



**ACTION BY WRITTEN CONSENT
OF THE STOCKHOLDERS OF
SOLFICE RESEARCH, INC.**

The undersigned stockholders of Solrice Research, Inc., a Delaware corporation (the “Company”), holding not less than the requisite number of shares for each action contained herein, hereby take the following actions and adopt the following resolutions by written consent, pursuant to Section 228 of the Delaware General Corporation Law (the “DGCL”), the Amended and Restated Certificate of Incorporation of the Company, dated as of April 20, 2018 (the “Amended and Restated Charter”), and the Bylaws of the Company (the “Bylaws”), effective as of the date hereof.

1. Ratification of Director Appointment

WHEREAS, pursuant to Section 3.4 of the Bylaws, and Section 5(c) of Part B of Article IV of the Company’s Amended and Restated Charter, any vacancies created by resignation of a director may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced; provided, however, that where such vacancy occurs among the directors elected by the holders of a class or series of stock, the holders of shares of such class or series may override the Board of Directors’ action to fill such vacancy by (i) voting for their own vacancy at a meeting of the Company’s stockholders, or (ii) written consent, if the consenting stockholders hold a sufficient number of shares to elect their designee at a meeting of stockholders.

WHEREAS, Mr. Peter Hsieh, then serving as a director appointed by the holders of a majority of the Company’s Series Seed Preferred Stock and Series A Preferred Stock, voting together as a single class (the “Preferred Stock”), resigned from the Board of Directors on April 19, 2022.

WHEREAS, acting in accordance with Section 3.4 of the Bylaws and Section 5(c) of Part B of Article IV of the Amended and Restated Charter, by unanimous written consent, the remaining directors filled the vacancy resulting from Mr. Hsieh’s resignation by appointing Mr. Ronjon Nag as a director of the Company.

WHEREAS, the undersigned holders of Preferred Stock, constituting at least a majority of the outstanding Preferred Stock, desire to ratify Mr. Nag’s appointment as a director.

NOW, THEREFORE, BE IT RESOLVED, that the appointment of Mr. Ronjon Nag as a director of the Company is hereby approved, ratified and confirmed in all respects.

2. Approval of the Asset Purchase Agreement and Asset Sale

WHEREAS, the Company proposes to enter into an Asset Purchase Agreement, by and among the Company, Condor Acquisition Sub II, Inc., a Delaware corporation (“Buyer”), and Luminar Technologies, Inc., a Delaware corporation (“Parent”), substantially in the form attached hereto as Exhibit A (the “Asset Purchase Agreement”), pursuant to which the Company will sell, convey, and transfer all or substantially all of its assets to Buyer (the “Asset Sale”). Capitalized terms used but not defined herein shall have the meaning

given to them in the Asset Purchase Agreement.

WHEREAS, the Board of Directors of the Company has approved the terms of the Asset Purchase Agreement and has resolved that the Asset Sale is in the best interests of the Company and its stockholders, and has unanimously recommended the adoption and approval of the Asset Purchase Agreement and the Asset Sale by the Company's stockholders.

WHEREAS, the aggregate Purchase Price for the Purchased Assets shall be \$10,595,000, to be paid to the Company in a number of shares of Parent Common Stock, for further distribution to the stockholders, and in accordance with Section 2.8 and Section 3.3 of the Asset Purchase Agreement. At the Closing, Parent shall issue or cause to be issued to the Company the Consideration Base Shares, which is determined by dividing (x) the Closing Proceeds by (y) the Closing VWAP, rounded up to the nearest \$0.01, subject to adjustment as provided for in Section 3.3 of the Asset Purchase Agreement. Further, on the first anniversary of the Closing, Buyer will issue or cause to be issued to the Company the Deferred Shares. It will be an express condition to the Company's receipt of any Deferred Shares that, as of the issuance date, the Employment Condition for each Key Employee has been met; provided, however, that the number of Deferred Shares to be actually issued to the Company will be reduced by 1/3rd for each Key Employee who fails to meet its respective Employment Condition prior to the date on which such Deferred Shares are issuable.

WHEREAS, pursuant to Section 144 of the DGCL, no contract or transaction between the Company and any other corporation, partnership, association or other organization in which one or more of the officers or directors of the Company is an officer or director of, or has a financial interest in (any such party is referred to herein individually as an "Interested Party" and any such contract or transaction is referred to herein as an "Interested Party Transaction"), shall be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors which authorized the Interested Party Transaction or solely because the vote of any such director is counted for such purpose, if, among other things, the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders.

WHEREAS, the stockholders have been fully apprised of all of the material terms and conditions of the Asset Purchase Agreement and the transactions contemplated thereby, including the Asset Sale, and of all material facts regarding the interests that the members of the Board of Directors and the officers of the Company may have in connection with the same, including without limitation that (i) due to the terms of outstanding convertible notes issued by the Company and the liquidation preferences of the Company's Series Seed Preferred Stock and Series A Preferred Stock, holders of the Company's Common Stock and Founders Preferred Stock shall not receive any portion of the consideration available for distribution by the Company to stockholders as a result of the Asset Sale; (ii) that the consideration available for distribution by the Company to holders of the Company's Series Seed Preferred Stock and Series A Preferred Stock will be less than the respective liquidation preferences of such Preferred Stock; (iii) that issuance of the Deferred Shares (as defined in the Asset Purchase Agreement) is contingent and subject to offset for indemnification obligations of the Company; and (iv) that (A) Stefan Safko, Scott Harvey and Ronjon Nag are members of the Board of Directors, Scott Harvey and Ronjon Nag are

shareholders of the Company, and Ronjon Nag will financially benefit from the Asset Sale as a shareholder, (B) Ronjon Nag is a member of the Board of Directors and a noteholder of the Company and will benefit from the Asset Sale as a noteholder, and (C) Stefan Safko, Scott Harvey and Satyanarayan Vakkaleri are officers of the Company, and will benefit from the Asset Sale by virtue of their respective offers for employment with Parent after the Closing, and each of the foregoing individuals may be deemed an Interested Party and such transactions may be deemed Interested Party Transactions.

WHEREAS, a good faith estimate of the portion of the Purchase Consideration to be delivered to each Participating Securityholder, subject to the terms and conditions of the Asset Purchase Agreement, is attached to the Asset Purchase Agreement as a schedule thereto.

NOW, THEREFORE, BE IT RESOLVED, that the stockholders do hereby approve, consent to, authorize, and ratify the form, terms, and provisions of the Asset Purchase Agreement, including all exhibits and schedules attached thereto, and do hereby consent to and authorize the Asset Sale, including the transactions contemplated thereby, including the Interested Party Transactions, in all respects, including in accordance with Section 144 of the DGCL.

RESOLVED FURTHER, that the stockholders, having been fully apprised of all material terms of the Asset Purchase Agreement and the transactions contemplated thereby, including the Asset Sale and the Interested Party Transactions, and having carefully considered the alternatives available to the Company at this time, hereby determine that the Asset Purchase Agreement and the transactions contemplated thereby, including the Asset Sale and the Interested Party Transactions, are fair, just, reasonable to and in the best interests of the Company and its stockholders.

RESOLVED FURTHER, that the officers of the Company (each such person, an “Authorized Officer”) be, and each of them hereby is, authorized and empowered to take all such further action and to execute and deliver all such further agreements, certificates, instruments, and documents, in the name and on behalf of the Company, to pay or cause to be paid all expenses and to take such other actions as they or any one of them shall deem necessary or desirable in order to carry out fully the intent and accomplish the purposes of the foregoing resolutions.

3. Plan of Liquidation; Dissolution

WHEREAS, subsequent to the Asset Sale, the Company will no longer have any active business operations (other than activities undertaken for the purpose of preserving the value of its assets, winding up and liquidating its business and affairs), and accordingly, in the judgment of the Board, it is deemed advisable and in the best interests of the Company and its stockholders to liquidate the Company pursuant to the applicable liquidation provisions of the Company's Amended and Restated Charter and in accordance with the applicable provisions of the DGCL.

WHEREAS, the Board has determined that it is in the best interests of the Company and its stockholders to approve and adopt the Plan of Liquidation in substantially the form attached hereto as Exhibit B (the “Plan of Liquidation”), which describes the steps to be taken by the Company to use its available assets to settle the liabilities of the Company, make appropriate reserves for future claims, and distribute to the Company's stockholders,

any remaining assets of the Company that the Board determines are legally available for such distributions (any such amounts so distributed to stockholders, the "Distributions"), and any such Distributions are to be made in accordance with Article IV, Section B(2) of the Amended and Restated Charter (the foregoing payments, reserves, Distributions and other matters contemplated by the Plan of Liquidation, collectively, the "Liquidation"), and has recommended that the stockholders adopt and approve the Plan of Liquidation and the Liquidation.

WHEREAS, the Board has determined that, following the consummation of the transactions contemplated by the Plan of Liquidation, it is in the best interests of the Company and its stockholders for the Company to be dissolved in accordance with the Plan of Liquidation and the terms and provisions of the DGCL, and that it is in the best interests of the Company and its stockholders for the Company's officers to execute and file the Certificate of Dissolution in the form attached hereto as Exhibit C (the "Certificate of Dissolution"), with Secretary of State of the State of Delaware.

RESOLVED, that the Plan of Liquidation, the Liquidation, the Dissolution, and the Certificate of Dissolution, and the consummation of the transactions contemplated thereby, be, and they hereby are, authorized, adopted and approved in all respects.

4. Waiver of Notice

RESOLVED, that, other than this Action by Written Consent, each undersigned stockholder hereby waives, on their own behalf and to the extent applicable on behalf of all stockholders, any and all notice or consent requirements applicable to, or triggered by, the Asset Purchase Agreement and any of the transactions contemplated therein, including the Asset Sale, that are contained in the Amended and Restated Charter, Bylaws, any contract or agreement between the Company and such stockholder, or under applicable law.

5. General Authority and Ratification

RESOLVED, that any and all lawful acts, transactions, agreements, instruments, documents or certificates heretofore or hereafter taken or executed by the Authorized Officers in furtherance of the foregoing be, and they hereby are, in all respects approved and ratified and confirmed as the true acts and deeds of the Company with the same force and effect as if such lawful act, transaction, agreement or certificate had been specifically authorized in advance by resolution of the stockholders.

[Signature Page Follows]

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>25E LLC</u> (Name)	_____ (Name)
By: _____ Name: Emma Cuadrado Title: Secretary of its Manager	_____ (Signature)
Date: <u>June 7, 2022</u>	Date: _____
Address: <u>737 N. MICHIGAN AVE., SUITE 2100, CHICAGO, IL 60611 U.S.A.</u>	Address: _____
_____	_____
_____	_____
Email: emma@wicklowcapital.com	Email: _____

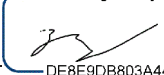
ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
(a) _____	I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
(b) _____	I am a natural person who had individual income exceeding \$200,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(c) _____	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) <u> X </u>	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.
<input type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is <u>NOT</u> an accredited investor.

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>AME Cloud Ventures, LLC</u> (Name)	_____ (Name)
By: <u>DocuSigned by: Greg Hardester</u> <small>4788BDB8E8B9403...</small>	_____ (Signature)
Name: Greg Hardester Title: Manager	Date: _____
Date: <u>June 8, 2022</u>	Address: _____
Address: <u>720 University Ave. Suite 200</u> <u>Los Gatos, CA 95032</u>	_____
_____	_____
Email: <u>Greg@cfmoffice.com</u>	Email: _____

ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
(a) _____	I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
(b) _____	I am a natural person who had individual income exceeding \$200,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(c) _____	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) <u>X</u>	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.
<input type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is <u>NOT</u> an accredited investor.

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>Berkeley Skydeck Fund 1, LP</u> (Name)	_____ (Name)
By:  _____ <small>DocuSigned by: DE8E9DB803A4422...</small> Name: Chon Tang Title: Managing Partner	_____ (Signature)
Date: <u>June 8, 2022</u>	Date: _____
Address: <u>2150 Shattuck Blvd, PH</u> <u>Berkeley, CA 94704</u>	Address: _____ _____ _____
Email: <u>ctang@skydeck.vc</u>	Email: _____

ACCREDITED INVESTOR REPRESENTATION

- ☒ Under penalty of fraud, Stockholder has read the definition of "accredited investor" in Schedule A attached hereto and certifies that Stockholder is an accredited investor.
- (a) _____ I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
- (b) _____ I am a natural person who had individual income exceeding \$200,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
- (c) _____ I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
- (d) X Stockholder is an entity meeting other criteria set forth on Schedule A hereto.
- ☐ Under penalty of fraud, Stockholder has read the definition of "accredited investor" in Schedule A attached hereto and certifies that Stockholder is **NOT** an accredited investor.

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>CRCM Opportunity Fund II LP</u> (Name)	_____ (Name)
By: <u>Samuel White</u> <small>F357ADB2F294496...</small> Name: Samuel White Title: Healthcare Lead	_____ (Signature)
Date: <u>June 10, 2022</u>	Date: _____
Address: <u>475 Sansome St Suite 730, San Francisco, CA 94111</u>	Address: _____
_____	_____
_____	_____
Email: swhite@crcm.com	Email: _____

ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
(a) _____	I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
(b) _____	I am a natural person who had individual income exceeding \$200,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(c) _____	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) <u>X</u> _____	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.
<input type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is NOT an accredited investor.

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>Elevate Civilmaps Pte. Ltd.</u> (Name)	_____ (Name)
By: <u>Aditya Mathur</u> <small>DocuSigned by: D313558FBF544B0...</small> Name: Aditya Mathur Title: Managing Director	_____ (Signature)
Date: <u>June 8, 2022</u>	Date: _____
Address: <u>Level 28, The Gateway East, 152 Beach Road, Singapore 189721</u>	Address: _____
_____	_____
_____	_____
Email: <u>aditya.mathur@elev8.vc</u>	Email: _____

ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
(a) _____	I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
(b) _____	I am a natural person who had individual income exceeding \$200,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(c) _____	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) <u>x</u>	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.
<input type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is <u>NOT</u> an accredited investor.

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>Era Lead Limited</u> (Name)	_____ (Name)
By: <u>Brian Keng</u> <small>DocuSigned by: DF4F4D5A4E1448A...</small> Name: <u>Brian Keng</u> Title: <u>Director</u>	_____ (Signature)
Date: <u>June 9, 2022</u>	Date: _____
Address: <u>Le Sanalele Complex, Ground Floor, Vaea Street, Saleufi, PO Box 1868, Apia, Samoa</u>	Address: _____
_____ _____	_____ _____
Email: <u>briankeng@armiotcapital.com</u>	Email: _____

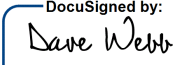
ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
(a) _____	I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
(b) _____	I am a natural person who had individual income exceeding \$200,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(c) _____	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) <u>X</u>	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is <u>NOT</u> an accredited investor.

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
(Name) _____	<u>Fabien Chraim</u> (Name)
By: _____	DocuSigned by: <u>Fabien Chraim</u> 17FA1604096D4E7...
Name: _____	(Signature)
Title: _____	Date: June 10, 2022
Date: _____	Address: 2800 Speedway Ave, Wichita Falls, TX 76308
Address: _____	_____
_____	_____
Email: _____	Email: <u>fabien.chraim@gmail.com</u>

ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
(a) _____	I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
(b) _____	I am a natural person who had individual income exceeding \$200,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(c) <u> x </u>	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) _____	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.
<input type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is <u>NOT</u> an accredited investor.

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

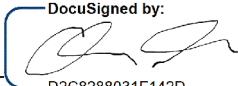
STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
Ford Motor Company	
(Name) _____	(Name) _____
By:  DocuSigned by: Dave Webb	(Signature) _____
Name: Dave Webb	Date: _____
Title: Treasurer	Address: _____
Date: Jun-07-2022	_____
Address: 1 American Road	_____
Dearborn, MI 48126	Email: _____

Email: dwebb47@ford.com	

ACCREDITED INVESTOR REPRESENTATION

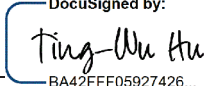
- ☒ Under penalty of fraud, Stockholder has read the definition of "accredited investor" in Schedule A attached hereto and certifies that Stockholder is an accredited investor.
- (a) _____ I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
- (b) _____ I am a natural person who had individual income exceeding \$200,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
- (c) _____ I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
- (d) X _____ Stockholder is an entity meeting other criteria set forth on Schedule A hereto.
- ☐ Under penalty of fraud, Stockholder has read the definition of "accredited investor" in Schedule A attached hereto and certifies that Stockholder is **NOT** an accredited investor.

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>Founder.Org Inc.</u> (Name)	_____ (Name)
By: _____  <small>D2C8288031F142D...</small> Name: Chris Seybold Title: Chief Financial Officer	_____ (Signature)
Date: <u>June 9, 2022</u>	Date: _____
Address: <u>548 Market st #66520</u> <u>San Francisco, ca. 94104</u>	Address: _____ _____ _____
Email: <u>chris@founder.org</u>	Email: _____

ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
(a) _____	I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
(b) _____	I am a natural person who had individual income exceeding \$200,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(c) _____	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) <u>X</u>	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.
<input type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is NOT an accredited investor.

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>Longest Rising Limited</u> (Name) By:  _____ Name: Ting-Wu Hu Title: Director Date: 2022年6月7日 Address: Ting wu hu _____ _____ Email: benny@strait-capital.com	_____ (Name) _____ (Signature) Date: _____ Address: _____ _____ _____ Email: _____

ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
(a) <input checked="" type="checkbox"/>	I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
(b) <input type="checkbox"/>	I am a natural person who had individual income exceeding \$200,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(c) <input type="checkbox"/>	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) <input type="checkbox"/>	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.
<input type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is NOT an accredited investor.

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>Motus - VGO Automonous IOT Fund, LP</u> (Name)	_____ (Name)
By: _____ Name: James DiSanto Title: Managing Partner, Transportation Technology Ventures LLC (dba "Motus Ventures") Date: <u>June 9, 2022</u> Address: <u>541 Jefferson ave</u> <u>Redwood city Ca 94063</u> _____ _____ Email: <u>jim@motusventures.com</u>	_____ (Signature) Date: _____ Address: _____ _____ _____ Email: _____

ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
(a) _____	I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
(b) _____	I am a natural person who had individual income exceeding \$200,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(c) _____	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) <u>X</u> _____	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
(Name) _____	<u>Ronjon Nag</u> (Name) _____
By: _____	DocuSigned by: <u>Ronjon Nag</u> 1CB6199291B0470...
Name: _____	(Signature) _____
Title: _____	Date: <u>June 9, 2022</u>
Date: _____	Address: <u>354 Poe St, Palo Alto, CA 94301</u>
Address: _____	_____
_____	_____
Email: _____	Email: <u>ronjon@r42group.com</u>

ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
(a) <u> x </u>	I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
(b) <u> x </u>	I am a natural person who had individual income exceeding \$200,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(c) <u> x </u>	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) _____	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.
<input type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is <u>NOT</u> an accredited investor.

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>SAIC TECHNOLOGIES FUND I, LLC</u> (Name)	_____ (Name)
By: <u>Maxwell Huang</u> <small>F87657038D1F421...</small> Name: Maxwell Huang Title: PRESIDENT	_____ (Signature)
Date: <u>June 9, 2022</u>	Date: _____
Address: <u>2680 ZANKER ROAD, STE 100</u> <u>SAN JOSE</u> <u>CA 95134</u>	Address: _____ _____ _____
Email: <u>mhuang@saicusa.com</u>	Email: _____

ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
(a) _____	I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
(b) _____	I am a natural person who had individual income exceeding \$200,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(c) _____	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) <input checked="" type="checkbox"/>	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.
<input type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is <u>NOT</u> an accredited investor.

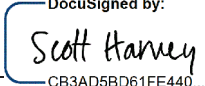
The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
(Name) _____	<u>Sandy Cass</u> (Name) _____
By: _____	DocuSigned by: <u>Sandy Cass</u> C41B4E60BAB24DD... (Signature) _____
Name: _____	Date: <u>June 9, 2022</u>
Title: _____	Address: <u>65 East 96th Street, 17R</u> <u>New York, NY 10128</u>
Date: _____	_____
Address: _____	_____
_____	Email: <u>sandy.cass@gmail.com</u>

Email: _____	

ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
(a) <input checked="" type="checkbox"/>	I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
(b) <input type="checkbox"/>	I am a natural person who had individual income exceeding \$200,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(c) <input type="checkbox"/>	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) <input type="checkbox"/>	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.
<input type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is <u>NOT</u> an accredited investor.

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
(Name) _____	<u>Scott Harvey</u> (Name) _____
By: _____	 CB3AD5BD61FE440... _____
Name: _____	(Signature) _____
Title: _____	Date: <u>June 9, 2022</u>
Date: _____	Address: <u>299 Arguello Blvd #101</u>
Address: _____	<u>San Francisco, CA</u>
_____	<u>94118</u>
_____	_____
_____	_____
Email: _____	Email: <u>scott@civilmaps.com</u>


ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
(a) <input checked="" type="checkbox"/>	I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
(b) <input type="checkbox"/>	I am a natural person who had individual income exceeding \$200,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(c) <input type="checkbox"/>	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) <input type="checkbox"/>	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.
<input type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is <u>NOT</u> an accredited investor.

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>Scrum Ventures Fund II, LP</u> (Name)	_____ (Name)
By: <u>Tak Miyata</u> <small>DocuSigned by: CEF841B77451489...</small> Name: <u>Tak Miyata</u> Title: <u>General Partner</u>	_____ (Signature)
Date: <u>2022年6月9日</u>	Date: _____
Address: <u>535 Mission Street, #14F</u> <u>San Francisco, CA, 94105</u>	Address: _____ _____ _____
Email: <u>tak@scrum.vc</u>	Email: _____

ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
(a) _____	I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
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(c) _____	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) <u>X</u>	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.
<input type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is <u>NOT</u> an accredited investor.

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STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>Stanford-StartX Fund, LLC</u> (Name)	_____ (Name)
By: <u>The Board of Trustees of the Leland Stanford Junior University</u> DocuSigned by:  24B21D6FBA57492... By: _____ Name: Jiayan Zhao Title: Authorized Signatory on behalf of <u>Stanford-StartX Fund, LLC</u>	_____ (Signature)
Date: <u>June 14, 2022</u>	Date: _____
Address: <u>653 Knight Way, Stanford, CA 94305-7297</u>	Address: _____
Email: <u>jiayanz@stanford.edu</u>	Email: _____

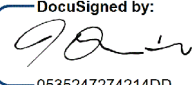
ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
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(b) _____	I am a natural person who had individual income exceeding \$200,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(c) _____	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) <u> x </u> _____	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
TEEC Angel Fund III, LP	
(Name)	(Name)
By: <u>Eugene Zhang</u>	
Name: Eugene Zhang	
Title: Managing Partner	
Address: <u>153 2nd Street, Suite 108</u>	Address: _____
<u>Los Altos, CA 94022</u>	_____
_____	_____
Email: <u>eugene@teec-angel.com</u>	Email: _____

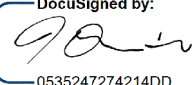
ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
(a) _____	I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
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(d) <input checked="" type="checkbox"/>	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.
<input type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is <u>NOT</u> an accredited investor.

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STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>Transportation Technology Ventures IX LP</u> (Name)	_____ (Name)
By:  _____ <small>DocuSigned by: 0535247274214DD...</small> Name: James DiSanto Title: Managing Partner, Transportation Technology Ventures LLC (dba "Motus Ventures")	_____ (Signature)
Date: <u>June 9, 2022</u>	Date: _____
Address: <u>541 Jefferson ave</u> <u>Redwood City CA 94063</u>	Address: _____ _____ _____
Email: <u>jim@motusventures.com</u>	Email: _____

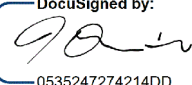
ACCREDITED INVESTOR REPRESENTATION	
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(c) _____	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) <u> x </u>	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>Transportation Technology Ventures LLC</u> (Name)	_____ (Name)
By:  _____ <small>DocuSigned by: 0535247274214DD...</small> Name: James DiSanto Title: Managing Partner, Transportation Technology Ventures LLC (dba "Motus Ventures")	_____ (Signature)
Date: <u>June 9, 2022</u>	Date: _____
Address: <u>541 Jefferson ave</u> <u>Redwood city Ca 94063</u>	Address: _____
_____	_____
_____	Email: _____
Email: <u>jim@motusventures.com</u>	

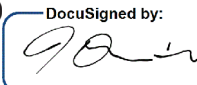
ACCREDITED INVESTOR REPRESENTATION	
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STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>Transportation Technology Ventures XIII LP</u> (Name)	_____ (Name)
By:  _____ <small>DocuSigned by: 0535247274214DD...</small> Name: James DiSanto Title: Managing Partner, Transportation Technology Ventures LLC (dba "Motus Ventures")	_____ (Signature)
Date: <u>June 9, 2022</u>	Date: _____
Address: <u>541 Jefferson ave</u> <u>Redwood city Ca 94063</u>	Address: _____
_____	_____
_____	Email: _____
Email: <u>jim@motusventures.com</u>	

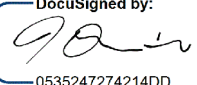
ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
(a) _____	I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
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(c) _____	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) <u>X</u> _____	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>Transportation Technology Ventures XIV LP</u> (Name)	_____ (Name)
By:  <small>DocuSigned by: 0535247274214DD...</small> Name: James DiSanto Title: Managing Partner, Transportation Technology Ventures LLC (dba "Motus Ventures")	_____ (Signature)
Date: <u>June 9, 2022</u>	Date: _____
Address: <u>541 Jefferson ave</u> <u>Redwood city Ca 94063</u>	Address: _____ _____ _____
Email: <u>jim@motusventures.com</u>	Email: _____

ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
(a) _____	I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
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(d) <u>X</u> _____	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.

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STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>Transportation Technology Ventures XIX LP</u> (Name)	_____ (Name)
By: _____ DocuSigned by:  <small>0535247274214DD...</small> Name: James DiSanto Title: Managing Partner, Transportation Technology Ventures LLC (dba "Motus Ventures")	_____ (Signature)
Date: <u>June 9, 2022</u>	Date: _____
Address: <u>541 Jefferson ave</u> <u>Redwood city ca 94063</u>	Address: _____ _____ _____
Email: <u>jim@motusventures.com</u>	Email: _____

ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
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The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>Trillest Venture Limited</u> (Name) <small>DocuSigned by:</small> By: <u>Ting-Wu Hu</u> <small>BA42FFF05927426...</small> Name: Ting-Wu Hu Title: Director Date: <u>2022年6月7日</u> Address: <u>3F, No. 76, DunHua S. Rd., Sec 2, Taipei, Taiwan</u> _____ _____ Email: <u>benny@strait-capital.com</u>	_____ (Name) _____ (Signature) Date: _____ Address: _____ _____ _____ Email: _____

ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
(a) _____	I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
(b) _____	I am a natural person who had individual income exceeding \$200,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(c) _____	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) <u>X</u>	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.
<input type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is <u>NOT</u> an accredited investor.

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>Venture Lending & Leasing VII, LLC</u> (Name)	_____ (Name)
By: _____ <small>DocuSigned by: Maurice Werdegar 2D14686D85C64CE...</small> Name: Maurice Werdegar Title: Chairman	_____ (Signature)
Date: <u>June 8, 2022</u>	Date: _____
Address: <u>104 La Mesa</u> <u>Portola Valley CA 94028</u>	Address: _____
_____	_____
_____	_____
Email: MauriceW@westerntech.com	Email: _____

ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
(a) _____	I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
(b) _____	I am a natural person who had individual income exceeding \$200,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(c) _____	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) <u>X</u>	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.
<input type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is <u>NOT</u> an accredited investor.

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>Venture Lending & Leasing VIII, LLC</u> (Name)	_____ (Name)
By: <u>Maurice Werdegan</u> <small>DocuSigned by: 2D14686D85C64CE...</small> Name: Maurice Werdegan Title: Chairman	_____ (Signature)
Date: <u>June 6, 2022</u>	Date: _____
Address: <u>104 La Mesa</u> <u>Portola Valley CA 94028</u>	Address: _____ _____ _____
Email: <u>MauriceW@westerntech.com</u>	Email: _____

ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
(a) _____	I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000.
(b) _____	I am a natural person who had individual income exceeding \$200,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(c) _____	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) <u> x </u>	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.
<input type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is <u>NOT</u> an accredited investor.

The undersigned holders of capital stock of the Company do hereby consent to and approve the adopting of the foregoing resolutions, with respect to all shares of the Company's stock held of record or beneficially by such holders, effective as of the date on which consents representing the minimum number of shares required to approve the actions herein have been obtained. This action may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

STOCKHOLDER (ENTITY):	STOCKHOLDER (INDIVIDUAL):
<u>Wang-Yu Family Trust</u> (Name)	_____ (Name)
By: <u>Jinlin Wang</u> <small>DocuSigned by: 067ADAFE7ECD4D5...</small>	_____ (Signature)
Name: Jinlin Wang Title: Trustee	Date: _____
Date: <u>June 9, 2022</u>	Address: _____
Address: <u>30 Maynard Way, Los Altos, CA 94022</u>	_____
_____	_____
_____	Email: _____
Email: <u>jinlin.wang@gmail.com</u>	

ACCREDITED INVESTOR REPRESENTATION	
<input checked="" type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is an accredited investor.
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(b) _____	I am a natural person who had individual income exceeding \$200,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(c) _____	I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the two most recent years and I have a reasonable expectation of reaching the same income level in the current year.
(d) <u>X</u>	Stockholder is an entity meeting other criteria set forth on <u>Schedule A</u> hereto.
<input type="checkbox"/>	Under penalty of fraud, Stockholder has read the definition of "accredited investor" in <u>Schedule A</u> attached hereto and certifies that Stockholder is <u>NOT</u> an accredited investor.

SCHEDULE A

RULE 501(A) – DEFINITION OF ACCREDITED INVESTOR

17 CFR 230.501(a)

(a) *Accredited investor.* Accredited investor shall mean any person who comes within any of the following categories, or who the issuer reasonably believes comes within any of the following categories, at the time of the sale of the securities to that person:

(1) Any bank as defined in section 3(a)(2) of the Act, or any savings and loan association or other institution as defined in section 3(a)(5)(A) of the Act whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to section 15 of the Securities Exchange Act of 1934; any investment adviser registered pursuant to section 203 of the Investment Advisers Act of 1940 or registered pursuant to the laws of a state; any investment adviser relying on the exemption from registering with the Commission under section 203(l) or (m) of the Investment Advisers Act of 1940; any insurance company as defined in section 2(a)(13) of the Act; any investment company registered under the Investment Company Act of 1940 or a business development company as defined in section 2(a)(48) of that act; any Small Business Investment Company licensed by the U.S. Small Business Administration under section 301(c) or (d) of the Small Business Investment Act of 1958; any Rural Business Investment Company as defined in section 384A of the Consolidated Farm and Rural Development Act; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in section 3(21) of such act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;

(2) Any private business development company as defined in section 202(a)(22) of the Investment Advisers Act of 1940;

(3) Any organization described in section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, partnership, or limited liability company, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;

(4) Any director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer;

(5) Any natural person whose individual net worth, or joint net worth with that person's spouse or spousal equivalent, exceeds \$1,000,000;

(i) Except as provided in paragraph (a)(5)(ii) of this section, for purposes of calculating net worth under this paragraph (a)(5):

(A) The person's primary residence shall not be included as an asset;

(B) Indebtedness that is secured by the person's primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of sale of securities exceeds

the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and

(C) Indebtedness that is secured by the person's primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of securities shall be included as a liability;

(ii) Paragraph (a)(5)(i) of this section will not apply to any calculation of a person's net worth made in connection with a purchase of securities in accordance with a right to purchase such securities, provided that:

(A) Such right was held by the person on July 20, 2010;

(B) The person qualified as an accredited investor on the basis of net worth at the time the person acquired such right; and

(C) The person held securities of the same issuer, other than such right, on July 20, 2010.

(6) Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse or spousal equivalent in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;

(7) Any trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in § 230.506(b)(2)(ii);

(8) Any entity in which all of the equity owners are accredited investors;

(9) Any entity, of a type not listed in paragraph (a)(1), (2), (3), (7), or (8), not formed for the specific purpose of acquiring the securities offered, owning investments in excess of \$5,000,000;

(10) Any natural person holding in good standing one or more professional certifications or designations or credentials from an accredited educational institution that the Commission has designated as qualifying an individual for accredited investor status. In determining whether to designate a professional certification or designation or credential from an accredited educational institution for purposes of this paragraph (a)(10), the Commission will consider, among others, the following attributes:

(i) The certification, designation, or credential arises out of an examination or series of examinations administered by a self-regulatory organization or other industry body or is issued by an accredited educational institution;

(ii) The examination or series of examinations is designed to reliably and validly demonstrate an individual's comprehension and sophistication in the areas of securities and investing;

(iii) Persons obtaining such certification, designation, or credential can reasonably be expected to have sufficient knowledge and experience in financial and business matters to evaluate the merits and risks of a prospective investment; and

(iv) An indication that an individual holds the certification or designation is either made publicly available by the relevant self-regulatory organization or other industry body or is otherwise independently verifiable;

(11) Any natural person who is a “knowledgeable employee,” as defined in rule 3c-5(a)(4) under the Investment Company Act of 1940 (17 CFR 270.3c-5(a)(4)), of the issuer of the securities being offered or sold where the issuer would be an investment company, as defined in section 3 of such act, but for the exclusion provided by either section 3(c)(1) or section 3(c)(7) of such act;

(12) Any “family office,” as defined in rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940 (17 CFR 275.202(a)(11)(G)-1):

(i) With assets under management in excess of \$5,000,000,

(ii) That is not formed for the specific purpose of acquiring the securities offered, and

(iii) Whose prospective investment is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment; and

(13) Any “family client,” as defined in rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940 (17 CFR 275.202(a)(11)(G)-1)), of a family office meeting the requirements in paragraph (a)(12) of this section and whose prospective investment in the issuer is directed by such family office pursuant to paragraph (a)(12)(iii).

EXHIBIT A

ASSET PURCHASE AGREEMENT

EXHIBIT B
PLAN OF LIQUIDATION

EXHIBIT C

CERTIFICATE OF DISSOLUTION