

November 21, 2019
Members of Purslane LLC
Via email

To the Members of Purslane LLC:

Pursuant to the terms of the Operating Agreement of Purslane LLC (the “Company”), as managing member, I, Henry M. Rich, provide notice by email of a formal meeting for a vote on a number of agenda items described below, pursuant to Sections 5.8, 5.9, and 11.1 of the Operating Agreement. The meeting will be a conference call meeting, as required by Section 5.8 of the Operating Agreement, on December 22, 2019, at 2pm Eastern Time, on the following conference line:

Call in: (712) 432-6100
Access Code: 72249104#

Section 5.9 of the Operating Agreement allows members to vote in writing in advance of the meeting, and if you elect to do so, please do so promptly upon receipt of this email, by printing out this document, checking the appropriate boxes below, writing your initials next to each check mark, signing this document at the end to your name, scanning it (a photograph will not suffice), and emailing it back to this same email distribution list, via “reply to all,” so that all members are aware of your vote.

If enough (or all, where unanimous consent is needed) members vote their interest for or against the agenda items, the conference call meeting will no longer be necessary. While my vote holds no more weight than yours, please be advised that I am formally voting in favor of all of the below items, as are many other members of Purslane. No member is required to vote for such proposals however and no punitive action or negative inference or effect will result if you vote differently. Please reply to all if you vote in writing so that we may have a formal record.

BACKGROUND FOR VOTE

I have called this vote in order to resolve a deadlock regarding an important business matter. In April and May of 2018, Purslane bid for and won a highly competitive contract with the Prospect Park Boathouse, to provide exclusive catering services at that prime location. The Company executed the Boathouse Contract in October 2018. One condition of the Boathouse Contract required the Company to raise \$500,000 in additional equity capital within five months, in order to ensure the Company’s solvency. Henry Rich did in fact raise that capital. On March 11, 2019, Akiva Reich rejected that capital raise. Henry Rich informed Akiva that his action would put the Company into insolvency, and Akiva persisted in rejecting the capital raise. Because Akiva rejected the capital raise, the raise was booked as a loan, and the Boathouse Contract (and the subscription agreements with the new equity holders who invested the money) are therefore currently contingent contracts, *i.e.*, they are “in limbo,” which is not an acceptable state of affairs. They are contingent contracts, which the Company is unable to consummate,

because of Akiva’s rejection of the capital raise. This has made it impossible to operate the business.

Amanda Braddock and I have voted to engage in what is known as a “reverse merger,” which allows a business to merge into another business, and the original shareholders are given fair value for their shares, in order to pursue the new business opportunity at the Boathouse and eliminate exposure to liability to the new investors for failing to issue shares to them. This letter asks all the Members of Purslane LLC to ratify that decision, and several others set forth below.

AGENDA ITEMS FOR VOTE

1. Authorize Henry Rich to vote the outstanding 20% of equity shares
2. Authorize removal of Akiva Reich/GHG’s shares corresponding to \$20,000 in capital contributions that he was obligated to provide but never provided
3. Authorize removal of Akiva Reich as a Manager
4. Ratify reverse merger of Purslane LLC into Purslane Boathouse LLC, and issuance of “fair value” to the members of Purslane LLC
5. Authorize conversion of last fundraising round from \$600,000 in loans to \$600,000 in equity
6. If the foregoing pass, authorize and ratify new capital table for Purslane Boathouse LLC, which will convert all of Akiva Reich/GHG’s equity into an “option pool,” which the Managers of the Company can use for future business needs, such as future fundraising; future hiring; or incentive compensation to retain high-performing employees.

PROPOSALS FOR VOTE

Proposal #1: Authorize Henry Rich to vote the outstanding 20% of equity (200 shares)

There remains 20% equity outstanding in the company that has not been distributed, corresponding to 200 shares, according to Exhibit A to the Operating Agreement. I ask you vote to approve that Henry Rich may vote this interest in favor of the proposals below.

Check one and initial:

x x x x

xx **I APPROVE PROPOSAL #1**

I DO NOT APPROVE PROPOSAL #1

Proposal #2: Authorize removal of Akiva Reich/GHG’s shares corresponding to \$20,000 in capital contributions that he was obligated to provide but never provided

Akiva Reich was obligated under Section 11.18 of the Operating Agreement to provide \$20,000 in additional capital contributions beginning in March 2017. He failed to do so, despite repeated requests by the Company. \$20,000 corresponded to 40 shares at par value, i.e., at the inception of the Company. I propose removing 40 shares from Akiva Reich, and returning them to the Company, because he failed to contribute the underlying \$20,000 in capital, and so did not earn those 40 shares.

Check one and initial:

XX X X XX I APPROVE OF PROPOSAL #2

I DO NOT APPROVE PROPOSAL #2

Proposal #3: Authorize removal of Akiva Reich as a Manager

I propose removing Akiva Reich as a Manager. Akiva has failed to meet his obligations as a strategic partner or a member of the company, including not upgrading the kitchen as required; problems at the event spaces; refusing to sign the liquor license renewals; failing to invest cash as required; and refusing to pay for a catered event for his family.

Check one and initial:

XX X X XX I APPROVE PROPOSAL #3

I DO NOT APPROVE PROPOSAL #3

Proposal #4: Ratify reverse merger of Purslane LLC into Purslane Boathouse LLC

I propose merging Purslane into another entity called Purslane Boathouse LLC, which is known as a “reverse merger.” The Board of the Company (Henry Rich and Amanda Braddock) have already voted in favor of this reverse merger, but I propose that all Members of Purslane ratify this reverse merger, to avoid any question as to its validity. This reverse merger is required in order to ensure the continued financial viability and solvency of the company. Current Members, including Akiva Reich, will be given fair value for their shares.

Check one and initial:

XX X X XX I APPROVE PROPOSAL #4

I DO NOT APPROVE PROPOSAL #4

Proposal #5: Authorize conversion of last fundraising round from loans to equity

I propose converting the last fundraising round to equity. After Purslane won the bid competition for exclusive catering at the Prospect Park Boathouse, the Boathouse required that Purslane prove that it had assets in excess of \$500,000. To accomplish that goal, and to raise funds necessary to execute the Boathouse Contract successfully, I raised \$600,000 in equity. Akiva rejected this raise, and the funds were booked as loans rather than equity. This jeopardizes the continued existence of the Company. I propose converting those loans into equity, as was originally intended in the capital raise. This would restore value in the company, bring us into compliance with the Boathouse Contract, and allow us to execute the bringing on of additional non-operational equity partners, as we agreed to do back when we raised the \$600,000.

Check one and initial:

x x x x

I APPROVE PROPOSAL #5

I DO NOT APPROVE PROPOSAL #5

Proposal #6 Authorize and ratify new capital table for Purslane Boathouse LLC

I propose that the Members of Purslane authorize and ratify the following capital table for the new entity, Purslane Boathouse LLC. The below capital table preserves the original capital table of Purslane; adds the new equity investors on the same terms they originally invested; converts current Members equity in Purslane into equity in Purslane Boathouse LLC, and, following giving Akiva Reich fair value for his shares, converts Akiva Reich’s equity into an “option pool,” which the Company can use for future business needs, such as future fundraising; future hiring; and incentive compensation to retain high-performing employees, among others.

This will allow the new cash investors to be credited with the \$600,000 worth of equity that they bargained for, and not advantage any particular stakeholder with a windfall due to the removal of Akiva Reich, and instead to use his equity to further the future needs of the business.

If you prefer to receive equity in Purslane Boathouse LLC in exchange for your shares in Purslane LLC, please check “I approve.” If you prefer to receive fair value for your shares, instead of equity in Purslane Boathouse LLC, please check “I do not approve.” Please note that the fair value of your shares in Purslane LLC is likely to be very low.

Equity	Cash Inv	Shares	% ownership
Adriana Ardenia Equity	100,000.00	40.00	3.85%
Kiran Raj Equity	100,000.00	40.00	3.85%
Matt Wallenstein Equity	30,000.00	12.00	1.15%
Hadav (David W) Equity	120,000.00	48.00	4.62%
M&M Partnership Equity	70,000.00	28.00	2.69%
Thomas Marchese Equity	150,000.00	60.00	5.77%
Marc Wallenstein (Cash Equity)	30,000.00	12.00	1.15%
Marc Wallenstein (Sweat Equity)	0.00	20.00	1.92%
Arden Equity	0.00	53.00	5.10%
Henry Equity	0.00	211.00	20.29%
Julian Equity	0.00	10.00	0.96%
Joe Equity	0.00	0.00	0.00%
Amanda Equity	0.00	53.00	5.10%
Ian Equity	0.00	53.00	5.10%
Option Pool	0.00	400.00	38.46%
TOTALS	600,000.00	1,040.00	100.00%

Check one and initial:

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I APPROVE PROPOSAL #6

I DO NOT APPROVE PROPOSAL #6

The foregoing actions will require new and/or amended operating agreements, which will be drafted by our counsel and distributed for your signature at the appropriate time.

Please sign below, scan this document, and email it back by replying to all:

Henry M. Rich
Signature: _____ DocuSigned by: *Henry M Rich* Date: 11/21/2019
5EA37E1FFDB64DB...

Amanda Braddock
Signature: _____ DocuSigned by: *Amanda Braddock* Date: 11/22/2019
ADB50EA2E752439...

Arden Lewis
Signature: _____ DocuSigned by: *Arden Lewis* Date: 11/24/2019
256CBDEC264B454...

Ian McNaughton
Signature: _____ DocuSigned by: *IM* Date: 11/22/2019
7B2C2B9950C54BE...

Julian Brizzi
Signature: _____ DocuSigned by: *Julian Brizzi* Date: 11/22/2019
DA239378E22A45B...

Marc A. Wallenstein
Signature: _____ DocuSigned by: *Marc Wallenstein* Date: 11/21/2019
638EABA5B3C949C...

Akiva Reich
Signature: _____ Date: _____