

**WRITTEN CONSENT IN LIEU OF
SPECIAL MEETING OF THE STOCKHOLDERS OF
BROKEN SHED DISTILLERIES, INC.**

May 26, 2018

The undersigned stockholders (the “*Stockholders*”) of Broken Shed Distilleries, Inc., a Delaware corporation (the “*Corporation*”), being the holders of record of shares of capital stock of the Corporation who would be entitled to notice of a special meeting of the Stockholders for the purpose of taking the actions and adopting the resolutions set forth below, do hereby waive such notice, take the following actions and adopt the following resolutions by written consent to action without a meeting pursuant to Section 228(a) of the General Corporation Law of the State of Delaware:

WHEREAS, the Corporation was incorporated pursuant to the General Corporation Law by the filing of a Certificate of Incorporation (the “*Original Certificate*”) with the office of the Secretary of State of the State of Delaware on July 28, 2016; and

WHEREAS, in connection with the conversion of certain obligations of the Corporation under certain promissory notes issued by the Corporation into shares of preferred stock of the Corporation, the Board has determined it advisable and in the best interests of the Corporation to amend and restate the Original Certificate in substantially the form attached hereto as **Exhibit A** (the “*Restated Certificate*”), which Restated Certificate, among other things, designates a class of preferred stock entitled “*Series A Convertible Preferred Stock*” and sets forth the rights, preferences and privileges of the Series A Convertible Preferred Stock.

NOW, THEREFORE, BE IT:

RESOLVED, that the Restated Certificate be, and it hereby is, approved, and adopted in all respects.

This Consent may be executed (a) in one or more counterparts, each of which is deemed an original and all of which together constitute one and the same instrument, and (b) by a Stockholder using a facsimile signature or other electronic means, in which case the Corporation and the other Stockholders are entitled to rely on such signature as conclusive evidence that this Consent has been duly executed by such Stockholder.

This Consent shall be effective as of the date first set forth upon the receipt by the Corporation of signature pages hereto executed by Stockholders holding at least a majority of the outstanding shares of capital stock of the Corporation.

[SIGNATURES TO APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned Stockholders have executed this Consent, which may be executed in one or more counterparts which taken together shall constitute one and the same Consent.

STOCKHOLDERS:

Jonathan Bailey

James B. Kellogg

Samuel A. Brown

Mark D. O'Brien

Jerome Barton

Segura Spencer

Matthew Borsch

W. Bruce Staebler

Jeffrey Currie

Steven B. Turner

Alexandra Wallace Currie

David D. Wakefield, Jr.

William Greenberg

LeDee Wakefield

Theodore C. Hollander

David M. Wallman

Laurie A. Hollander

THE JOHN A. FICHTHORN FAMILY IRREVOCABLE TRUST

By: _____
John A. Fichthorn, Trustee

JOHN W. FITZGERALD GRANDCHILD TRUST

By: _____
John W. Fitzgerald, Trustee

HILLS & BEYOND LIMITED

By: _____
Mark Simmonds

Exhibit A

Restated Certificate