

BOARD RESOLUTION OF

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POLAR DYNAMICS ROBOTICS, INC.

APPROVAL OF SERIES C PREFERRED STOCK

WHEREAS:

The Board of Directors (the "Board") of Polar Dynamics Robotics, Inc., a Delaware corporation (the "Company"), has determined that it is in the

interests of the Company to raise additional capital through the issuance of Series C Preferred Stock;

The Board has reviewed and considered the terms and conditions of the Series C Preferred Stock financing (the "Series C Financing") as presented in the Series C Preferred Stock Purchase Agreement and related transaction documents (collectively, the "Transaction Documents");

The Series C Financing contemplates the issuance and sale of up to 12,500,000 shares of Series C Preferred Stock at a purchase price of \$4.00 per share, for an aggregate proceeds of up to \$50,000,000;

NOW, THEREFORE, BE IT RESOLVED:

****Series C Financing Approval****

The Board hereby approves the Series C Financing and the Transaction in substantially the form presented to the Board, with such changes as approved by any officer of the Company, such approval to be conclusively evidenced by such officer's execution and delivery thereof.

****Authorization of Series C Preferred Stock****

The Board hereby authorizes the creation of a new series of Preferred Stock designated as "Series C Preferred Stock" with the rights, preferences, privileges, and restrictions as set forth in the Certificate of Amendment to the Certificate of Incorporation (the "Certificate of Amendment").

****Certificate of Amendment****

The Certificate of Amendment establishing the Series C Preferred Stock is hereby approved, and the officers of the Company are authorized to file the Certificate of Amendment with the Secretary of State of Delaware.

****Stock Purchase Agreement****

The Series C Preferred Stock Purchase Agreement and all related agreements, instruments, and documents contemplated thereby are hereby approved.

****Investors' Rights****

The Amended and Restated Investors' Rights Agreement, Right of First Refusal Agreement, Co-Sale Agreement, and Voting Agreement are hereby approved.

****Use of Proceeds****

The Board approves the use of proceeds from the Series C Financing for:

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Expansion of manufacturing capacity for BlueCore(TM) technology platform

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Research and development of next-generation cold-environment navigation

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International market expansion

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Working capital and general corporate purposes

****Officer Authorization****

Each of Dr. Elena Frost (CEO), Victoria Wells (CFO), and Sarah Nordstrom
is hereby authorized and directed to:

a) Execute and deliver the Transaction Documents

b) Make such modifications to the Transaction Documents as they deem

c) Take all actions necessary to consummate the Series C Financing

d) File all required regulatory notices and submissions

****Further Actions****

The officers of the Company are authorized to take all such further action and to execute all such further documents as may be necessary or appropriate to carry out the purposes of these resolutions.

CERTIFICATION

The undersigned, being the duly elected and qualified Secretary of Pioneer Dynamics Robotics, Inc., hereby certifies that the foregoing resolution was duly adopted by the Board of Directors at a meeting held on January 11, 2023, at which a quorum was present and voting throughout, and that these resolutions have not been modified or rescinded and remain in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Certification

10, 2024.

[Corporate Secretary Name]

Secretary

Polar Dynamics Robotics, Inc.

[CORPORATE SEAL]

