

BOARD CONSENT - SERIES B FINANCING - MARCH 2021

ACTION BY UNANIMOUS WRITTEN CONSENT

Pursuant to Section 141(f) of the Delaware General Corporation Law and the Bylaws of NaviFloor Robotics, Inc., a Delaware corporation (the "Company"), the undersigned, constituting all of the members of the Board of Directors (the "Board") of the Company, hereby take the following actions and adopt the following resolutions by written consent without a meeting:

WHEREAS

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The Board has reviewed and considered the terms and conditions of a Series

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The Board has reviewed the Series B Preferred Stock Purchase Agreement, t

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The Board has determined that the Series B Financing and the Transaction D

NOW, THEREFORE, BE IT RESOLVED

Series B Preferred Stock

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The Board hereby authorizes and approves the creation of a series of Preferre

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The Board hereby authorizes the issuance and sale of up to 4,000,000 shares

Transaction Documents

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The Board hereby approves the Transaction Documents in substantially the f

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The officers of the Company are hereby authorized to execute and deliver the

Amended and Restated Certificate of Incorporation

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The Board hereby approves the Amended and Restated Certificate of Incorpor

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The Board hereby recommends that the stockholders of the Company approv

- - 3 -

The officers of the Company are hereby authorized to file the Restated Certificate of Incorporation.

Option Pool Increase

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The Board hereby approves an increase in the number of shares reserved under the Company's equity incentive plans.

General Authorization

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The officers of the Company are hereby authorized and directed to take any and all actions necessary to carry out the duties of the Company.

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Any and all actions taken by the officers of the Company prior to the date hereof are hereby ratified and approved.

EFFECTIVENESS

This Action by Written Consent shall be effective as of March 15, 2021. This Action by Written Consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument. Execution and delivery of this Action by Written Consent by facsimile, electronic mail, or other electronic means shall constitute valid and binding execution and delivery.

IN WITNESS WHEREOF

The undersigned have executed this Action by Written Consent as of the date first written above.

DIRECTORS:

- 5 -

Dr. Sarah Chen

Director

Marcus Depth

Director

Richard Torres

Director

Janet Martinez

Director

- 6 -

Michael O'Brien

Director

SECRETARY'S CERTIFICATE

I, James Wilson, hereby certify that I am the duly elected, qualified and acting Secretary of NaviFloor Robotics, Inc., and that the above is a true and correct copy of the Action by Written Consent of the Board of Directors, adopted as of the date set forth above, and that said Action by Written Consent has not been amended, modified or rescinded and remains in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of May

James Wilson

Secretary

