

**LIMINAL BIOSCIENCES INC.**

**Amendment to By-law No.1 of the Corporation**

(adopted by the Board of Directors on March 15, 2006)

(approved, ratified and confirmed by the shareholders on May 3, 2006)

**IT WAS RESOLVED THAT:**

1. the amendment to By-law No. 1 of the Corporation relating to the conduct of internal affairs by replacing Section 3.6 thereof in its entirety by the following:

**“3.6 Quorum**

At any shareholders' meeting, the holders present in person or by proxy of at least 20% of the outstanding shares of the Corporation entitled to be voted at a meeting of shareholders constitute a quorum.”,

such amendment to be effective upon the exchange or conversion into subordinate voting shares of all multiple voting shares of the Corporation issued and outstanding on the date hereof, be and is hereby approved, ratified and confirmed;

2. the amendment to By-law No. 1 of the Corporation relating to the conduct of internal affairs by replacing Section 4.1 thereof in its entirety by the following:

**“4.1 Number of Directors**

The board of directors shall be composed of such number of directors as may be determined from time to time by the directors, subject to the minimum number and the maximum number of directors set out in the Articles of the Corporation.”

be and is hereby approved, ratified and confirmed; and

3. any one director or officer of the Corporation be and is hereby authorized, for and on behalf of the Corporation, to execute and deliver all such documents and instruments and to do all such other acts or things as such person may determine to be necessary or advisable to give effect to this resolution, the execution of any such document or the doing of any other act or thing being conclusive evidence of such determination.

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