

**PROCEEDINGS OF THE BOARD OF DIRECTORS  
OARC, INC.**

The undersigned, constituting all of the Directors of OARC, Inc. (the "Company") in attendance at the Board of Directors' meeting held on September \_\_\_\_\_, 2017, hereby considered the following matters and adopted the following resolutions:

**Clarification of Members' Rights:**

WHEREAS, as set forth in the Company's Participation Agreement, a copy of which is attached hereto, organizations and individuals may participate in the Company either as "Members" with full voting rights and access to information (as defined in Section 2.2(a) of the Participation Agreement), or as "Supporters" with no voting rights and limited access to information (as defined in Section 2.2(b) of the Participation Agreement); and

WHEREAS, the Company wishes to clarify the distinction between the rights of Members and the rights of Participants with respect to the Company's Bylaws;

NOW THEREFORE, IT IS RESOLVED, that all matters pertaining to the Members as set forth in the Company's Bylaws, including without limitation, voting rights, quorum calculations and other matters contained in Article III, shall pertain only to Members and shall not be applicable to Supporters.

FURTHER RESOLVED, that the officers of the Company are hereby authorized and directed to sign all documents and take all actions necessary and appropriate to implement the actions approved hereby.

This Proceedings of the Board of Directors shall be signed by those Directors in attendance at the meeting of the Board of Directors on the date hereof and shall be incorporated into the official minutes of such meeting.

Dated: September \_\_\_\_\_, 2017

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Peter Hagopian, Director

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Liam Hynes, Director

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Jacques Latour, Director

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George Michaelson, Director

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Ondrej Sury, Director

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Duane Wessels, Director