ACTION BY WRITTEN CONSENT

*of*
THE STOCKHOLDER OF

**GENERAL BLOCKCHAIN, Inc.**

The undersigned sole stockholder of General Blockchain, Inc., a Delaware corporation (the “**Corporation**”), pursuant to Section 228 of the Delaware General Corporation Law and in accordance with the Certificate of Incorporation and the Bylaws of the Corporation, does hereby adopt the resolutions attached hereto as Annex I by this written consent, which action shall have the same force and effect as though taken at a meeting duly and validly noticed and held.

This Action by Written Consent shall be filed with the minutes of the proceedings of the stockholders of the Corporation and shall be effective on the date set forth below.

**In Witness Whereof**, the undersigned has executed this Action by Written Consent as of the \_\_\_ day of July, 2015.

Andrew Gough

**ANNEX I**

**RESOLUTIONS OF THE STOCKHOLDERS OF**

**General Blockchain, Inc.**

# **Adoption of Equity Incentive Plan**

### **Whereas**, the Board of Directors of the Corporation (the “**Board**”) has previously adopted the General Blockchain, Inc. 2015 Equity Incentive Plan (the “**Plan**”) as an equity incentive program under which employees (including officers), Board members and consultants in the service of the Corporation or its parent or subsidiary corporations may be offered the opportunity to acquire a proprietary interest in the Corporation.

### **Now, Therefore, Be It** Resolved, that the Plan, in substantially the form approved by the Board and attached hereto as Exhibit A, pursuant to which 500,000 shares of the Corporation’s common stock have been reserved for issuance, be, and such Plan hereby is, approved in its entirety as an equity incentive program for employees (including officers), Board members and consultants in the service of the Corporation and its parent or subsidiary corporations.

# **General Authority**

### Resolved, that any and all actions previously taken by the Corporation’s officers and directors, which are consistent with and in furtherance of the intent and purposes of the foregoing resolutions and the consummation of the transactions contemplated therein, shall be and the same hereby are, in all respects, ratified, approved and confirmed.

### Resolved Further, that the Corporation’s officers and such persons appointed to act on their behalf pursuant to the foregoing resolutions are hereby authorized and directed in the name of the Corporation and on its behalf, to execute any additional certificates, agreements, instruments or documents, or any amendments or supplements thereto, or to do or to cause to be done any and all other acts as they deem necessary, appropriate or in furtherance of the purposes of each of the foregoing resolutions and the transactions contemplated therein.

***[Remainder of this page intentionally left blank]***

EXHIBIT A

2015 Equity Incentive Plan