

**MINUTES FROM A SPECIAL MEETING OF
THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF
TOGA LIMITED**

a Nevada corporation,

June 12, 2020

A special meeting of the Audit Committee of the board of directors of Toga Limited, a Nevada corporation (the “**Corporation**”) was held on June 12, 2020 via Zoom video conference call. All of the members of the Audit Committee of the board of directors (the “**Audit Committee**”), Iain Bratt, Shemori BoShae Guinn, and Jim Lumpkin, were present. Alexander D. Henderson, the Corporation’s Chief Financial Officer, was present to respond to questions presented by the Audit Committee but did not participate in the voting. Michael Toh Kok Soon was also present but did not participate in the discussion or voting. Jeffrey Berg and Michael Durkheimer of Baker & Hostetler, counsel for the Corporation, were also present. The Audit Committee hereby consents to the following actions and adopts the following resolutions:

FILING OF THE 10-Q FOR THE THIRD QUARTER

WHEREAS, a quarterly report on form 10-Q for the period ended April 30, 2020, including exhibits and schedules thereto (the “**10-Q**”), was presented and reviewed by the Audit Committee;

WHEREAS, the Audit Committee, in questions presented by Audit Committee members prior to and during the meeting, had the opportunity to discuss the contents of the 10-Q and the Corporation’s financial statements contained therein with Mr. Henderson and receive responses regarding the same from Mr. Henderson; and

WHEREAS, after review and discussion, the Audit Committee deemed it in the best interest of the Corporation and its stockholders to adopt and approve the 10-Q.

NOW, THEREFORE, BE IT RESOLVED, that the 10-Q, in substantially the form presented to the Audit Committee, is hereby adopted and approved;

RESOLVED FURTHER, that the Corporation cause to be filed with the Securities and Exchange Commission (the “**SEC**”) a 10-Q in substantially the form presented to the Audit Committee, and the Audit Committee recommends the filing of the 10-Q to the board of directors; and

RESOLVED FURTHER, that the Audit Committee recommends to the board of directors that it adopts and approves a 10-Q, in substantially the form presented to the Audit Committee, and files the same with the SEC.

GENERAL AUTHORIZATION

RESOLVED FURTHER, that each of the officers of the Corporation (each, an “**Authorized Officer**”, and collectively, the “**Authorized Officers**”) is hereby authorized to sign and/or file on behalf of the Corporation the agreements and/or documents contemplated by these resolutions, any ancillary agreements provided for therein to which the Corporation is a party, each with such changes, if any (which are deemed to not be material by the Authorized Officers), as are acceptable to the Authorized Officers in their sole discretion, such approval by the Corporation to be conclusively evidenced by the Authorized Officer’s execution thereof;

RESOLVED FURTHER, that the Authorized Officers be, and each hereby are, authorized, empowered and directed, on behalf of the Corporation, to negotiate, prepare, execute, acknowledge, file, record, and deliver, all such further documents, certificates, and instruments, to take on behalf of the Corporation all such further actions, including, without limitation, the delegation of authority to execute any instruments, agreements, and to pay on behalf of the Corporation all such expenses and fees that the Authorized Officers determine to be necessary or desirable to carry out the foregoing resolutions, and to reimburse any person who has made any disbursements therefor on behalf of the Corporation, the execution and delivery of any such documents, certificates, and instruments, the taking of any such action, and the payment of any such expenses to be conclusive evidence that such are authorized acts by the Corporation in all respects and for all purposes;

RESOLVED FURTHER, that the Authorized Officers be, and each hereby are, authorized, empowered and directed, on behalf of the Corporation, to prepare or cause to be prepared, signed, and thereafter filed with the SEC such current, quarterly or annual reports and any other such filings, as necessary under the approved resolutions, and such other amendments, supplements, schedules, filings, or other documents as are deemed necessary or desirable to comply with the rules and regulations of the SEC and federal and state securities laws in connection with the foregoing resolutions, and to issue press releases reporting the transactions contemplated by these resolutions and such other matters as the Authorized Officers, upon advice of counsel, shall approve, such approval to be conclusively evidenced by their execution thereof;

RESOLVED FURTHER, that, subject to compliance with applicable securities laws, the Corporation shall offer, grant and sell any shares, warrants, options and convertible securities, as may be authorized by the above resolutions, on the terms and conditions set forth in the applicable agreements ratified in the aforementioned resolutions for such securities; that upon sale, or in the case of options, warrants, or convertible securities, upon exercise and payment of the applicable exercise price, the shares of the Corporation shall be validly issued, fully paid, and non-assessable; that it is desirable and in the best interest of the Corporation that any shares issued in connection with these resolutions be qualified or registered for sale in various states to the extent necessary; that each of the Authorized Officers is hereby authorized to execute, verify and file any and all documents necessary to permit the Corporation to lawfully offer, sell and issue the aforementioned shares in compliance with the applicable blue sky laws of any state in which such filing is necessary, including, without limitation, execution of a consent to service of process or other similar documents; and

RESOLVED FURTHER, that all acts of the Authorized Officers, heretofore done or performed, which are in accordance with the purposes and intent of these resolutions, or agreements entered into by the Authorized Officers on behalf of the Corporation in negotiating or carrying out the subject of these resolutions into full force and effect are hereby ratified, confirmed, approved and adopted as duly authorized acts of the Corporation in all respects and for all purposes.

There being no further business to come before the meeting, upon motion duly made and carried, the meeting was adjourned.



Iain Bratt
Chairman of the Audit Committee