

WINPROBE CORPORATION

Written Consent of the Stockholders in Lieu of Meeting of Stockholders

July 30th, 2016

The undersigned, constituting the holders of a majority the outstanding common stock, par value \$0.001 per share ("Common Stock") of WinProbe Corporation, a Delaware corporation (the "Company"), do hereby consent, pursuant to the provisions of Section 228 of the Delaware General Corporate Laws, to the adoption of the following recitals and resolutions and the actions contemplated thereby.

WHEREAS, the Board of Directors of the Company (the "Board") desires to provide incentives to employees, directors, officers and consultants of the Company;

WHEREAS, in order to offer such incentives to employees, directors, officers and consultants of the Company, the Board recommended that the stockholders of the Company adopt and approve the 2016 Equity Incentive Plan, in substantially the form attached hereto as Exhibit A (the "2016 Plan"), and the reservation of One Million Five Hundred and Two Thousand Three Hundred Ninety-Eight (1,502,398) shares of Common Stock of the Company for issuance under the 2016 Plan; and

WHEREAS, in connection with the adoption of the 2016 Plan, the Board recommended that the stockholders of the Company approve a reduction to 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.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED: That the 2016 Plan, as approved by the Board, is hereby approved, along with the reservation of One Million Five Hundred and Two Thousand Three Hundred Ninety-Eight (1,502,398) shares of Common Stock for issuance under the 2016 Plan;

RESOLVED: That the reduction of the total number of shares reserved for issuance under any outstanding equity incentive plans of the he 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, is hereby approved.

RESOLVED: That all acts and deeds of any authorized officers of the Company or of any person or persons hereafter agreed upon or designated by the authorized officers of the Company or any of them performed previously in entering into, executing, performing, carrying out, or otherwise pertaining to the

arrangements and intentions authorized by these foregoing resolutions are hereby ratified, approved and confirmed in all respects; and

RESOLVED: 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 document. 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 have the same force and effect as if such signature page were an original thereof.

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

ENTITY STOCKHOLDERS:

Name of Entity: _____
By: _____

(print name)

(title)

Name of Entity: _____
By: _____

(print name)

(title)

Name of Entity: _____
By: _____

(print name)

(title)

INDIVIDUAL STOCKHOLDERS:

By: _____

(print name)

By: _____

(print name)

By: _____

(print name)

By: _____

(print name)

By: _____

(print name)

By: _____

(print name)

[SIGNATURE PAGE TO WRITTEN CONSENT OF STOCKHOLDERS APPROVING 2016 EQUITY INCENTIVE PLAN.]