

**EXHIBIT 2**

**RESOLUTION OF THE BOARD OF MANAGER OF  
QUBE USA, LLC.**

August 4, 2022

The undersigned, constituting the majority of the voting members on the Board of Managers (the “Board”) of QUBE USA, LLC., (the “Company”) a New York Limited Liability Company. The Company hereby held on August 4, 2023, via videoconference, a special meeting of the Board (the “Meeting”) with proper notice given as per the requirements of Article 6 Section 2 of the QUBE USA LLC Operating Agreement dated May 29, 2022 (the “Agreement”). The Board by this written consent and majority vote at the Meeting hereby consents to the taking of the actions set forth herein with respect to the Company, and the approval and adoption of the following resolution, and directs that a copy be kept with the minutes of the proceedings of the Company:

**RESOLUTION TO ISSUE ADDITIONAL SHARES**

**WHEREAS**, the Company is in need of financial funding (the “Funding”) in order to prevent dissolution and to capitalize on its provisional CAURD license; and

**WHEREAS**, the Board discussed numerous reasons (the “Reasons”) in advance of and at the Meeting for the Company’s need for Funding; and

**WHEREAS**, the Company and the members of the Company were unable to obtain the Funding by any other method; and

**WHEREAS**, STS MCM, LLC (“STS”) offered both a viable lease and funding of at least \$500,000 for the Company’s build-out and operations (the “Offer”) but required equity in the Company in exchange for the Offer; and

**WHEREAS**, the Agreement under Article 5 Section 1 allows the Board to issue “[a]dditional Units and additional series or classes of Units [that] may be issued from time to time as may be determined by the Board in accordance with the terms set forth herein, with such relative rights, powers, and duties as the Board determine in accordance with this Agreement[]”]; and

**WHEREAS**, the majority of the Board determined that the Reasons justify the issuance of additional Class A shares subject to a STS in exchange for the Offer; and

**IT IS THEREFORE RESOLVED THAT**, the Company shall issue an additional 10,001,000 units of Class A shares (the “Units”). 4,900,000 of the Units will be allocated to STS MCM, LLC, subject to their provision of the Offer. The required amount of remaining Units will be allocated to George Vlamis and Quine Liddell, without cost, to maintain compliance with OCM regulations requiring George Vlamis and Quine Liddell to have at least a 51% interest in the Company; and

**IT IS THEREFORE FURTHER RESOLVED THAT** the Company, is authorized and directed to take any necessary actions, if any, to implement the decisions made in this Resolution.

**IT IS THEREFORE FURTHER RESOLVED THAT**, that the above-stated actions and decisions, as recorded in the meeting minutes dated August 4, 2023, be adopted and approved as official Company actions; and

**IN WITNESS WHEREOF**, each of the undersigned, being the majority of voting members of the Board of the Company, have executed this written consent as of the date first set forth above.

Dated: 8-22-2023

By:   
Quine Liddell

Dated: 8-22-2023

By:   
George Vlamis