

ADELPHI METALS INC.
Suite 1240 - 789 West Pender Street
Vancouver, British Columbia, V6C 1H2

TO: British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

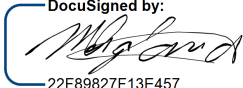
RE: **Adelphi Metals Inc. (the "Issuer")**
Final Long Form Prospectus dated August 16, 2024 (the "Prospectus") filed
pursuant to National Policy 11-202 ("NP 11-202") – *Process for Prospectus Reviews*
in Multiple Jurisdictions

The Issuer hereby undertakes to the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission that it will file a notice of the proceeds realized from the distribution under the Prospectus to purchasers in British Columbia, Alberta and Ontario (collectively, the "**Offering Jurisdictions**") not more than 30 days after the completion of the distribution under the Prospectus.

If the fees payable on account of the proceeds realized by the Issuer from the distribution in any of the Offering Jurisdictions exceed the fees paid in respect of the filing by the Issuer of the Prospectus, the aforesaid notice will be accompanied by an amount equivalent to the excess of such fees.

DATED at Vancouver, British Columbia, this 16th day of August, 2024.

ADELPHI METALS INC.

Per:  DocuSigned by:
Michael England
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Michael England
Director and Chief Executive Officer