

QUALIFYING ACQUISITION SHAREHOLDER RESOLUTIONS

1. To consider and vote upon, with or without variation, an ordinary resolution (the “**Qualifying Acquisition Resolution**”), the full text of which is set forth in Appendix A to the accompanying management information circular (the “**Circular**”) approving: (i) the qualifying acquisition of the Corporation comprised of the acquisition by the Corporation of (A) substantially all of the business assets of each of Apollo Health and Beauty Care Partnership and Apollo Laboratories Inc.; (B) all of the issued and outstanding shares of JemPak Corporation; and (C) all of the issued and outstanding equity interests of the entities comprising Stellwagen from Stellwagen Finance Company Limited (“**SFCL**”) (collectively, the “**Qualifying Acquisition**”); (ii) in accordance with Subsection 611(c) of the TSX Company Manual, the issuance of a number of Class B Shares exceeding 25% of the Shares which are outstanding, on a non-diluted basis, in partial payment of the purchase price for the Qualifying Acquisition; (iii) in accordance with Subsection 604(a)(i) of the TSX Company Manual, the issuance, on Closing, to each of SFCL and/or the Apollo Vendors of a number of Class B Shares exceeding 20% of the Shares which are outstanding, on a non-diluted basis, which may materially affect control of the Corporation; and (iv) the issuance of up to 81.0 million Class B Shares pursuant to the Qualifying Acquisition, including the Founders’ subscription for up to 3.0 million Class B Shares on Closing, and up to 24.5 million Class B Shares pursuant to a private placement financing;
2. Any one officer or any one director of the Corporation is hereby authorized and directed to take all such further actions, to execute and deliver such further agreements, instruments, and documents in writing, and to do all such other acts and things as in his or her opinion may be necessary and/or desirable in the name and on behalf of the Corporation and under its corporate seal or otherwise to give effect to the foregoing resolutions, which opinion shall be conclusively evidenced by the taking of such further actions, the execution and delivery of such further agreements, instruments, and documents and the doing of such other acts and things;
3. The directors of the Corporation may revoke these resolutions without further approval of the shareholders of the Corporation at any time prior to the Qualifying Acquisition becoming effective without further approval of the shareholders of the Corporation in the event that they determine not to proceed with the Qualifying Acquisition;

all as more particularly described in the Circular. Capitalized terms that are not otherwise defined herein have the meaning given to them in the Circular.