

**MARAPHARM VENTURES INC.**  
(the "Company")

**AUDIT COMMITTEE CONSENT RESOLUTION**

THE FOLLOWING RESOLUTIONS were passed by the Audit Committee of the Company having been consented to in writing by all the Directors of the Company as of the 29th day of November, 2017.

**1. EXECUTION IN COUNTERPART**

BE IT RESOLVED THAT these resolutions may be signed by the directors in as many counterparts as may be necessary, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to bear the date as set forth above.

**2. FINANCIAL STATEMENTS – SECOND QUARTER - JULY, AUGUST, SEPTEMBER 2017**

WHEREAS Management has prepared the Company's interim financial statement for the quarter ended September 30, 2017, including the Management Discussion and Analysis.

BE IT RESOLVED THAT:

- (a) the interim financial statements of the Company for the first quarter ended September 30, 2017 and Management Discussion & Analysis be hereby approved; and
- (b) any two directors of the Company be authorized to execute the same, including the balance sheet, on behalf of the Company, to evidence such approval; and
- (c) The Chief Executive Officer and Chief Financial Officer of the Company, do all that is reasonably necessary to comply with the financial reporting requirements of National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings, and are authorized in their official capacity to execute the applicable certificates.

*"Linda Sampson"*

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Linda Sampson, CEO

*"Yari Nieken"*

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Yari Nieken, Audit Committee Chair

*"Corey Klassen"*

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Corey Klassen, CFO