

## **BOARD RESOLUTION OF DEEPSHIELD SYSTEMS, INC.**

### **Approval of 2023 Stock Option Plan**

WHEREAS, the Board of Directors (the "Board") of DeepShield Systems, Inc., a Delaware corporation (the "Company"), deems it advisable and in the best interests of the Company to adopt a new equity incentive plan to attract and retain key employees, directors, and consultants;

WHEREAS, the Board has reviewed and considered the 2023 Stock Option Plan (the "Plan") which provides for the issuance of up to 2,500,000 shares of the Company's Common Stock; and

WHEREAS, the Board desires to approve the Plan and recommend its adoption to the stockholders of the Company.

NOW, THEREFORE, BE IT RESOLVED, that:

#### **\*\*Plan Approval\*\***

The Board hereby approves and adopts the DeepShield Systems, Inc. 2023 Stock Option Plan, substantially in the form attached hereto as Exhibit A, subject to stockholder approval.

#### **\*\*Share Reserve\*\***

The Board hereby authorizes and reserves 2,500,000 shares of the Company's Common Stock for issuance under the Plan, subject to adjustment as provided in the Plan.

#### **\*\*Administration\*\***

The Board hereby designates the Compensation Committee of the Board as the administrator of the Plan, with full power and authority to:

- a) Determine the individuals to whom options shall be granted;
- b) Determine the type, size, terms, and conditions of options to be granted;
- c) Determine the time when options shall be granted; and
- d) Make all other determinations necessary or advisable for the administration of the Plan.

#### **\*\*Forms and Agreements\*\***

The officers of the Company are hereby authorized to prepare, execute, and deliver such option agreements, notices, and other documents as may be necessary or appropriate to implement the Plan.

**\*\*Stockholder Approval\*\***

The Board hereby recommends that the stockholders of the Company approve the Plan at the next annual meeting of stockholders.

**\*\*Securities Law Compliance\*\***

The officers of the Company are hereby authorized to:

- a) File such forms, documents, and applications as may be required by the Securities and Exchange Commission;
- b) File such forms as may be required under applicable state securities laws; and
- c) Take such additional actions as may be necessary or appropriate to comply with applicable securities laws.

**\*\*General Authorization\*\***

The officers of the Company are hereby authorized and directed to take all such further actions as they deem necessary or appropriate to carry out the purposes and intent of the foregoing resolutions.

**\*\*Effective Date\*\***

These resolutions shall be effective as of December 15, 2023.

IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Directors of DeepShield Systems, Inc., have executed this Written Consent as of the date first written above.

DIRECTORS:

Dr. Marcus Chen  
Chairman and CEO

Sarah Blackwood  
Director

James Morrison

Director

Dr. Elena Rodriguez

Director

Robert Kessler

Director

#### CERTIFICATION

I, [Name of Corporate Secretary], Secretary of DeepShield Systems, Inc., hereby certify that the foregoing is a true and correct copy of the resolutions duly adopted by the Board of Directors of the Company on December 15, 2023, and that such resolutions have not been amended, modified, or rescinded and remain in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of December, 2023.

[Name], Secretary

DeepShield Systems, Inc.

[CORPORATE SEAL]