

RESOLUTION

BE IT RESOLVED THAT:

1. The plan of compromise under the *Companies' Creditors Arrangement Act* (Canada) proposed by 2907160 CANADA INC. (formerly known as ProSep Inc.) (the "**Petitioner**"), (as such CCAA Plan may be amended, varied, restated, modified or supplemented by the Petitioner from time to time in accordance with its terms (the "**CCAA Plan**") and the transactions contemplated therein are hereby accepted, approved, agreed to and authorized;
2. Notwithstanding the passing of this resolution by the Affected Creditors (as defined in the CCAA Plan) or the passing of similar resolutions or approvals of the Québec Superior Court (the "**Court**"), the directors of the Petitioner, without further notice to, or approval of, the Affected Creditors (as defined in the CCAA Plan), subject to the terms of the CCAA Plan, may decide not to proceed with the CCAA Plan or may revoke this resolution at any time prior to the CCAA Plan becoming effective, provided that any such decision after the issuance of a sanction order by the Court in respect of the CCAA Plan shall require the approval of the Monitor and of the Court; and
3. The directors or any officers of the Petitioners, are hereby authorized, for and on behalf of the Petitioner, to execute and deliver, or cause to be executed and delivered, any and all documents and instruments and to take or cause to be taken such other actions as he or she may deem necessary or desirable to implement this resolution and the matters authorized hereby, including the transactions required by the CCAA Plan, such determination to be conclusively evidenced by the execution and delivery of such documents or other instruments or taking of any such actions.