

CORPORATE AUTHORITY MATRIX

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Polar Dynamics Robotics, Inc.

Effective Date: January 1, 2024

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1. PURPOSE AND SCOPE

1. This Corporate Authority Matrix ("Matrix") establishes the delegation
2. This Matrix supersedes all previous authority matrices and shall be

2. DEFINITIONS

1. "Material Contract" means any agreement with a total value exceeding
2. "Routine Operating Expense" means any expenditure within the ap
3. "Strategic Transaction" means any merger, acquisition, joint venture
4. "IP Transaction" means any license, transfer, or encumbrance of th

3. BOARD OF DIRECTORS APPROVAL REQUIRED

1. The following actions require Board approval by majority vote:

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Strategic Transactions

- - 2 -

Annual operating budget and material deviations thereof

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Capital expenditures exceeding \$1,000,000

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IP Transactions

-

Issuance of equity securities or debt instruments

-

Executive officer appointment or removal

-

Material changes to employee equity plans

-

Initiation or settlement of material litigation

-

Related party transactions

4. CEO AUTHORITY

1. The Chief Executive Officer has authority to:

-

Execute Material Contracts up to \$500,000

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Approve capital expenditures up to \$500,000

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Hire and terminate non-executive employees

-

Approve routine operating expenses within budget

-

Enter into non-disclosure agreements

- - 4 -

Execute standard customer contracts using approved templates

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Approve marketing and PR initiatives

-

Establish pricing within approved guidelines

5. CFO AUTHORITY

1. The Chief Financial Officer has authority to:

-

Execute contracts up to \$250,000

-

Approve operating expenses up to \$100,000

-

Manage banking relationships and accounts

-

Execute tax filings and financial statements

-

Approve employee expense reimbursements

-

Manage insurance policies and claims

-

Enter into equipment leases up to \$100,000

6. CTO AND CHIEF ROBOTICS OFFICER AUTHORITY

1. The CTO and Chief Robotics Officer jointly have authority to:

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Approve R&D expenditures up to \$200,000

- - 6 -

Execute technical partnership agreements up to \$150,000

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Approve procurement of development equipment

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Manage IP protection strategy

-

Enter into evaluation agreements with potential customers

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Approve engineering change orders

7. DELEGATION RESTRICTIONS

1. Authority limits apply to the aggregate value of related transactions

2. Authority may not be further delegated unless explicitly permitted in

3. Split transactions to circumvent authority limits are prohibited.

8. COMPLIANCE AND REPORTING

1. All exercises of authority must comply with:

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Company policies and procedures

-

Applicable laws and regulations

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Contractual obligations

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Fiduciary duties

2. Quarterly reports of Material Contracts and significant transactions

9. AMENDMENTS

1. This Matrix may only be amended by Board resolution.
2. The CEO shall maintain the current version and ensure distribution

10. ACKNOWLEDGMENT

The undersigned acknowledge this Matrix as approved by the Board of Directors on December 15, 2023.

Dr. Elena Frost

Chief Executive Officer

Victoria Wells

Chief Financial Officer

Marcus Chen

Chief Technology Officer

Dr. James Barrett

Chief Robotics Officer

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