

**MINUTES OF THE MEETING  
OF THE  
BOARD OF DIRECTORS  
OF  
PHOENIX BIOINFORMATICS CORPORATION**

A meeting of the Board of Directors of Phoenix Bioinformatics Corporation was held on February 27, 2015, at 9 am, Pacific time, by conference call, upon notice duly given. The following directors, constituting the entire board and a quorum for the transaction of business, were present via conference call: Eva Huala, Bob Muller, Jonathan Dugan, Eric Lyons, Arthur Grossman, and Todd Vision. Jonathan Dugan chaired the meeting, and Bob Muller acted as secretary of the meeting as the Secretary of the Corporation, Tanya Berardini, was unable to attend the meeting.

The Chair called the meeting to order at 9:02 am. The directors proceeded to the first order of business.

***Approval of Previous Meeting's Minutes***

The first item of business was approval of the minutes of the most recent Board meeting held on December 10, 2014. After a brief discussion, the Board unanimously approved the minutes of the meeting and the Secretary was directed to certify the minutes and have the minutes, so certified, inserted in the corporation's minute book.

***Approval to Fix Number of Directors***

The Board considered fixing the number of directors of this corporation. The Chair explained that Article 3, Section 1, of the Bylaws of this corporation states that the Board shall fix the exact number of directors, from time to time, within a range of seven (7) to twelve (12) directors. After discussion, the directors unanimously adopted the following resolution:

**RESOLVED** that the authorized number of directors of this corporation is hereby fixed at nine (9), effective immediately.

***Election of New Directors***

The Chair explained that in addition to the vacancy created when Murray Phimester resigned from the Board, Article 3, Section 17, of the Bylaws of this corporation states that a vacancy shall be deemed to exist on the Board in the event of an increase in the number of authorized directors, and that such vacancies may be filled by a majority of the directors. Three (3) vacancies exist on the Board. The Chair also explained that Article 3, Section 4, of the Bylaws of this corporation provides that directors shall serve for a term of two (2) years.

The Board discussed the results of the Director Search, the qualities sought in new members of the Board, and how the current candidates match those desired qualifications.

Accordingly, the Board discussed the proposed election of Susan Au to the Board to fill one (1) of the Board's vacancies. After discussion, the Board unanimously adopted the following resolution:

**RESOLVED** that Susan Au is hereby elected to serve as a director of this corporation for a term of two (2) years and until a successor has been elected, with such election effective April 15, 2015.

The Board next discussed the proposed election of Mary Margaret Sprinkle to the Board to fill one (1) of the Board's remaining vacancies. After discussion, the Board voted with 4 directors in favor (Eva Huala, Bob Muller, Todd Vision, Arthur Grossman), one against (Jonathan Dugan) and one abstaining (Eric Lyons). Four votes are sufficient to elect a director under Article 3, Section 17(d), of the Bylaws. The following resolution was therefore adopted:

**RESOLVED** that Mary Margaret Sprinkle is hereby elected to serve as a director of this corporation for a term of two (2) years and until a successor has been elected, with such election effective April 15, 2015.

The Board next discussed the proposed election of Anne Haake to fill the final vacancy on the Board. After discussion, the Board unanimously adopted the following recitals and resolution:

**RESOLVED** that Anne Haake is hereby elected to serve as a director of this corporation for a term of two (2) years and until a successor has been elected, with such election effective April 15, 2015.

### ***Potential Trademark Violation***

The Board was informed of a potential trademark violation involving the use of 'Phoenix' as the company name. This situation is still in the early stages with Phoenix Bioinformatics having responded to the original letter and waiting for further response from the sender.

### ***Next Meeting***

The Chair reminded the Board that the next meeting of the Board of Directors would be the Annual Meeting that will take place on April 15-16, 2015, at the Phoenix offices in Redwood City, CA.

### ***Adjournment***

There being no further business to come before the board, the meeting was adjourned at 9:51 am, Pacific time.

Respectfully submitted,

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Bob Muller, Acting Secretary

Approved at board meeting on April 16, 2015.