DIBZ INTERNATIONAL, INC.

Unanimous Written Consent
Of Board of Directors
In Lieu of Special Meeting

ORIGINAL – October 25th 2014

RATIFIED
Wednesday, February 25, 2015

The undersigned, being the President of DIBZ International, Inc., a Nevada Corporation (the "Corporation"), hereby waives the calling or holding of a meeting of the board of directors of the Corporation (the "Board"), consents and ratifies in writing as of this Wednesday, February 25, 2015 to the following actions and directs that this unanimous written consent be filed by the Corporation with the minutes of proceedings of the Board.

WHEREAS IT IS HEREBY RESOLVED, on **October 25th 2014 and hereby ratified on February 25, 2015** pursuant to the capital structure of the Company;

1) On August 26th 2014 the Company *erroneously* issued Series "A" Preferred Shares issued to Mark Wood, and Paul Taylor in the amounts of 80,728; 80,728. These issuances were duly cancelled in **Issuer Resolution - 11/15/14**, thereafter the book entry issues of the aforementioned "Series A" shares were duly returned to Preferred Series "A" treasury on October 25th 2014.

Thereafter;

2) On October 25th The Company filed a Certificate of Amendment in the State of Nevada authorizing 500,000 of the Company's capital stock (Par $0.001) as Series "C" Non Voting, Convertible Preferred shares (as per Nevada Amendment document number 20140758891-35 -11/12/2014).

Also;

3) On October 25th The Company filed a Certificate of Amendment in the State of Nevada authorizing 500,000 of the Company's capital stock (Par $0.001) as Series "D" Voting, Non Convertible Preferred shares (as per Nevada Amendment document number 20140758890-24 -11/12/2014).

Thereafter;

On October 25th 2014 the Company issued to Paul Taylor;

i) 80,728 fully paid, duly issued and fully vested Series C Preferred Shares (*book entry only)*

ii) 80,728 fully paid, duly issued and fully vested Series D Preferred shares (*book entry only*) in exchange for board of director and ongoing services rendered to the Company.

On October 25th 2014 the Company issued to Mark Wood:

i) 80,728 fully paid, duly issued and fully vested Series C Preferred Shares *(book entry only)*

ii) 80,728 fully paid, duly issued and fully vested Series D Preferred shares (*book entry only)* in exchange for board of director and ongoing services rendered to the Company.

MTW

WHEREAS IT IS HEREBY RESOLVED, that the net effect of the changes above resulted in the following insider positions as of October 25th 2014;

	SER D PREF SHARES	VOTES	FULLY DULITED BASIS
PAUL TAYLOR 28, Neon Moon Drive Eutaw AL 35462	80,728	466,850,024	-
MARK WOOD 28, Neon Moon Drive Eutaw AL 35462	80,728	466,850,024	-
	161,456		

	SER C PREF SHARES	VOTES	FULLY DULITED BASIS
PAUL TAYLOR 28, Neon Moon Drive Eutaw AL 35462	80,728	0	46,660,626
MARK WOOD 28, Neon Moon Drive Eutaw AL 35462	80,728	0	46,660,626
	161,456		

	SERIES A PREF SHARES	
PAUL TAYLOR	0	0
MARK WOOD	0	0

	COMMON SHARES	
PAUL TAYLOR	0	0
MARK WOOD	0	0

Stamped copies of the Certificate of Amendment's and Designation's of DIBZ Series A, C & D Preferred shares may be obtained and reviewed from http://www.otcmarkets.com/stock/DIBZ/filings

IN WITNESS WHEREOF, the undersigned being the President of DIBZ International, Inc., have executed this Consent as of the day and year first written above.

Paul Taylor
President CEO

Mark Wood

Mark Wood
Chairman