

Unicorn Pte. Ltd.
UEN 201712345A
(Incorporated in the Republic of Singapore)
(the "Company")

Unicorn Pte. Ltd.
33 Pond Lane Willowmere
Narnia 1138

*Director's resolutions in writing
passed pursuant to Article 93 of the Company's Constitution*

Director's Declaration of Interests

The Director has declared his/her interests (if any) in the subject matter of these resolutions.

WHEREAS:--

- A For the purpose of raising working capital to serve the operational needs of the Company, the Company intends to enter into simple agreement(s) for future equity in substantially the same form as that annexed hereto (each simple agreement for future equity, a "SAFE" and collectively, the "SAFEs"), up to a total of SGD\$250,000.00 (such intention of the Company shall be hereinafter referred to as the "Offer"). The SAFEs will each be entered into by the Company with qualified investors in accordance with the Company's Constitution, the Companies Act (Cap. 50, Singapore) (the "Act"), and the Securities & Futures Act (Cap. 289, Singapore) ("SFA").
- B Under each SAFE, a qualifying investor will provide a sum of monies (the "**Investment Amount**") to the Company in exchange for certain convertible shares in the Company's share capital
- C The transaction contemplated by the SAFEs as described in the above paragraphs shall be hereinafter referred to in the rest of these resolutions as the "Offer".

1 Simple Agreement for Future Equity

- 1.1 It is resolved that:
 - 1.1.1 under each SAFE, the consideration for the SAFE and the rights in respect of the shares of the Company to be issued on conversion of the Investment Amount pursuant to the relevant SAFE ("**Shares**"), is the provision of the Investment Amount by the relevant qualifying investor to the Company;
 - 1.1.2 under each SAFE, the consideration for which the Shares will be issued is the conversion of the Investment Amount in accordance with the terms and conditions set out in the relevant SAFE; and
 - 1.1.3 each SAFE shall set out the terms of the qualifying investor's right to subscribe for the Shares and the terms on which the Shares will be issued by the Company.
- 1.2 It is further resolved that after taking account of all relevant factors, in the opinion of the directors, the consideration for and the terms and conditions of the Offer are fair and reasonable to the Company and to all existing shareholders of the Company.
- 1.3 Subject to member approval of the Offer being obtained (see details below) and the Company being satisfied that one or more exemptions under Part XIII of the SFA applies in respect of the investor's and the Company's entry into the Offer, it is resolved that:-

- 1.3.1 it is the opinion of the directors that it is in the interests of the Company to execute the Offer;
- 1.3.2 the Offer is approved; and
- 1.3.3 the Company is authorised to enter into and execute such SAFEs and documents as may be necessary, desirable, or expedient, and carry out all transactions contemplated by the Offer (including any issue of the Shares to the investor in accordance with the terms and conditions of the relevant SAFE.

2 Approval of member to be sought

- 2.1 It is resolved that the approval of the member of the Company be sought for passing the following resolutions:-

2.1.1 Ordinary Resolution - Authority to Issue Securities

That pursuant to section 161 of the Act and provided that the Company is satisfied that one or more exemptions under Part XIII of the Securities & Futures Act (Cap. 289, Singapore) applies, any director of the Company (except that any document required to be executed as a deed shall be executed by two (2) directors) be and is authorised to on behalf of the Company, enter into simple agreement(s) for future equity (each "SAFE" and collectively, "SAFES") in substantially the same form as that annexed to this resolution, and pursuant to such SAFEs as executed by the Company and the Investor, allot and issue Shares to the Investor in accordance with the terms and conditions of the relevant SAFE and in accordance with such rights and restrictions as they may think fit to impose.

2.1.2 Ordinary Resolution - Authority to Issue Shares in Future

That any director of the Company (except that any document required to be executed as a deed shall be executed by two (2) directors) be and is hereby authorised pursuant to any executed SAFE to issue and allot equity securities including ordinary or preferred shares in the share capital of the Company as needed to fulfil the Company's obligations under such SAFEs and to execute all such documents and instruments and do all other acts for and on behalf of the Company and as may be necessary, desirable, or expedient to satisfy the aforesaid agreements; and that such authority shall continue in force under section 161(4) of the Act and beyond the expiration described in section 161(3) of the Act.

- 2.2 It is further resolved that the above resolutions under 2.1 be circulated to the shareholder of the Company for passage pursuant to section 184G of the Act.

3 FURTHER ASSURANCE

It is further resolved that any director or the company secretary (except that any document required to be executed as a deed shall be executed by two (2) directors) be and is hereby authorised to do all such acts and things, and sign and execute all such documents and instruments (including by the affixation of the common seal of the Company in accordance with the Company's Constitution), for and on behalf of the Company, as may be necessary, desirable, or expedient in connection with the matters and/or resolutions contained herein, for and on behalf of the Company (including the filing, signing and lodging of any forms or notices required to be lodged with the Accounting and Corporate Regulatory Authority).

DATED 24 February 2018

The following being the Director of the Company

Jean-Luc Picard
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