

**CERTIFIED TRUE COPY
OF THE RESOLUTIONS PASSED BY THE DIRECTORS OF
G2 TECHNOLOGIES CORP.
AND
CERTIFICATE OF CONFIRMATION
(the “Company”)**

The undersigned, Slawomir Smulewicz, Chief Executive Officer and Director of the Company, hereby certifies, for and on behalf of the Company, and not in any personal capacity and without personal liability, that the resolutions set forth below is a true and correct copy of the resolutions duly passed by the directors of the Company on December 17, 2020, and that such resolutions have not in any way been rescinded, altered or amended and that, as at the date thereof, such resolutions are in full force and effect.

DIRECTORS’ CONSENT RESOLUTIONS

The following resolutions have been consented to in writing by the undersigned, being all of the directors of the Company, and will, under the Company’s Articles, be deemed to have the same force and effect as if passed at a Board of Directors meeting properly called and constituted for the transaction of business on the 17th day of **December, 2020**.

CONSOLIDATION OF COMMON SHARES ON A 20 FOR 1 BASIS

WHEREAS:

- A. The Board of Directors of the Company (the “**Board**”) believe it to be in the best interest of the Company to consolidate all of the issued and outstanding common shares of the Company on a basis of twenty (20) “old” shares for every one (1) “new” share (the “**Share Consolidation**”);
- B. The Company does not wish to change its name at such time during the Share Consolidation;
- C. Subject to the *Business Corporations Act* (British Columbia) and pursuant to section 9.1 of the Company’s Articles, the Company may, by director’s resolution of its board of directors authorize an alteration to its notice of Articles in order to consolidate all or any of its unissued, or fully paid issued shares.
- D. As at the date hereof, the authorized share structure of the Company consists of an unlimited number of common shares of which 129,862,953 are currently issued and outstanding and following the proposed Consolidation of shares, the number of issued and outstanding common shares will decrease to 6,493,147 common shares;
- E. As at the date hereof the number of warrants currently outstanding are 4,257,380 and following the proposed Consolidation of shares, the number of issued and outstanding warrants will decrease to 212,869 warrants;
- F. There are no incentive stock options currently outstanding;
- G. Pursuant to the above noted Consolidation and the foregoing resolutions, no fractional shares will be issued in connection with the Consolidation and any fractional shares resulting from the Consolidation will be rounded down to the next whole share;
- H. No cash consideration will be paid in respect of any fractional shares;

- I. The record date for the above noted Consolidation and the foregoing resolution has been fixed at end of business day on January 5, 2021; and
- J. The Board now wish to proceed with the proposed Consolidation of the Company.

BE IT RESOLVED THAT:

- 1. In connection with the proposed Consolidation and the foregoing resolutions, the Company, subject to the approval of the Canadian Securities Exchange (the “CSE”) is hereby authorized and approved to consolidate all of its issued and outstanding shares on the basis of twenty (20) “old” shares for every one (1) “new” share;
- 2. The Company be and is hereby authorized and approved to keep the current name of the Company;
- 3. The Company be and is hereby authorized and approved to adjust the current issued and outstanding from 129,862,953 common shares to 6,493,147 common shares;
- 4. The Company be and is hereby authorized and approved to adjust the current number outstanding warrants from 4,257,380 to 212,869 warrants;
- 5. No fractional shares will be issued in connection with the Consolidation and any fractional shares resulting from the Consolidation will be rounded down to the next whole share;
- 6. No cash consideration shall be paid in respect of fractional shares;
- 7. The Record Date for the Consolidation is approved as at the end of business day on January 5, 2021.

ALTERATION TO THE CUSIP AND ISIN NUMBERS

WHEREAS:

In connection to the proposed Consolidation and the foregoing resolutions, the Company is required to obtain and make eligible new CUSIP and ISIN numbers prior to the trading of the common shares of the Company on a consolidated basis.

BE IT RESOLVED THAT:

In connection with the proposed Consolidation and the foregoing resolutions, the Company be and is hereby authorized and approved to obtain and make eligible the new CUSIP and ISIN numbers prior to the trading of the common shares of the Company on a consolidated basis under the new company name.

ALTERATION TO THE FORM OF SHARE CERTIFICATE

WHEREAS:

In connection with the above Consolidation and the foregoing resolutions, the Company, is required to organize with the Company’s transfer agent, a new form of share certificate to reflect the new name, CUSIP and ISIN numbers issued to the Company.

BE IT RESOLVED THAT:

In connection with the proposed Consolidation and the foregoing resolutions, the Company be and is hereby authorized and approved to instruct the Company's transfer agent to prepare a new form of share certificate reflective of the new CUSIP and ISIN numbers.

APPLICATION TO THE CANADIAN SECURITIES EXCHANGE**WHEREAS:**

In connection with the above noted Consolidation, the Company is required to make application with the CSE for approval of the proposed Consolidation;

BE IT RESOLVED THAT:

In connection with the proposed Consolidation and the foregoing resolutions, the Company be and is hereby authorized and approved to make the necessary application to the CSE for approval of the proposed Consolidation.

EXECUTION IN COUNTERPART AND FURTHER ASSURANCE

1. Any director or officer of the Company, be and is hereby authorized and directed, for and in the name of and on behalf of the Company to take any and all such other actions, do any and all such things and execute, deliver and make any and all such statements, filings, applications, forms and other documents as he may consider necessary or advisable or as he may be advised by counsel so to do in connection with the matters referred to in these resolutions (including the making of any required Securities Law Filings or filings with the CSE), and the taking of any such actions, doing of such things and execution and delivery of such documents by any director or officer of the Company shall be conclusive proof of his authority to do the same on behalf of the Company;
2. All acts performed and all documents executed, delivered or filed prior to the date of these resolutions by any director or officer of the Company in furtherance of any of these resolutions and the matters contemplated therein are hereby ratified and confirmed and/or authorized and approved; and
3. These resolutions may be signed by the directors of the Company in separate counterparts, which when so signed shall be deemed to be an original and each signed copy sent by facsimile or electronic mail transmission shall be deemed to be an original. Such counterparts, notwithstanding the respective dates of execution of the separate counterparts, shall each be deemed to be an original, and together shall constitute one and the same instrument.

Signed: "*Slawomir Smulewicz*"

SLAWOMIR SMULEWICZ

Signed: "*John Costigan*"

JOHN COSTIGAN

Signed: "*Kai Hensler*"

KAI HENSLER

Certified true and correct on this 23rd day of December, 2020.

Signed: "*Slawomir Smulewicz*"

Slawomir Smulewicz, CEO and Director