

CONSENT RESOLUTIONS OF THE DIRECTORS  
OF  
**UNISYNC CORP.**  
(the “**Company**”)

March 9, 2018

The undersigned, being all of the directors of the Company, hereby consent to and adopt in writing the following resolutions to have the same force and effect as if they had been passed at a meeting of the directors of the Company.

**Share Reclassification**

WHEREAS, the current authorized share structure of the Company consists of an unlimited number of common shares named “Class B Common Shares” (the “**Common Shares**”) and an unlimited number of preferred shares named “Class A Preferred Shares”;

WHEREAS, the Company wishes, in accordance with the Company’s articles and the provisions of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”), to alter the identifying name of its Common Shares from “Class B Common Shares” to “Common Shares” (the “**Reclassification**”); and

WHEREAS, the board of directors consider that it is in the best interest of the Company to effect the Reclassification.

NOW THEREFORE, BE IT RESOLVED THAT, subject to the approval of the TSX Venture Exchange, (the “**Exchange**”):

1. The Reclassification be and is hereby authorized and approved.
2. The Notice of Articles and the Articles of the Company be altered by changing any reference to “Class B Common Shares” to “Common Shares”.
3. The Articles of the Company be altered by deleting Part 27 of the Articles of the Company and replacing them with Part 27 as set out in Schedule A attached hereto.
4. The filing of the Notice of Articles of the Company to effect the Reclassification is hereby authorized and approved.
5. Pursuant to section 259 of the BCBCA, the alteration of the Articles of the Company shall not take effect until these resolutions are received for deposit at the Company’s records office and a Notice of Alteration identifying the date of these resolutions has been filed with the Registrar of Companies.
6. Any director or officer of the Company is authorized and directed to notify the transfer agent of the Company of the Reclassification, and to sign all such documents and instruments and to do such further acts as may be necessary to update the specimen share certificate for the Common Shares or to replace any existing Common Share certificates to reflect the Reclassification.

7. Any director or officer of the Company is authorized and directed to notify the Exchange of the Reclassification and to complete any submissions as required by the Exchange for the Reclassification, including the payment of any fees pursuant to the policies of the Exchange.
8. Any director or officer of the Company is authorized and directed to sign all such documents and instruments, including the alteration to the Notice of Articles, and to do such further acts as may be necessary to give full effect to these resolutions or as may be required to carry out the full intent and meaning thereof.

### **General**

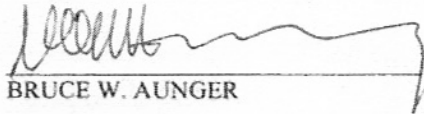
RESOLVED, FURTHER, that any director or officer (each an “**Authorized Person**” and collectively the “**Authorized Persons**”), are, and each one of them is, hereby authorized and empowered, for, on behalf and in the name of the Company, to finalize, execute and deliver all documents, agreements and instruments as may be deemed necessary or appropriate in the sole discretion of any such Authorized Person to consummate the transactions contemplated by these resolutions and all matters ancillary thereto.

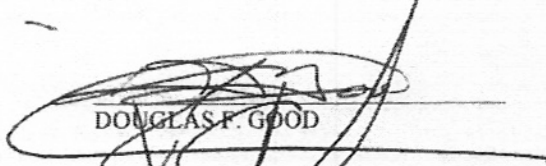
RESOLVED, FURTHER, that the Authorized Persons, are, and each one of them is, hereby authorized and empowered, for, on behalf of and in the name of the Company, to take or cause to be taken all such other actions as may be deemed necessary or appropriate in the sole discretion of any such Authorized Person to consummate the transactions contemplated by these resolutions and all matters ancillary thereto.

RESOLVED, FURTHER, that this Consent Resolution of the Directors may be executed in any number of counterparts (including facsimile or other means of electronic transmission) with the same effect as if all of the directors had signed the same document, and all counterparts shall be construed together and shall constitute one written consent.

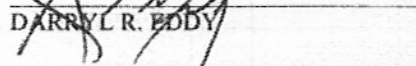
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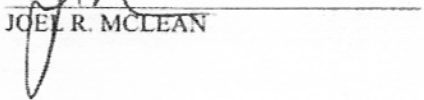
IN WITNESS WHEREOF, the undersigned have executed and delivered this Consent Resolutions of the Directors effective as of the date first set forth above.

  
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BRUCE W. AUNGER

  
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DOUGLAS F. GOOD

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C. MICHAEL O'BRIAN

  
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DARRYL R. EDDY

  
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JOEL R. MCLEAN

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JOSEPH GANTZ

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\_\_\_\_\_  
BRUCE W. AUNGER

*C. M. O'Brien*

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C. MICHAEL O'BRIAN

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JOEL R. MCLEAN

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DOUGLAS F. GOOD

*[Handwritten signature]*

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DARRYL R. EDDY

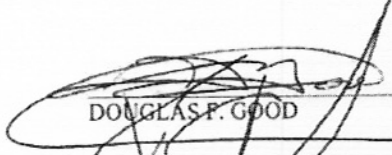
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JOSEPH GANTZ

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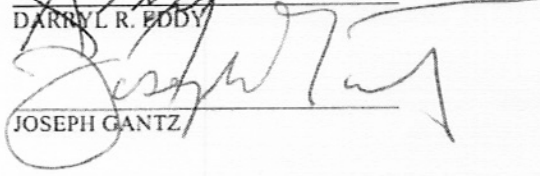
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BRUCE W. AUNGER

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C. MICHAEL O'BRIAN

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JOEL R. MCLEAN

  
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DOUGLAS F. GOOD

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DARRYL R. EDDY

  
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JOSEPH GANTZ

## **SCHEDULE A**

### **27. SPECIAL RIGHTS OR RESTRICTIONS ATTACHED TO THE CLASS A PREFERRED SHARES AND COMMON SHARES**

#### **27.1 Common Shares Without Par Value**

The Common shares (the “Common Shares”) shall be without par value.

#### **27.2 Voting**

The Common Shares shall be entitled to vote at all general meetings of the shareholders of the Company and on a poll to have one vote for each share so held.

#### **27.2 Dividends**

Subject to the rights of the holders of the Class A Preferred Shares (the “Preferred Shares”), the Common Shares shall be entitled to a dividend from time to time as determined by the directors equally share for share.

#### **27.3 Liquidation**

Subject to the rights of the holders of the Preferred Shares, in the event of the liquidation or dissolution of the Company, whether voluntary or involuntary, or other distribution of its assets among its shareholders for the purpose of winding up its affairs, the holders of the Common Shares shall be entitled to receive the remaining property of the Company equally share for share.

#### **27.4 Directors’ Right to Issue Preferred Shares in One or More Series**

The Preferred Shares are issuable from time to time in one or more series, ranking equally on winding-up, to repayment of the amount paid up on such shares, and to carry and be subject to, as a class, the following special rights or restrictions:

1. the directors of the Company may by resolution duly passed before the issue of any Preferred Shares, alter the Notice of Articles and the Articles of the Corporation to fix the number of Preferred Shares in, and to determine the designation of the shares of, each series and to create, define and attach special rights and restrictions to the Preferred Shares of such series, including but without limiting or restricting the generality of the foregoing:
  - (a) the provision, if any, with respect to the rights of holders of such series to receive notice of and to attend and vote at any general meeting of the Company;

- (b) the rights and obligations, if any, relating to the purchase or redemption by the Company of the Preferred Shares of such series and the consideration for and the terms and conditions of such purchase or redemption;
- (c) the right, if any, to convert any Preferred Shares of such series into shares of another class;
- (d) the terms and conditions of any share purchase plan or sinking fund; and
- (e) the restrictions, if any, respecting payment of dividends on any shares ranking junior to the Preferred Shares.

### **27.10 Ranking**

The Preferred Shares shall rank on a parity with each other and with any other shares by their terms ranking equally therewith with respect to the payment of dividends and, on winding-up, repayment of the amount paid up on such shares of the Company, and shall rank prior to the Common Shares or any other shares ranking junior with respect to, on winding-up, repayment of the amount paid up on such shares.