

BOARD CONSENT - SERIES C FINANCING - NOVEMBER 2022

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

WHEREAS, the Board has reviewed and considered the terms and conditions

proposed Series C Preferred Stock financing (the "Series C Financing") pursuant to which the Company would issue and sell shares of its Series C Preferred Stock at a purchase price of \$12.85 per share for an aggregate amount of up to \$75,000,000;

WHEREAS, the Board has reviewed the terms of the Series C Financing as set forth in the Series C Preferred Stock Purchase Agreement and related transaction documents (collectively, the "Transaction Documents");

WHEREAS, the Board has received and reviewed detailed financial projections and analyses regarding the proposed use of proceeds from the Series C Financing;

WHEREAS, the Board believes it is in the best interests of the Company to proceed with the Series C Financing on the terms presented;

NOW, THEREFORE, BE IT RESOLVED

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

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

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****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 Amended and Restated Certificate of Incorporation to be filed in connection with the Series C Financing.

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****Reservation of Shares****

The Company shall reserve 5,837,354 shares of Series C Preferred Stock for issuance pursuant to the Series C Financing and shall reserve a sufficient number of shares of Common Stock for issuance upon conversion of such Series C Preferred Stock.

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****Amended and Restated Certificate of Incorporation****

The Board hereby approves the Amended and Restated Certificate of Incorporation in the form presented to the Board and authorizes any officer of the Company to file such certificate with the Delaware Secretary of State.

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****Amended and Restated Investors' Rights Agreement****

The Board hereby approves the Amended and Restated Investors' Rights Agreement, which shall supersede and replace the existing Investors' Rights Agreement dated March 15, 2021.

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****Use of Proceeds****

The Board hereby approves the use of proceeds from the Series C Financing substantially as follows:

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\$35,000,000 for research and development of next-generation AMR technology

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\$20,000,000 for international market expansion

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\$15,000,000 for working capital and general corporate purposes

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\$5,000,000 for capital expenditures

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****Appointment of Additional Director****

Upon closing of the Series C Financing, the Board approves the expansion of the Board to seven (7) directors and the appointment of the Series C Preferred Stock director designee in accordance with the Voting Agreement.

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****Officers' Authority****

The officers of the Company are hereby authorized and directed to take any and all actions and execute and deliver any and all agreements, certificates, instruments, and other documents as they may deem necessary or appropriate to carry out the purposes of these resolutions.

GENERAL AUTHORIZATION

RESOLVED, that any and all actions previously taken by any officer of the Company in connection with the matters contemplated by the foregoing resolutions are hereby ratified, confirmed, and approved in all respects.

This Action by Written Consent may be executed in counterparts and by electronic signature, each of which shall be deemed an original and all of which together shall constitute one instrument.

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent as of November 15, 2022.

DIRECTORS:

Dr. Sarah Chen

Chairperson of the Board

Marcus Depth

Director

Richard Torres

Director

James Wilson

Director

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Dr. Elena Kovacs

Director

Michael Chang

Independent Director

[SIGNATURE PAGE TO ACTION BY WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
NAVIFLOOR ROBOTICS, INC.]

