

**Resolution of the Board of Directors
of Winpak Ltd.**

Whereas, because orders issued by the Public Health Authorities for the Province of Manitoba as a result of the Covid 19 Pandemic restrict the number of people able to attend in-person meetings, the Annual General Meeting of shareholders of Winpak Ltd. (the "Corporation") was postponed from April 22, 2020 to June 26, 2020;

And Whereas such orders will remain in force until after June 26, 2020;

And Whereas it would not be in the best interests of the Corporation and its shareholders to further adjourn the meeting;

Now Therefore it is Resolved that

1. The proposed By-law which is set out below this resolution is hereby made by the directors as By-law 1/2020 of Winpak Ltd.
2. The directors hereby determine that the annual general meeting of shareholders scheduled for June 26, 2020 shall be held, in accordance with the regulations under the Canada Business Corporations Act, if any, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Consented to and Adopted by the Directors of the Corporation this 5th day of June, 2020.

Winpak Ltd.
(the "Corporation")
By-law 1/ 2020

If the directors or the shareholders of the Corporation call a meeting of shareholders pursuant to the Canada Business Corporations Act (the "Act"), those directors or shareholders, as the case may be, may determine that the meeting shall be held, in accordance with the regulations under the Act, if any, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.