

**AMENDMENT**  
**TO SHARE PURCHASE AGREEMENT**

THIS AMENDMENT TO SHARE PURCHASE AGREEMENT (this “Amendment”) is entered into effective as of the 7<sup>th</sup> day of June 2015, by and among Prana Essentials, Inc., (the “Company”), and the undersigned Investors, entitled to amend the Agreement as investors of 75% of the aggregate Purchase Price. The Company and the Investors shall each be referred to hereinafter as a “Party” and collectively as the “Parties”.

**RECITALS:**

WHEREAS, on March 12, 2015, the Company and certain Investors, entered into that certain Share Purchase Agreement, (the “Agreement”), according to which, one or more additional Investors, may become party to the Agreement and participate in the provision of Additional Investment Amounts (as defined therein); and

WHEREAS, the Company and the undersigned Investors, as investors of 75% of the aggregate Purchase Price, wish to amend the Agreement as set forth herein; and

NOW, THEREFORE, in consideration of the premises and the mutual promises herein made, and in consideration of the representations, warranties, and covenants herein contained, and intending to be legally bound hereby, the Parties hereby agree as follows:

1. Amendment and Joinder to Agreement

1.1. Capitalized terms used herein and not otherwise defined shall have the respective meaning ascribed to them in the Agreement.

1.2. Section 2.3 of the Agreement is hereby amended such that the aggregate amount which may be raised under the Agreement (including all amounts already raised) shall be \$1,500,000 and the period during which Deferred Closing(s) may be consummated shall be extended by additional 90 days, such that the Company shall be entitled to conduct such Deferred Closing(s) during a period of 210 days after the Initial Closing.

2. Counterparts. This Amendment and Joinder may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

**IN WITNESS WHEREOF**, the parties have executed this Amendment and Joinder as of the date and year first above written.

**PRANA ESSENTIALS, INC.**

By: \_\_\_\_\_

Name: Yaron Meerfeld

Title: CEO

**INVESTOR:**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_