

**CERTIFIED COPY OF THE MINUTES  
OF A MEETING OF THE BOARD OF DIRECTORS  
OF  
IM CANNABIS CORP.  
(the “Company”)**

**“Consolidation of Common Shares”**

The Chairman advised that the next item to be considered was a consolidation of all of the Company's unissued, or fully-paid issued, common shares (the “**Common Shares**”), on the basis of one (1) new common share for every four (4) existing Common Shares (the “**Consolidation**”), subject to receipt of prior approval from the Canadian Securities Exchange (the “**CSE**”).

The consolidation of the Common Shares at a ratio between three (3) and eight (8) post-Consolidation Common Shares for each one (1) pre-Consolidation Common Shares was approved by shareholders of the Company at a special meeting held on December 16, 2020 (the “**Special Meeting**”). The directors of the Company were to determine the effective date and time for the implementation of the Consolidation, and such Consolidation was to be completed within one year of the Special Meeting.

Upon the effectiveness of the Consolidation, the Company will deliver a letter of transmittal to all shareholders to replace the existing share certificates of the Company that are currently outstanding.

The Chairman advised that the Consolidation is necessary to meet the listing requirements of the NASDAQ exchange.

**UPON MOTION DULY MADE AND UNANIMOUSLY APPROVED**, the board determined that it is in the best interests of the Company to approve and implement the Consolidation as follows:

1. The effective date of the Consolidation shall be February 12, 2021 (the “**Effective Date**”) and the record date of the Consolidation shall be February 16, 2021.
2. All issued and fully paid common shares of the Company shall be consolidated as at the Effective Date, on the basis of one (1) post-Consolidation common share for each four (4) pre-Consolidation common shares, subject to receipt of prior approval from the CSE.
3. Any fractional common shares of the Company upon effectiveness of the Consolidation shall be converted into whole common shares such that each fractional share remaining after the Consolidation that is less than 0.5 of a common share be cancelled and each fractional common share that is 0.5 or higher of a common share shall be changed to one whole common share of the Company (in accordance with section 83 of the *Business Corporations Act* (British Columbia)).
4. The generic form of specimen share certificate in the form provided by the Company's transfer agent, Computershare Investor Services Inc. (“**Computershare**”), complying with the requirements of the Security Transfer Association of Canada be approved as to form to represent common shares in the capital stock of the Company;

5. The signatures or facsimile signatures of any two directors or officers of the Company are hereby authorized to be affixed to the form of specimen share certificate as evidence of the Company's execution thereof.
6. The share certificates of the Company shall be signed manually by or on behalf of Computershare and the signatures of any two officers or directors of the Company may be printed or otherwise mechanically reproduced thereon.
7. Computershare is hereby authorized to countersign the form of specimen share certificate and certificates representing any common shares issued by the Company or transferred by a holder of the common shares, upon and subject to receipt of documentation satisfactory to Computershare.
8. The letter to shareholders and Letter of Transmittal of the Company shall be in substantially the form to be circulated to the directors.
9. The signature or facsimile signature of any director or officer of the Company is hereby authorized to be affixed to the said letter to shareholders as evidence of the Company's approval thereof.
10. Any one (1) director or officer of the Company be and he or she is hereby authorized and directed to do all acts and things and to execute, deliver and file all such documents, whether under the corporate seal of the Company or otherwise, and to do and perform all such acts or things as may be necessary or desirable to give effect to the Consolidation, including, without limitation, applying for CSE approval, the execution, delivery or filing of any such document or the doing of any such act or thing being conclusive evidence of such determination.
11. The execution and delivery of any other agreements, instruments or documents ancillary or incidental to the Consolidation and the associated documents referred to herein which may have been executed or delivered prior to the enactment of these resolutions or the transactions contemplated thereby, regardless of the officer or other employee of the Company who executed such agreement, instrument or document, and regardless of any informality in such execution or delivery, are hereby ratified, approved, adopted and confirmed in all respects."

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**CERTIFICATE**

I, Oren Shuster, Chief Executive Officer of the Company, hereby certify that the foregoing is a true and complete copy of the resolutions adopted by the directors of the Company on February 8, 2021 and that the resolutions remain in full force and effect, without any modifications or amendment thereto.

Signed at on this 9th day of February, 2021.

*"Oren Shuster"*

Name: Oren Shuster

Title: Chief Executive Officer