

BROKEN SHED DISTILLERIES, INC.

**CONSENT IN LIEU OF
SPECIAL MEETING OF STOCKHOLDERS**

Pursuant to Section 228 of the Delaware General Corporation Law, the undersigned, being the holders of shares of each class and series of capital stock entitled to vote together or separately on the matters provided below (collectively the “Stockholders”) of Broken Shed Distilleries, Inc., a Delaware corporation (the “*Corporation*”), and having not less than the minimum number of votes that would be necessary to approve the actions taken hereby, by this instrument in lieu of a meeting of stockholders of the Company hereby consent to the adoption of the following resolutions:

WHEREAS, on June 13, 2018, the Corporation’s board of directors (the “Board”) approved and adopted a 2018 Equity Incentive Plan, substantially in the form submitted to the Stockholders and attached hereto as Exhibit A (the “Plan”), in order for the Corporation to provide incentives to, or otherwise reward, designated employees, consultants, advisors and non-employee Board members of the Corporation, in the form of stock options and restricted stock awards to be granted from time to time to such designated persons; and

WHEREAS, the Board hereby submits to the Stockholders the Plan for their approval in compliance with Section 162(m) of the Internal Revenue Code of 1986, as amended, and other applicable laws.

NOW, THEREFORE, BE IT:

RESOLVED, that the Plan be, and it hereby is, approved; and be it further

RESOLVED, that the reserve of 15,000 shares of the common stock, \$0.01 par value per share, of the Corporation, for issuance under the Plan pursuant to stock awards and stock option awards be, and it hereby is, approved; and be it further

RESOLVED, that 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 other Stockholders are entitled to rely on such signature as conclusive evidence that this Consent has been duly executed by such Stockholder.

[signature pages follow]

IN WITNESS WHEREOF, the undersigned Stockholders have executed this Consent, as of the below stated dates.

STOCKHOLDERS:

Jonathan Bailey

James B. Kellogg

Samuel A. Brown

Mark D. O'Brien

Jerome Barton

Spencer Segura

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

2018 EQUITY INCENTIVE PLAN

[attached hereto]