

WINPROBE CORPORATION

NOTICE TO STOCKHOLDERS

TO: Stockholders of WinProbe Corporation
FROM: Guy Scott, Chief Executive Officer
DATE: 20th August, 2016
RE: Notice of Corporate Actions Taken By Less Than Unanimous
Written Consent of Stockholders

Pursuant to Section 228(e) of the Delaware General Corporation Law, notice is hereby given that an action by written consent of a requisite percentage of stockholders of the Company's Common Stock (the "Consenting Stockholders"), of WinProbe Corporation, a Delaware corporation (the "Company"), has been taken in lieu of a special meeting of the stockholders. A copy of the written consent approved as of August 20th, 2016 is attached hereto as **Attachment A** (the "Written Consent").

Pursuant to the Written Consent, the Consenting Stockholders have approved the 2016 Equity Incentive Plan of the Company and other actions in connection therewith.

If you have any questions concerning the Written Consent or this Notice, please call me at 561 626 4405 or email me at gscott@winprobe.com, or call the Company's counsel, Enrique Santiago of Locke Lord LLP at 561-833-7700 or Enrique.Santiago@LockeLord.com.

Sincerely,



Guy Scott
CEO

Unanimous Written Consent of Board of Directors
in Lieu of Meeting
the ("Written Consent")

20th August, 2016

The undersigned, constituting all of the members of the Board of Directors (the "Board") of WinProbe Corporation, a Delaware corporation (the "Company"), in accordance with the authority contained in Section 141(f) of the General Corporation Law of the State of Delaware, do hereby consent to the adoption of the following recitals and resolutions and the actions contemplated thereby, which recitals and resolutions shall be deemed to have the full force and effect of recitals and resolutions adopted at a duly called meeting at which a quorum was present and acting throughout.

2016 Equity Incentive Plan

WHEREAS, the Board has determined that it is advisable and in the best interest of the Company to adopt the 2016 Equity Incentive Plan (the "2016 Plan"), in substantially the form attached hereto as Exhibit A, and to reserve One Million Five Hundred and Two Thousand Three Hundred Ninety-Eight (1,502,398) shares of common stock, par value \$0.001 per share (the "Commons Stock") of the Company for issuance under the 2016 Plan in order provide incentives to employees, directors, officers and consultants of the Company; and

WHEREAS, in connection with the adoption of the 2016 Plan, the Board has determined that it is advisable and in the best interest of the Company to reduce the total number of shares reserved under any outstanding equity incentive plans of the Company (not including the 2016 Plan) to Six Hundred Twenty-Five Thousand (625,000) shares of Common Stock, which represents the total number of options issued and outstanding as of the date hereof.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the 2016 Plan, in substantially the form attached hereto as Exhibit A, with such non-substantive changes thereto as any officer of the Company (the "Authorized Officers") shall approve (their execution and delivery thereof to be conclusive evidence of such approval), is hereby approved;

FURTHER RESOLVED, that the Company is hereby authorized and directed to reserve up to One Million Five Hundred and Two Thousand Three Hundred Ninety-Eight (1,502,398) shares of Common Stock for issuance under the 2016 Plan;

FURTHER RESOLVED, that the total number of shares reserved under any outstanding equity incentive plans of the Company (not including the 2016 Plan) are hereby reduced to Six Hundred Twenty-Five Thousand (625,000) shares of Common Stock, which represents the total number of options issued and outstanding as of the date hereof;

FURTHER RESOLVED, that the Board deems it advisable and in the best interests of the Company to: (i) adopt the 2016 Plan; and (ii) that the number of shares reserved under any outstanding equity incentive plans of the Company (not including the 2016 Plan) be reduced to Six Hundred Twenty-Five Thousand (625,000) shares of Common Stock; and directs that the 2016 Plan, along with the reduction of the number of shares under any outstanding equity incentive plans, be presented for the approval of the stockholders of the Company; that the record date for determining the stockholders of the Company who shall be entitled to approve by written consent be the date of this meeting; and that the Authorized Officers are hereby authorized and directed to solicit such written consents;

FURTHER RESOLVED, that the form of Stock Option Agreement, in substantially the form attached hereto as Exhibit B, is hereby approved and adopted as the standard form for the grant of stock options under the 2016 Plan, with such nonsubstantive changes, additions or deletions, including modifications deemed advisable to implement electronic delivery and administration of awards to participants under the 2016 Plan, as may be approved by the Authorized Officers executing the same, their execution and delivery thereof to be conclusive evidence of such approval; and

FURTHER RESOLVED, that the form of Restricted Stock Agreement, in substantially the form attached hereto as Exhibit C, is hereby approved and adopted as the standard form for the grant of restricted stock under the 2016 Plan, with such nonsubstantive changes, additions or deletions, including modifications deemed advisable to implement electronic delivery and administration of awards to participants under the 2016 Plan, as may be approved by the Authorized Officers executing the same, their execution and delivery thereof to be conclusive evidence of such approval.

\$1,000,000 Common Stock Offering

WHEREAS, the Board has determined that it is advisable and in the best interest of the Company to engage in an offering for the sale of shares of Common Stock, at a purchase price of \$1.00 per share (the “Purchase Price”) to “accredited investors” (each an “Investor”, and together the “Investors”), as that term is defined in Rule 501 of Regulation D under the Securities Act of 1933, as amended (the “Act”), for an aggregate purchase price of up to \$1,000,000 (the “Stock Offering”);

WHEREAS, in connection with the Stock Offering, the Board has determined that it is advisable and in the best interest of the Company to use a Confidential Private Placement Memorandum, in substantially the form attached hereto as Exhibit D (the “Memorandum”) to distribute to potential Investors; and

WHEREAS, in connection with the Stock Offering, the Board has determined that it is advisable and in the best interest of the Company to enter in a subscription and stock purchase agreement in substantially the form attached hereto as Exhibit E (the “Subscription and Stock Purchase Agreement”) with each Investor to effect the sale and issuance of shares of Common Stock.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the Board approves the Stock Offering and authorizes the offering for sale, under Rule 506 of Regulation D under the Act or such other exemption from registration under the Act as may be applicable, of up to One Million (1,000,000) shares of Common Stock at the Purchase Price to the Investors;

FURTHER RESOLVED, that the Memorandum, in substantially the form attached hereto as Exhibit D, with such changes thereto as any Authorized Officer shall approve (his execution and delivery thereof to be conclusive evidence of such approval), is hereby approved;

FURTHER RESOLVED, that the Subscription and Stock Purchase Agreement in substantially the form attached hereto as Exhibit E, with such changes thereto as any of the Authorized Officers shall approve (his or her execution and delivery thereof to be conclusive evidence of such approval), is hereby approved;

FURTHER RESOLVED, the Company is authorized to enter into a Subscription and Stock Purchase Agreement with each Investor and the agreements, documents and instruments referred to therein or related thereto, providing for the issuance and sale of up to 1,000,000 shares of Common Stock to the Investors for an aggregate purchase price of up to \$1,000,000; provided the Company is authorized in its discretion to increase the number of shares of Common Stock to be sold in the Stock Offering;

FURTHER RESOLVED, that, upon the receipt by the Company of the consideration required in accordance with the terms of the Subscription and Stock Purchase Agreement, the Authorized Officers be, and each acting singly hereby is, authorized, empowered and directed to execute and deliver to Investors certificates representing the shares of Common Stock so purchased, and the shares represented by such certificates, when so issued, shall be duly and validly issued, fully paid and nonassessable;

FURTHER RESOLVED, that the Authorized Officers are hereby authorized, for and on behalf of the Company, to prepare execute and cause to be filed any necessary or appropriate forms, notices, applications or other documents with the U.S. Securities and Exchange Commission in connection with the transactions contemplated by the Subscription and Stock Purchase Agreement, including the filing of Form D with respect to the issuance of shares of Common Stock, and to take any and all such actions as such Authorized Officer shall determine to be necessary in connection with the transactions contemplated by the Subscription and Stock Purchase Agreement;

FURTHER RESOLVED, that the Authorized Officers are hereby authorized, for and on behalf of the Company, to take any and all action which they, or any of them, may deem necessary or advisable in order to effect the registration or qualification (or exemption therefrom) of such securities for issue and sale under the federal securities laws and "Blue Sky" or securities laws of applicable states, or to qualify or register the Company as a broker or dealer, and in connection therewith, to execute, acknowledge, verify, deliver, file or cause to be published, any applications, reports, consents to service of process and other papers or instruments that may be required under

such laws, and to take any and all further action which any such Authorized Officer may deem necessary or advisable in order to maintain any such registration, qualification or exemption for as long as they deem necessary or as required by law;

FURTHER RESOLVED, that any Authorized Officer of the Company is authorized and directed in the name and on behalf of the Company to execute and file irrevocable written consents on the part of the Company to be used in such states of the United States of America wherein such consents to service of process may be required under the securities laws thereof in connection with said registration or qualification for exemption of the shares of Common Stock issuable in the Stock Offering and to appoint the appropriate state official agent of the Company for the purpose of receiving and accepting process;

FURTHER RESOLVED, that if a specific form of resolution or resolutions of the Board is required for an application or other instrument filed for the purpose of such registration, qualification or exemption, each such resolution shall be deemed to have been, and hereby is, adopted; and that the Secretary of the Company be, and he hereby is, authorized to certify the adoption of all such resolutions as though such resolutions were presented to and adopted at this meeting of the Board, all such resolutions to be inserted in the minute book of the Company; and

FURTHER RESOLVED, that the Authorized Officers are hereby authorized and directed to consummate the transactions contemplated by the foregoing resolutions and are authorized and empowered (individually or together) to sign and deliver or cause to be signed and delivered on behalf of the Company the above mentioned documents and any and all such documents, instruments and certificates required or contemplated by the foregoing resolutions and the transactions contemplated thereby.

Omnibus

FURTHER RESOLVED, that the Authorized Officers are hereby authorized and directed, on behalf of the Company, to take such actions and to execute such other documents as may be necessary and proper to effect the foregoing resolutions;

FURTHER RESOLVED, that all acts and deeds of any Authorized Officers or of any person or persons hereafter agreed upon or designated by the Authorized Officers or any of them performed previously in entering into, executing, performing, carrying out, or otherwise pertaining to the arrangements and intentions authorized by foregoing resolutions are hereby ratified, approved and confirmed in all respects; and

FURTHER RESOLVED, that this Written Consent may be executed separately in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same agreement. In the event that any signature is delivered by facsimile transmission or by the signature page being sent via e-mail to the other party as a portable data format (.pdf) file or image file attachment, such signature shall create a valid and binding obligation of the party executing (or on whose behalf such signature is executed) with the same force and effect as if such signature page were an original thereof.

(Signatures on the Next Page)

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the date first written above.



Guy Scott

Helen Scott

Paul Papi