

Shareholder Resolution Approving Option Plan

**ACTION BY WRITTEN CONSENT OF
THE SHAREHOLDERS OF
GREENRUN INC.**

December 1, 2021

The undersigned, being the shareholders of GreenRun Inc. (“**Shareholders**”), a Delaware corporation (the “**Corporation**”), acting in lieu of a meeting in accordance with Sections 228 of the Delaware General Corporation Law (the “**Code**”), do hereby consent to the adoption of, and hereby consent to authorize, the following resolutions and the taking of the actions set forth herein:

WHEREAS, the Shareholders deem it to be advisable and in the best interest of the Corporation to adopt an 2021 Equity Incentive Plan, substantially in the form attached hereto as **Exhibit A**, including all ancillary Form Agreements (i.e., Form of Restricted Stock Agreement, Form of Non-Qualified Stock Option Agreement, Form of Incentive Stock Option Agreement, and Form of Early Exercise Non-Qualified Stock Option Agreement) (collectively, the “Option Plan”).

NOW THEREFORE, IT IS HEREBY:

RESOLVED, that the Option Plan be, and hereby is, approved;

RESOLVED, that the form, terms, and provisions of the Option Plan and the transactions contemplated thereby be, and hereby are, approved;

RESOLVED, that 2,525,003 shares of the authorized but unissued Common Stock of the Company are hereby reserved for issuance pursuant to the Option Plan;

RESOLVED, that the Form of Restricted Stock Agreement in substantially the form attached as **Exhibit B** (the “RSA”) is approved in all respects.

RESOLVED, that the Form of Non-Qualified Stock Option Agreement in substantially the form attached as **Exhibit C** (the “Non-Qualified Agreement”) is approved in all respects.

RESOLVED, that the Form of Incentive Stock Option Agreement in substantially the form attached as **Exhibit D** (the “Incentive Agreement”) is approved in all respects.

RESOLVED, that the Form of Early Exercise Non-Qualified Stock Option Agreement in substantially the form attached as **Exhibit E** (the “Early Exercise Agreement”) is approved in all respects;

RESOLVED, that the Option Plan is authorized, approved and adopted, and the officers of the Company are authorized and directed to execute and deliver the Option Plan and any and all other agreements, certificates or documents required or contemplated by any of the Option Plan or deemed necessary or appropriate in connection therewith, and to take all actions deemed necessary or appropriate to cause the Company's obligations thereunder to be performed.

RESOLVED, that the President, Vice President, Treasurer, Secretary and any other officer of the corporation (each such person, an "**Authorized Officer**") be, and each of them hereby is, authorized and empowered to execute and deliver the Option Plan, including all exhibits and schedules attached thereto, in the name and on behalf of the Corporation with such additions, deletions, or changes therein (including, without limitation, any additions, deletions, or changes to any schedules or exhibits thereto) as the Authorized Officer executing the same shall approve (the execution and delivery thereof by any such Authorized Officer to be conclusive evidence of his or her approval of any such additions, deletions, or changes);

RESOLVED, that each of the Authorized Officers 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 Corporation, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable, or appropriate to consummate, effectuate, carry out, or further the transactions contemplated by and the intent and purposes of the foregoing resolutions;

RESOLVED, that in connection with the transactions contemplated in the preceding resolutions, the Secretary or the Assistant Secretary of the Corporation be, and hereby is, authorized in the name and on behalf of the Corporation, to certify any more formal or detailed resolutions as such officer may deem necessary, desirable, advisable, or appropriate to consummate, effectuate, carry out, or further the transactions contemplated by and the intent and purposes of the foregoing resolutions; and that thereupon, such resolutions shall be deemed adopted as and for the resolutions of the board of directors as if set forth at length herein; and

RESOLVED, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing

resolutions or any action to be taken in accordance with any requirements of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable, or appropriate to consummate, effectuate, carry out, or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

Vice Ventures Fund I LP

By: DocuSigned by: Catharine Dockery
FDAC4402491E42A
 Name: Catharine Dockery
 Title: Manager

Mile 19 Ventures LLC

By: DocuSigned by: Nathan Dionne
DFB41FBD1500CA7
 Name: Nathan Dionne
 Title: Founder

Powerhouse Capital Ventures Greenrun Series 1 LLC

By: DocuSigned by: Eric Engdahl
BD714C8B3DCC4159
 Name: Eric Engdahl
 Title: G. Eric Engdahl - Founder

Raptor Holdco LLC

By: _____
 Name: _____
 Title: _____

Philip Krim

By: _____

Name: _____

Title: _____

Replaced by Montauk RIV GR LLC

Quarrymen Holdings LLC

By: DocuSigned by:
Daniel Hurwitz
778683E358DE4A7

Name: Daniel Hurwitz

Title: Manager

Jon Maxwell Osbon

By: DocuSigned by:
Jon Maxwell Osbon
777E030BFC4D7876

Name: Jon Maxwell Osbon

Catharine Dockery

By: DocuSigned by:
Catharine Dockery
F5AC482491E42A

Name: Catharine Dockery

James Knall

By: DocuSigned by:
James Knall
49FAF188DC1D403

Name: James Knall

Bradly Tusk

By: DocuSigned by:
Bradley Tusk
1FC431FE70064D8

Name: Bradley Tusk

Jake Honig

By: DocuSigned by:
Jake Honig
8E449C0A1C842F
Name: jake honig

David Renteln

By: DocuSigned by:
David Renteln
0115FB73D211427
Name: David Renteln

Zoe Oasis

By: DocuSigned by:
Zoe Oasis
C712041AD07C482
Name: Zoe Oasis

Stephen Cook

By: DocuSigned by:
Stephen Cook
1C0E4C1208C426
Name: Stephen Cook

Will Snellings

By: DocuSigned by:
William Snellings
C000A1C5E71B419
Name: William Snellings

Adam Green

By: DocuSigned by:
Adam Green
E716277BC61436
Name: Adam Green

Samy Hamdouche

By: DocuSigned by:
Samy Hamdouche
A83C4E0C04A768
Name: Samy Hamdouche

Boston Turbine Partners

By: DocuSigned by: Eric Engdahl
DE141E53D224195
Name: Eric Engdahl
Title: G. Eric Engdahl - Founder

Wynngate LLC

By: _____
Name: _____
Title: _____

The Rujos LLC

By: DocuSigned by: Marcos Araujo
AE1249144B2D1741D
Name: Marcos Araujo
Title: President

Targetpoint LLC

By: DocuSigned by: Nishon Radhakrishnan
9906E1207CE1542C
Name: Nishon Radhakrishnan
Title: Founder

Jose Berrio

By: DocuSigned by: Jose Berrio
F4DEF1207CE1542C
Name: Jose Berrio

Raptor Holdco LLC

By:

DocuSigned by:
Robert Needham
D466CEB7127446

Name: Robert Needham
Title: Chief Financial Officer

Montauk R1V GR LLC

By:

DocuSigned by:
Philip Krim
E35A264AFB9441D
Name: Philip Krim
Title: Director

Wynngate LLC

By:



Name: Stuart Porter

Title:

Signature Page to Shareholder Resolution Authorizing Option Plan dated December 1, 2021