

ACTION BY UNANIMOUS CONSENT
of the
BOARD OF DIRECTORS
of
MILESTONE MEDICAL INC.
(A Delaware Corporation)

The undersigned, being all the Directors (the "Board") of Milestone Medical Inc. (the "Corporation") hereby take the following actions and adopt the following resolutions;

RESOLVED, that the annual meeting of shareholders for the fiscal year ended December 31, 2015 (the "Annual Meeting") be held on May 25, 2016 at such time and place as is designated by Mr. Leonard Osser, CEO of the Corporation, as a committee of this Board;

and let it further

RESOLVED, that the officers of the Corporation, with the advice of counsel, be and they hereby are authorized, empowered and directed to prepare and file with the U.S. Security and Exchange Commission a proxy statement, and form of proxy with respect to said Annual Meeting, and, subject to such changes as may be required in connection with such filing, to mail such materials to each shareholder of record as of the Record Date;

and be it further

RESOLVED, that the following three nominees be submittted to the shareholders at the Annual Meeting for election as directors:

- Leonard Osser
- Martin Siegel
- Zhu Yun

and be it further

RESOLVED, that upon the approval and recommendation of the Audit Committee of the Board, Baker Tilly Virchow, Krause, LLP is hereby approved and ratified as the Corporation's independent auditors for the 2016 fiscal year, subject to advisory approval by shareholders of the same, which shall be sought at the Annual Meeting;

and be it further

RESOLVED, that the agenda for the Annual Meeting shall include the following proposals, which shall be as set forth in the notice to shareholders of the Annual Meeting;

1. To elect three directors to the Board to serve until the next Annual Meeting of the stockholders or until their respective successors have been elected and qualified;

2. To obtain advisory approval of the appointment of Baker Tilly Virchow Krause, LLP as the Corporation's independent auditors for the 2016 fiscal year; and
3. To transact such other business as may properly come before the Annual Meeting or any adjournment thereof;

and be it further

RESOLVED, that Messrs. Leonard Osser and Joseph D'Agostino, or either one of them acting in the absence of the other, be and hereby are designated proxies, with full power of substitution, to vote all shares of Common Stock of the Corporation represented by proxies duly signed and delivered by holders of the Common Stock, in the manner therein specified for voting at the Annual Meeting, and at any and all adjournments thereof;

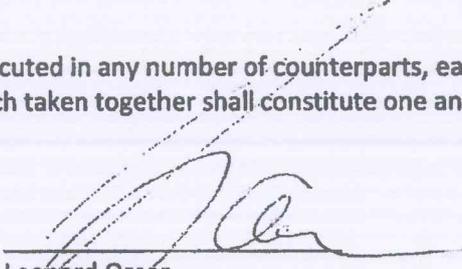
and be it further

RESOLVED, that Mr. Joseph D'Agostino be, and hereby is appointed Inspector of Election for the purpose of ascertaining the presence of a quorum, and counting the votes cast for and against each proposal presented to the stockholders of the Corporation at the Annual Meeting, and the Chief Executive Officer of the Corporation by and hereby is authorized, empowered and directed to appoint such other person or persons, as he may deem necessary or appropriate, as alternative Inspector of Election in the event the aforesaid designated person is unable to serve as such;

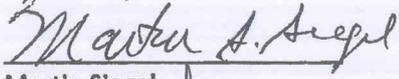
and be it further

RESOLVED, that this consent may be executed in any number of counterparts, each of which shall constitute an original but all of which taken together shall constitute one and the same instrument.

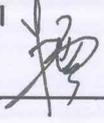
Dated: March 15, 2016



Leonard Osser



Martin Siegel



Zhu Yun