**ACTION BY UNANIMOUS WRITTEN CONSENT**

**OF THE BOARD OF DIRECTORS OF SELECTIS HEALTH, INC.**

The undersigned, being the all of the members of the Board of Directors of Selectis Health, Inc., a Utah corporation (the "**Company**"), and in accordance with Section 16-10a-821 of the Utah Revised Business Corporations Act and the Company's Articles of Incorporation and By-Laws hereby adopt in writing the following Resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board of Directors of the Company (the “**Board**”).

**APPROVAL OF COMMITTEES:**

*Audit Committee:*

 **WHEREAS,** that the Board believes it to be in the best interest of the Company to establish an Audit Committee to assist the Board in carrying out its oversight compliance with laws and responsibilities that relate to Selectis’ accounting and financial reporting processes, audits of Selectis’ financial statements, internal controls, and regulations and ethics as governed by the terms and conditions set forth in an Audit Committee Charter.

 **NOW, THEREFORE, BE IT RESOLVED:** that the establishment of an Audit Committee is hereby adopted and approved.

 **BE IT FURTHER RESOLVED:** that Audit Committee Charter of the Company be, and the same is hereby ratified, confirmed, approved and adopted in the form presented to the Board by, for and on behalf of the Company, together with all such changes therein or revisions thereto, as shall be approved by the Board.

 **BE IT FURTHER RESOLVED:** that the number of members that shall constitute the full Audit Committee be initially set at \_\_\_\_\_\_\_\_\_\_ members.

 **BE IT FURTHER RESOLVED:** that the following persons are hereby appointed by the Board to serve as the initial members of Audit Committee to serve at the pleasure of the Board until their replacements are duly appointed.

*Nominating and Governance Committee:*

**WHEREAS,** that the Board believes it to be in the best interest of the Company to establish a Nominating and Governance Committee to act on behalf of the Board in fulfilling the Board’s responsibilities to: (i) identify, review and evaluate candidates to serve as directors of the Company; (ii) recommend to the Board the persons to be nominated by the Board for election as directors at the annual meeting of shareholders; (iii) evaluate the composition, performance and other aspects of the Company’s Board committees; (iv) make other recommendations to the Board regarding affairs relating to the directors of the Company; (v) develop and review from time to time a plan of succession for key management; and (vi) administer and oversee all aspects of the Company’s corporate governance functions on behalf of the Board as governed by the terms and conditions of a Nominating and Governance Committee Charter.

 **NOW, THEREFORE, BE IT RESOLVED:** that the establishment of a Nominating and Governance Committee is hereby adopted and approved.

 **BE IT FURTHER RESOLVED:** that Nominating and Governance Committee Charter of the Company be, and the same is hereby ratified, confirmed, approved and adopted in the form presented to the Board by, for and on behalf of the Company, together with all such changes therein or revisions thereto, as shall be approved by the Board.

 **BE IT FURTHER RESOLVED:** that the number of members that shall constitute the full Nominating and Governance Committee be initially set at \_\_\_\_\_\_\_\_\_\_ members.

 **BE IT FURTHER RESOLVED:** that the following persons are hereby appointed by the Board to serve as the initial members of Nominating and Governance to serve at the pleasure of the Board until their replacements are duly appointed.

*Compensation Committee:*

**WHEREAS,** that the Board believes it to be in the best interest of the Company to establish a Compensation Committee to assist the Board in the discharge of its fiduciary responsibilities relating to the fair and competitive compensation of the executives and other key employees of the Company with the Compensation Committee having the ultimate responsibility for assuring that the senior executives of the Company are compensated in a manner consistent with the compensation philosophy and strategy of the Board and in compliance with the requirements of the regulatory bodies that oversee the Company as governed by the terms and conditions set forth in a Compensation Committee Charter, and

**WHEREAS**, the members of the Compensation Committee shall be appointed by the full Board of Directors upon the recommendation of the Corporate Governance Committee.

 **NOW, THEREFORE, BE IT RESOLVED:** that the establishment of a Compensation Committee is hereby adopted and approved.

 **BE IT FURTHER RESOLVED:** that the Compensation Committee Charter of the Company be, and the same is hereby ratified, confirmed, approved and adopted in the form presented to the Board by, for and on behalf of the Company, together with all such changes therein or revisions thereto, as shall be approved by the Board.

 **BE IT FURTHER RESOLVED:** that the number of members that shall constitute the full Compensation Committee be initially set at \_\_\_\_\_\_\_\_\_\_ members.

 **BE IT FURTHER RESOLVED:** that the following persons are hereby appointed by the Board to serve as the initial members of Nominating and Governance to serve at the pleasure of the Board until their replacements are duly appointed.

**APPROVAL OF COMPANY POLICIES:**

 **NOW, THEREFORE, BE IT RESOLVED:** that the Code of Conduct and Ethics, Document Retention, and Whistleblower Polices f the Company be, and the same are hereby ratified, confirmed, approved and adopted in the forms presented to the Board by, for and on behalf of the Company, together with all such changes therein or revisions thereto, as shall be approved by the Board.

**BE IT FURTHER RESOLVED:** that the actions of the officers, agents and representatives of the Company taken in connection with the above-noted Committee Charters and Policies are hereby ratified, confirmed and adopted in all respects by, for and on behalf of the Company, and such officers are further authorized on behalf of the Company to perform and carry out the terms and conditions of such agreements and the other transactions contemplated thereby.

**BE IT FURTHER RESOLVED:** that the officers of the Company are hereby authorized and directed to enter into, execute and deliver on behalf of, and in the name of the Company, any and all further agreements for the foregoing Committee Charters and Policies and to take any and all other action as may be necessary or desirable to effect, perform and carry out the transactions contemplated by the Committee Charters and Policies, all such other documents on behalf of the Company, and the foregoing resolutions.

**BE IT FURTHER RESOLVED:** that these Consents in writing may be executed by telex, telecopy or other facsimile transmission, and such facsimile transmission shall be valid and binding to the same extent as if it were an original.

# **Dated: \_**\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2021

# **DIRECTORS:**

Lance Baller Clifford L. Neuman

Adam Desmond Randy Barker