

## IONIC BRANDS CORP.

### CERTIFIED EXTRACTS OF DIRECTORS' RESOLUTIONS

I, John Gorst, Chief Executive Officer of the Company, hereby certify, for and on behalf of the Company and not in my personal capacity, that the following are true and correct extracts of the resolutions approved by the directors of the Company on January 27, 2021, which resolutions have not been rescinded or amended and are in full force and effect as of the date hereof:

#### **“Consolidation of Shares**

#### **WHEREAS:**

- A. Pursuant to Part 9 of the Articles of the Company, the Company may by directors resolution, consolidate its common shares in the share capital of the Company;
- B. The Board believes it is in the best interests of the Company to proceed with a consolidation of the issued and outstanding common shares of the Company (the **“Shares”**) on the basis of six (6) pre-consolidation Shares for one (1) post-consolidation Share (the **“Consolidation”**).

#### **NOW THEREFORE BE IT RESOLVED:**

- 1. Subject to regulatory approval, the Consolidation of the Company's Shares on the basis of one (1) post-consolidation Share for every six (6) pre-consolidated Shares be and is hereby approved.
- 2. The holdings of any shareholder who would otherwise be entitled to receive a fractional share as a result of the Consolidation shall be rounded up to the next higher whole number if the fraction is 0.5 or greater, and rounded down to the next lower whole number if the fraction is less than 0.5.
- 3. McMillan LLP, legal counsel to the Company, be and are hereby authorized to file with the regulatory authorities all documentation necessary to obtain approval of the Consolidation.
- 4. Upon receipt of regulatory approval for the Consolidation, any director or officer of the Company is authorized to set the record date to give effect to the Consolidation and the resolution described herein shall be deposited at the Company's registered and records office.
- 5. The Company adopt the form of generic share certificate as provided by Odyssey Trust Company (**“Odyssey”**) as the form of certificate for the Company's Shares to reflect the Consolidation.
- 6. Upon receipt of regulatory approval for the Consolidation, Odyssey is hereby authorized to destroy all unused share certificates representing the pre-consolidation Shares.
- 7. Management of the Company, in consultation with the Company's legal counsel, be and is hereby authorized to provide all necessary documents including a letter of transmittal to registered shareholders in order to exchange their old share certificates evidencing their pre-consolidated Shares for new share certificates representing the number of post-consolidated Shares to which they are entitled.
- 8. Any one director or officer of the Company be authorized for and on behalf of the Company to do such things and to execute and deliver, whether under the common seal of the Company or otherwise, all such statements, forms and other documents as such director or officer may consider advisable in connection with the foregoing and to take all such action and do all such things to give effect to the

transactions contemplated by the foregoing resolutions and the execution by any one director or officer shall be conclusive proof of his or her authority to execute the same for and on behalf of the Company.”

**DATED** this 1st day of February, 2021

By: "John Gorst"  
Name: John Gorst  
Title: Chief Executive Officer