

**ZENCHAIN INC.**  
**(the “Corporation”)**

**RESOLUTIONS OF THE SHAREHOLDERS**

The undersigned, being all the shareholders of the Corporation, hereby consent to and adopt the following resolutions, pursuant to the *Canada Business Corporations Act*, as of the 4th day of June, 2018.

**RESOLVED THAT:**

***Directors***

1. The number of directors of the Corporation and the number of directors to be elected at each annual meeting of the shareholders shall be three (3).
2. The following persons are elected as the directors of the Corporation until the first annual meeting of shareholders or until their successors are elected:

Seth Harold Hornby  
Kyle Andrew Reagan  
Jerome Tremblay

***By-law No. 1***

3. By-law No. 1, which was approved by the directors of the Corporation as of the date hereof, is confirmed.

***No Auditor***

4. No auditor shall be appointed for the Corporation for the ensuing year.

***Equity Incentive Plan***

5. The establishment by the Corporation of, and the performance by the Corporation of its obligations under, an equity incentive plan, dated the date hereof (the “**Equity Incentive Plan**”), substantially in the form approved by the directors, all upon the terms and conditions set forth in the Equity Incentive Plan, are authorized, approved, ratified and confirmed.
6. 2,300,000 of the authorized and unissued Non-Voting Common Shares in the capital of the Corporation (the “**Award Shares**”) are reserved and set aside for issuance under the Equity Incentive Plan and the directors are authorized and directed to fix the consideration for the allotment and issuance of the Award Shares issued under the Equity Incentive Plan at the price determined as specified in the Equity Incentive Plan.

***General***

7. Any director or officer of the Corporation is authorized and directed to take all such action and execute all such documents, as such director or officer deems necessary or advisable in order to complete the matters provided for herein.

***[Signature page follows]***

These resolutions may be executed in counterparts and delivered by means of facsimile or portable document format (PDF), each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument and, notwithstanding the date of execution, shall be deemed passed on the date first written above.

*Nikola Davidovic*

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**NIKOLA DAVIDOVIC**

**0982029 B.C. LTD.**

By: *Kyle Reagan*

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Name:

Title:

**ORCA BAY MEDIA INC.**

By: *Seth Hornby*

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Name:

Title: