

BOARD RESOLUTION

APPROVAL OF SERIES C FINANCING

POLAR DYNAMICS ROBOTICS, INC.

(A Delaware Corporation)

WHEREAS, the Board of Directors (the "Board") of Polar Dynamics Robotics, Inc., a Delaware corporation (the "Company"), has determined that it is in the best interests of the Company to pursue and consummate a Series C financing round (the "Series C Financing") to support the Company's growth initiatives and working capital needs;

WHEREAS, the Company has received term sheets from potential lead investors for the Series C Financing, with Frost Valley Ventures proposing to lead the round at a pre-money valuation of \$425,000,000;

WHEREAS, the Board has reviewed and considered the terms of the proposed Series C Financing, including:

The issuance of up to 12,500,000 shares of Series C Preferred Stock at a purchase price of \$8.00 per share;

A target raise amount of \$100,000,000;

A 1x non-participating liquidation preference;

Board representation rights for the lead investor;

Pro rata rights for major investors; and

Customary investor rights and protective provisions.

NOW, THEREFORE, BE IT RESOLVED, that the Series C Financing, substantially on the terms presented to the Board, is hereby approved;

FURTHER RESOLVED, that the Series C Preferred Stock shall have the rights, preferences, privileges, and restrictions set forth in the Amended and Restated Certificate of Incorporation to be filed in connection with the Series C Financing;

FURTHER RESOLVED, that the officers of the Company are hereby authorized to negotiate, execute, and deliver:

A Series C Preferred Stock Purchase Agreement;

An Amended and Restated Investors' Rights Agreement;

An Amended and Restated Right of First Refusal and Co-Sale Agreement;

An Amended and Restated Voting Agreement; and

Such other agreements, certificates, and documents as may be necessary or appropriate to consummate the Series C Financing.

FURTHER RESOLVED, that the Company is authorized to reserve and issue:

12,500,000 shares of Series C Preferred Stock;

Such number of shares of Common Stock as are issuable upon conversion of the Series C Preferred Stock;

Additional shares under the Company's equity incentive plan as contemplated by the Series C Financing documents.

FURTHER RESOLVED, that the officers of the Company are authorized to:

File an Amended and Restated Certificate of Incorporation with the Delaware Secretary of State;

Make all necessary securities law filings;

Pay all fees and expenses necessary to consummate the Series C Financing;

Take such other actions as they deem necessary or appropriate to implement these resolutions.

FURTHER RESOLVED, that all actions previously taken by any officer, director, or agent of the Company in connection with the Series C Financing are hereby ratified and approved.

This Resolution was adopted by unanimous written consent of the Board of Directors as of January 11, 2024, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned directors have executed this Resolution:

Dr. Elena Frost

Chairperson of the Board

Marcus Chen

Director

Katherine Wells

Director

Dr. James Barrett

Director

Sarah Nordstrom

Director

Michael Thompson

Independent Director

Dr. Rachel Liu

Independent Director

SECRETARY'S CERTIFICATE

I, Jennifer Martinez, Secretary of Polar Dynamics Robotics, Inc., hereby certify that the foregoing is a true and correct copy of the Resolution duly adopted by the Board of Directors of the Company on the date set forth above, which Resolution has not been modified, amended, or rescinded and remains in full force and effect as of the date hereof.

Jennifer Martinez

Secretary

[CORPORATE SEAL]

Date: January 11, 2024