

**VEGANO FOODS INC.
OFFICER'S CERTIFICATE**

TO: CANADIAN SECURITIES EXCHANGE

AND TO: DAVID SMALLEY LAW CORP.

Re: Vegano Foods Inc. (the "Company")

The undersigned, Conor Power, the Chief Executive Officer and a director of the Company, hereby certifies for and on behalf of the Company, and not in his personal capacity, intending that the same may be relied upon by the addressees hereto without further enquiry, that:

- (a) annexed hereto, forming part hereof and marked as Exhibit "A" is a true and complete excerpt of the consent resolutions of the board of directors of the Company dated as of September 28, 2022 (the "**Resolutions**") relating to the consolidation (the "**Consolidation**") of the common shares of the Company (the "**Common Shares**") on the basis of one (1) post-Consolidation Common Share for every ten (10) pre-Consolidation Common Share to take effect on an effective date to be determined by any one director or officer of the Company. The Resolutions have been duly and validly passed and are in full force and effect, and are un-amended as at the date hereof, and no proceedings have been taken or are pending to amend, supplement, revoke or repeal the Resolutions; and
- (b) on behalf of the Company, the undersigned, hereby determines the effective date of the Consolidation to be October 25, 2022 and the record date of the Consolidation to be October 26, 2022.

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Dated this 20th day of October, 2022.

"Conor Power"

CONOR POWER

Chief Executive Officer and Director

EXHIBIT "A"

Excerpt of Directors' Resolutions dated September 28, 2022

WHEREAS:

- A. The Board wishes to approve a consolidation of the issued and fully paid common shares of the Company (the "**Common Shares**") on the basis of one (1) post-consolidation Common Share (the "**Post-Consolidation Shares**") for every ten (10) pre-consolidation Common Shares (the "**Pre-Consolidation Shares**") (collectively the "**Consolidation**").
- B. Pursuant to section 9.1 of the Company's Articles, the Company may by resolution of the Board consolidate all or any of its unissued or fully paid issued shares in any manner;
- C. The Consolidation is subject to the acceptance of the Canadian Securities Exchange (the "**CSE**").
- D. Pursuant to the provisions of section 83 of the *Business Corporations Act* (British Columbia) (the "**BCBCA**"), if fractional shares are to be converted into whole shares in connection with a change in authorized share structure, each fractional share remaining after conversion that is less than 0.5 of a share must be cancelled and each fractional share that is at least 0.5 of a share must be changed to one whole share.
- E. the Board has determined that it is in the best interests of the Company to complete the Consolidation.

BE IT RESOLVED THAT:

Approval of Consolidation

- 1. Subject to the acceptance of the CSE, the Consolidation is hereby approved and authorized, effective on a date to be determined by any one director or officer of the Company in accordance with the policies of the CSE and after consultation with Endeavor Trust Corporation, the Company's registrar and transfer agent (the "**Transfer Agent**").
- 2. In accordance with the provisions of section 83 of the BCBCA, in the event the Consolidation would otherwise result in the issuance of a fractional Common Share, no fractional Common Share shall be issued in connection with the Post-Consolidation Shares and any fractional Common Share interest of 0.50 or higher will be rounded up to one whole Common Share and any fractional Common Share interest of less than 0.50 will be cancelled.

3. Any one director or officer of the Company is hereby authorized to fix the record date for determining the shareholders of the Company eligible to have their Pre-Consolidation Shares consolidated into the Post-Consolidation Shares, and only shareholders of record on the date so fixed shall be entitled to have their Pre-Consolidation Shares consolidated into the Post-Consolidation Shares.
4. Notwithstanding the foregoing authorization, the Board may, at its discretion, determine not to effect the Consolidation.
5. New forms of share certificates (the “**Share Certificates**”) or DRS statements of advice (the “**DRS Statements**”), as applicable, to represent the Post-Consolidation Shares, in the form as approved by any officer or director of the Company and in compliance with the BCBCA and the policies of the CSE, are approved and adopted as the forms of the Share Certificates or DRS Statements, as applicable, to be used by the Company with respect to the Post- Consolidation Shares, and the signatures of any two directors of the Company be mechanically reproduced thereon, and, before issued, each certificate be countersigned by a duly authorized officer of the Transfer Agent.

Approval of Application to the CSE and New CUSIP

6. The application to the CSE for acceptance of the Consolidation be and is hereby approved and any one officer or director of the Company be and is hereby authorized and directed to do all such further acts and things and execute and deliver or sign and file (as the case may be) all such further agreements, instruments, notices, certificates, applications and other documents (for and on behalf of the Company and whether under corporate seal or otherwise), including the filing of CSE Form 12 – *Notice of Proposed Stock Consolidation* with the CSE as such officer or director may consider necessary or advisable having regard to the foregoing paragraphs of these resolutions and to ensure the performance by the Company of its obligation pursuant to these resolutions.
7. Any one director or officer of the Company is authorized to approve a form of letter of transmittal and to make any required directions or filings with the Transfer Agent and the CSE.
8. Any one director or officer of the Company is authorized and directed for and on behalf of the Company to sign and deliver all other documents and to do all other acts and things, including a request for a new CUSIP number for the Post-Consolidation Shares, as in the opinion of such person may be necessary or desirable to give full effect to the foregoing resolutions.
9. The issuance of Post-Consolidation Shares and Share Certificates or DRS Statements, as applicable, representing such Post-Consolidation Shares by the Company to holders of the Post-Consolidation Shares be and is hereby approved and the Transfer Agent be and is hereby authorized and directed to effect the same in accordance with the instructions of the Company.

General

10. All actions previously taken by any director or officer of the Company in connection with these resolutions are hereby adopted, ratified, confirmed and approved in all respects.
11. The directors and officers of the Company be, and each of them hereby is, authorized and directed to execute and deliver all documents and instruments, to take all actions, including those necessary to obtain any necessary consents or approvals, and to make such filings, for and in the name and on behalf of the Company, as may be necessary or desirable to effect the intent of or in connection with or to give effect to or carry out any of the foregoing resolutions.
12. These resolutions may be executed by the directors of the Company by manual signatures or through the use of electronic signatures, and in as many counterparts as may be necessary, and each of which so signed shall be deemed to be an original and, provided that all of the directors have executed a counterpart, such counterparts together shall constitute one and the same instrument, and notwithstanding the date of execution shall be deemed to bear the date as set forth above. Such executed copy may be transmitted by email or other electronic method of transmission, and the reproduction of signatures by email or other electronic method of transmission will be treated as binding as if originals.