

**Strictly Confidential BIOZEST
Inc.
(the "Company")**

Board of Directors Meeting #2

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| Meeting Date: | November 25, 2020 12:15 PM – 1:00 PM EDT (Toronto time) |
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| Directors Confirmed | Joanne Khouryati | Lorri Fehr |
| | Joti Vallabh | Martine Brouillet |
| | Karen Grant | Sherry Shannon-Vanstone |
| | Karen MacKay | Shilpa Joshi |
| | Kimberly Boyle | Sylvie Pilon |
| | Lauri Green | |
| Directors Absent | Nil | |
| Other Attendees (with consent of Chair) | Donna Price, Corporate Secretary of the Company Adela Lang, LHH Knightsbridge | |

NOTICE is hereby given that a meeting of the Board of Directors of the Company will be held on **Wednesday, November 25, 2020 at the hour of 12:15 PM EDT (Toronto Time)** by Zoom videoconference for the purposes set forth in the attached Agenda.

DATED this 23rd day of November 2020.

BY ORDER OF THE BOARD

Donna Price

Signed: Donna Price
Corporate Secretary

AGENDA – BIOZEST INC. BOARD OF DIRECTORS MEETING #2 NOVEMBER 25, 2020

| Time (EDT) | Topic | Lead | Action | Reference-Proposed Resolution / Other |
|-------------------|---|---|---------------------------|--|
| 12:15 p.m. | Welcome and Chair Remarks Confirmation - Consent for Zoom videoconference meeting and Quorum Appointment of Secretary of the Meeting Approval of the Agenda and request for Other Business | Deborah Rosati | For Approval | |
| 12:15 p.m. | Approval of Minutes from last Meeting of the Board of Directors | Deborah Rosati | Deferred | n/a |
| 12:20 p.m. | Discussion – Briefing Report from Chair of Human Resources and Compensation Committee <ul style="list-style-type: none"> • Approval of Appointment of Interim CEO • Approval of Delegation of Authority to a Committee of the Board | Deborah Rosati & Brenda Albert | For Information/ Approval | Proposed Resolution A & B |
| 12:50 p.m. | In Camera Meeting of the Board | | | |
| 1:00 p.m. | Meeting Ends | | | |

Distribution:

Board of Directors
Jennifer Thomas, Chief Human Resources Officer

**FOR INFORMATION
DRAFT - PROPOSED RESOLUTIONS
BOARD OF DIRECTORS OF BIOZEST INC.**

A. Appointment of Interim Chief Executive Officer

WHEREAS the Corporation approved the *Biozest Inc. Succession Plan* dated as of January 1, 2018 (the “Succession Plan”);

AND WHEREAS pursuant to the Succession Plan, the Board of Directors of the Corporation shall, in the event of the unplanned permanent absence of the Chief Executive Officer (“CEO”), appoint an interim CEO;

AND WHEREAS the Board of Directors has determined that it is in the best interests of the Corporation to appoint an Interim CEO.

RESOLVED THAT:

Subject to and conditional upon receipt of the prior written consent(s) to act as an officer(s), [INSERT] is hereby appointed to the position of Interim Chief Executive Officer of the Corporation.

B. Delegation to [Special Committee/HRCC] Under Succession Plan

WHEREAS the Corporation approved the *Biozest Inc. Succession Plan* dated as of January 1, 2018 (the “Succession Plan”);

AND WHEREAS pursuant to the Succession Plan, the Board of Directors of the Corporation shall form a Special Committee of the Board or delegate to a Committee of the Board certain duties of the Board pursuant to the Succession Plan;

AND WHEREAS the Board of Directors may form by resolution of the Board, committees on such terms and conditions as the Board of Directors deems appropriate, whose members will hold their offices at the discretion of the Board of Directors or as otherwise determined by the Board of Directors;

[**AND WHEREAS** the Board of Directors wishes to declare its authorization, approval and ratification of the formation of a Special Committee of the Board of Directors;]

-OR-

[**AND WHEREAS** the Board of Directors wishes to declare its prior authorization and approval of the Human Resources & Compensation Committee of the Board and the delegation to the Committee certain authority regarding the appointment of a permanent Chief Executive Officer;]

RESOLVED THAT: [IF SPECIAL COMMITTEE]

1. The Board of Directors hereby authorizes and approves the formation of a Special Committee of the Board of Directors effective November 25, 2020.
2. The Board of Directors hereby approves and confirms the appointment of the following individuals to the Special Committee:
 [INSERT] (Chair of the Committee)
 [INSERT]
 [INSERT]
3. The Special Committee is hereby authorized and directed to provide a recommendation to the Board of Directors regarding the appointment of a permanent Chief Executive Officer as contemplated pursuant to the Succession Plan.

RESOLVED THAT: [IF HUMAN RESOURCES & COMPENSATION COMMITTEE]

The Human Resources & Compensation Committee of the Board is hereby authorized and directed to provide a recommendation to the Board of Directors regarding the appointment of a permanent Chief Executive Officer as contemplated pursuant to the Succession Plan.