

**ACTION TAKEN BY WRITTEN CONSENT  
OF THE DIRECTORS OF  
PRANA ESSENTIALS, INC.  
IN LIEU OF A MEETING  
EFFECTIVE AS OF JUNE 7, 2015**

The undersigned, being all the Directors of Prana Essentials, Inc., a Delaware corporation (the "**Corporation**"), do hereby consent in writing, pursuant to Section 141(f) of the Delaware General Corporation Law, to the following action taken without a meeting, which shall have the same force and effect as if adopted at a duly called meeting of the Board of Directors:

**1. Extension of Round**

RESOLVED, to approve the extension of the time period for consummation of Deferred Closing(s) under the March 12, 2015 Share Purchase Agreement 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. Omnibus Resolution**

RESOLVED, that each of Mr. Richard Amdur or Mr. Yaron Meerfeld (each the "Authorized Officer") is authorized, empowered and directed to do such actions, execute such agreements, instruments and certificates and to further complete such other acts in the name of the Corporation and on its behalf, as he, in his discretion, with or without the advice of appropriate counsel, may deem necessary, appropriate or advisable in order to carry out the intent and purpose of the foregoing resolutions, including, without derogating from the generality of the aforesaid, (i) the execution, delivery and performance of the Finder Agreement and any other agreement or document ancillary to the Finder Agreement; and (ii) the making of filings and the submission of documents with applicable authorities; such determination to be conclusively evidenced by the execution of such further agreement, instrument or certificate or the accomplishment of such further act or thing by the Authorized Officer on behalf of the Corporation.

RESOLVED, that all actions taken by the Authorized Officer which would have been in conformity with the above resolutions if such resolutions had been in effect at the time of such action are hereby ratified, approved and confirmed in all respects as the acts and deeds of the Corporation.

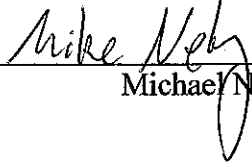
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*[Written Resolution June 2015]*

**In witness whereof, we affix our signatures hereto as of the date set forth above.**

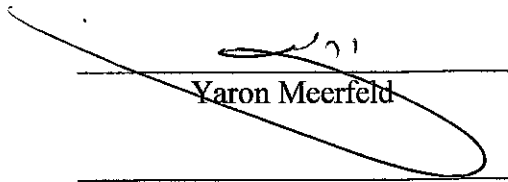


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Daniel Cohen

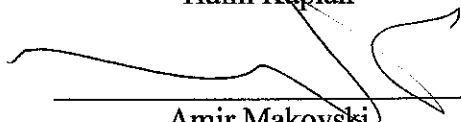


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Michael Netz

\_\_\_\_\_  
Richard Amdur



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Yaron Meerfeld



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Haim Kaplan

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Amir Makovski

*[Written Resolution June 2015]*


In witness whereof, we affix our signatures hereto as of the date set forth above.

\_\_\_\_\_  
Daniel Cohen

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Yaron Meerfeld

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Michael Netz

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Haim Kaplan

  
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Richard Amdur

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Amir Makovski

**ACTION TAKEN BY WRITTEN CONSENT  
OF THE DIRECTORS OF  
PRANA ESSENTIALS, INC.  
IN LIEU OF A MEETING  
EFFECTIVE AS OF MARCH 30, 2015**

The undersigned, being all the Directors of Prana Essentials, Inc., a Delaware corporation (the "**Corporation**"), do hereby consent in writing, pursuant to Section 141(f) of the Delaware General Corporation Law, to the following action taken without a meeting, which shall have the same force and effect as if adopted at a duly called meeting of the Board of Directors:

**1. Extension of Round**

RESOLVED, to approve the extension of the current financing round by an additional \$500,000 (i.e. an aggregate of \$1,500,000), subject to the Board's approval of the identity of new investors in accordance with the Deferred Closing provisions of the current Share Purchase Agreement, and to approve the execution, delivery and performance of the Finder Agreement between the Corporation and Santa Fe Capital Group, including all exhibits and schedules thereto, substantially in the form attached hereto as **Exhibit A**, and the transactions contemplated thereby, including, without limitation, the issuance of Warrants to Santa Fe in accordance with the terms thereof.

RESOLVED, to authorize each of Mr. Richard Amdur or Mr. Yaron Meerfeld to execute the Finder Agreement and all related documents in the name and on behalf of the Corporation and that his sole signature, together with the Corporation's stamp or printed name, shall bind the Corporation for all intents and purposes in connection with the execution, delivery and performance of the Agreement and all related documents.

FURTHER RESOLVED, that in accordance with the provisions of the Shareholders Rights Agreement, the Board hereby confirms that the Santa Fe Warrants and any shares issuable pursuant Warrants shall not be deemed "New Securities" for the purpose of the Shareholders Rights Agreement.

**2. Omnibus Resolution**

RESOLVED, that each of Mr. Richard Amdur or Mr. Yaron Meerfeld (each the "Authorized Officer") is authorized, empowered and directed to do such actions, execute such agreements, instruments and certificates and to further complete such other acts in the name of the Corporation and on its behalf, as he, in his discretion, with or without the advice of appropriate counsel, may deem necessary, appropriate or advisable in order to carry out the intent and purpose of the foregoing resolutions, including, without derogating from the generality of the aforesaid, (i) the execution, delivery and performance of the Finder Agreement and any other agreement or document ancillary to the Finder Agreement; and (ii) the making of filings and the submission of documents with applicable authorities; such determination to be conclusively evidenced by the execution of such further agreement, instrument or certificate or the accomplishment of such further act or thing by the Authorized Officer on behalf of the Corporation.

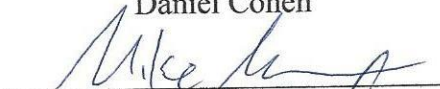
RESOLVED, that all actions taken by the Authorized Officer which would have been in conformity with the above resolutions if such resolutions had been in effect at the time of such action are hereby ratified, approved and confirmed in all respects as the acts and deeds of the Corporation.

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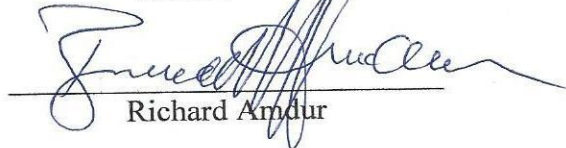
In witness whereof, we affix our signatures hereto as of the date set forth above.



Daniel Cohen



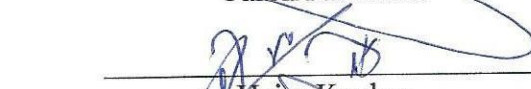
Michael Netz



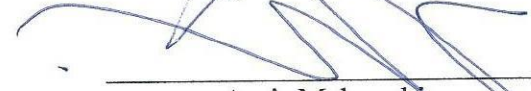
Richard Amdur



Yaron Meerfeld



Haim Kaplan



Amir Makovski