

ZENCHAIN INC.
(the “Corporation”)

RESOLUTIONS OF THE DIRECTORS

The undersigned, being all the directors of the Corporation, hereby consent to and adopt the following resolutions, pursuant to the *Canada Business Corporations Act* (the “**Act**”), as of the ____ day of _____, 2018.

WHEREAS:

Repurchase of Shares

- A. Orca Bay Media Inc. (the “**Shareholder**”) is the registered and beneficial holder of 2,000,000 Voting Common shares (the “**Common Shares**”) in the capital of the Corporation;
- B. In accordance with the “Repurchase Option” pursuant to Section 2 of the Founder Restricted Share Purchase Agreement dated June 4, 2018 between the Shareholder and the Corporation (the “**Purchase Agreement**”), the Corporation wishes to repurchase for cancellation 2,000,000 Voting Common shares (the “**Repurchase Shares**”) registered in the name of the Shareholder at a price of \$0.000001 per share (the “**Repurchase Price**”);
- C. There are no declared and unpaid dividends on the Voting Common shares in the capital of the Corporation;
- D. There are no reasonable grounds for believing that:
 - (a) the Corporation is, or after the repurchase of the Repurchase Shares, would be unable to pay its liabilities as they become due; or
 - (b) after the repurchase of the Repurchase Shares, the realizable value of the Corporation’s assets would thereby be less than the aggregate of:
 - (i) its liabilities; and
 - (ii) its stated capital of all classes.

RESOLVED THAT:

- 1. The repurchase of the Repurchase Shares at the Repurchase Price for cancellation is hereby authorized, ratified and approved.
- 2. The Corporation is authorized and directed to cancel Share Certificate No. VC-2 representing the Common Shares registered in the name of the Shareholder.

Officer Changes

- 3. The resignation of Kyle Andrew Reagan as Chief Operating Officer of the Corporation is hereby acknowledged.

4. The officer of the Corporation is confirmed as follows:

<u>Name</u>	<u>Title(s)</u>
Seth Harold Hornby	Chief Executive Officer

General

5. Any director or officer is authorized and directed, for and on behalf of the Corporation, to negotiate, finalize, execute and deliver all such further documents, agreements, authorizations, certificates, forms, elections or other instruments, with or without the corporate seal affixed, and to take any and all such further action as such director or officer, in such director or officer's sole discretion, may determine to be desirable in connection with this resolution, such determination to be conclusively evidenced by such director or officer's execution and delivery of any such documents, agreements, authorizations, certificates, forms, elections or other instruments and the doing of any such other act or thing by such director or officer to be conclusive evidence of such determination.

[execution page follows]

These resolutions may be executed in counterparts and such counterparts together shall constitute a single instrument. Delivery of an executed counterpart of these resolutions by electronic means, including by facsimile transmission or by electronic delivery in portable document format (".pdf"), shall be equally effective as delivery of a manually executed counterpart hereof and notwithstanding the date of execution shall be deemed to be effective as of the date set forth above.

Seth Hornby
SETH HAROLD HORNBY

Jerome Tremblay
JEROME TREMBLAY