

AUDIT COMMITTEE CHARTER

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POLAR DYNAMICS ROBOTICS, INC.

Effective as of January 15, 2024

I. PURPOSE AND SCOPE

The Audit Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Polar Dynamics Robotics, Inc. (the "Company") to assist the Board in fulfilling its oversight responsibilities relating to:

- - 1 -

1. The integrity of the Company's financial statements and financial reporting;

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2. The Company's systems of internal accounting and financial controls;

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3. The annual independent audit of the Company's financial statements;

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4. The qualifications, independence, and performance of the Company's independent auditors;

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5. The performance of the Company's internal audit function;

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6. Compliance with legal and regulatory requirements; and

- - 2 -

7. Risk assessment and risk management related to financial, accounting, and

II. COMPOSITION

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1. The Committee shall consist of at least three (3) directors, each of whom s

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The Securities Exchange Act of 1934

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The rules of the NASDAQ Stock Market

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The Sarbanes-Oxley Act of 2002

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2. Each Committee member shall be financially literate, and at least one member

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3. Committee members shall not simultaneously serve on the audit committee

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4. Committee members shall be appointed by the Board upon recommendation

III. MEETINGS AND PROCEDURES

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1. The Committee shall meet at least quarterly, with additional meetings as directed

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2. The Committee shall maintain minutes of its meetings and regularly report

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3. The Committee shall meet periodically in separate executive sessions with

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Management

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The independent auditors

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The internal audit director

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The chief financial officer

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The chief legal officer

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4. A majority of Committee members shall constitute a quorum.

IV. RESPONSIBILITIES AND DUTIES

4.1. Financial Statements and Disclosure

The Committee shall:

a) Review and discuss with management and the independent auditors:

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Annual audited financial statements

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Quarterly financial statements

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Earnings releases and guidance

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The Company's specific disclosures under "Management's Discussion and A

b) Review critical accounting policies, practices, and estimates.

c) Review the impact of alternative GAAP methods on the financial statements.

d) Review major issues regarding accounting principles and financial statement presentations.

4.2. Independent Auditors

The Committee shall:

a) Have sole authority to appoint, compensate, retain, and oversee the work of the independent auditors.

b) Pre-approve all audit and non-audit services provided by the independent auditors.

c) Review and evaluate:

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The qualifications and performance of the independent auditors

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The independence of the independent auditors

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The lead audit partner and review partner rotation schedule

d) Obtain and review the independent auditors' annual report describing:

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The firm's internal quality control procedures

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Any material issues raised by internal quality control review

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Steps taken to address such issues

4.3. Internal Controls and Risk Management

The Committee shall:

a) Review the adequacy and effectiveness of the Company's internal controls

b) Review and discuss with management:

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The Company's major financial risk exposures

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Cybersecurity risks related to financial systems

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Steps taken to monitor and control such exposures

c) Review the scope and performance of the internal audit function.

- d) Review significant findings prepared by the internal audit department.

4.4. Compliance and Ethics

The Committee shall:

- a) Establish procedures for:

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Receipt, retention, and treatment of complaints regarding accounting matters

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Confidential, anonymous submission by employees of accounting concerns

- b) Review and approve all related-party transactions.

- c) Review legal and regulatory matters that may have a material impact on financial statements.

d) Review the Company's Code of Ethics as it relates to financial matters.

V. AUTHORITY AND RESOURCES

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1. The Committee shall have the authority to:

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Conduct investigations into any matters within its scope of responsibility

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Retain independent counsel, accountants, or others to advise or assist the Committee

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Meet with Company officers, independent auditors, or outside counsel as needed

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Access all books, records, facilities, and personnel of the Company

- - 11 -

2. The Company shall provide appropriate funding for:

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Payment to the independent auditors

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Payment to any advisors employed by the Committee

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Ordinary administrative expenses necessary for the Committee

VI. ANNUAL EVALUATION AND CHARTER REVIEW

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1. The Committee shall annually:

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Evaluate its performance

- - 12 -

Review and assess the adequacy of this Charter

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Recommend any proposed changes to the Board

VII. LIMITATIONS

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1. While the Committee has the responsibilities and powers set forth in this C

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Plan or conduct audits

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Determine that the Company's financial statements are complete, accurate, or

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Ensure compliance with laws and regulations

These are the responsibilities of management and the independent auditors.

VIII. AMENDMENT

This Charter may be amended only by the affirmative vote of a majority of the Board.

Adopted by the Board of Directors

POLAR DYNAMICS ROBOTICS, INC.

Date: January 15, 2024

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Dr. Elena Frost

Chief Executive Officer

– - 14 -

Victoria Wells

Chief Financial Officer

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Corporate Secretary

