

AGMEDICA BIOSCIENCE INC. 2472602 ONTARIO INC., 2642466 ONTARIO INC., 8895309 CANADA INC., WELLWORTH HEALTH CORP., 8050678 CANADA INC., 8326851 CANADA INC., TAVIVAT NATURALS INC., WORLDWIDE BEVERAGE INNOVATIONS INC., UNIQUE BEVERAGES (USA) INC., and ESEELA INC.

(the “Applicants”)

**PLAN OF COMPROMISE AND ARRANGEMENT UNDER THE COMPANIES’
CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED**

PLAN RESOLUTION

BE IT RESOLVED THAT:

1. The Plan of Compromise and Arrangement Dated July 29, 2020 filed by the Applicants under the Companies Creditors Arrangement Act, as may be amended, varied, restated or supplemented (the “Plan”), presented to the Meeting be and is hereby authorized and approved;
2. Notwithstanding that this resolution has been passed and the Plan approved by the single Class of the Creditors with Affected Claims, or the Plan has been approved by the CCAA Court, the directors of AgMedica Bioscience Inc. be and they are hereby authorized and empowered to amend or not proceed with its resolution in accordance with the Plan and
3. Any other director or officer of AgMedica Bioscience Inc. be, and he or she is hereby authorized, empowered and instructed, acting for, and in the name of and on behalf of the Applicants, to execute, or cause to be executed under the seal of the respective Applicants or otherwise, and to deliver or cause to be delivered for, on behalf of and in the name of the Applicant, all such documents, agreements and instruments and to do or cause to be done all such other acts and things as such director or officer of an Applicant or Partnership determines to be necessary or desirable in order to carry out the Plan, such determination to be conclusively evidenced by the execution and delivery by such directors and officers of such documents, agreements or instruments or the doing of any such act or thing.