

FENDX TECHNOLOGIES INC.

By: "Carolyn Myers"
Carolyn Myers
Chief Executive Officer