

UNIVERSAL SOLAR TECHNOLOGY, INC

CONSENT
OF THE BOARD

September 15, 2020

In accordance with Texas Corporation Law and the Bylaws of UNSS (the "Company"), the undersigned, constituting the representative of the Company's Board of Directors (the "Board"), hereby adopts the following resolution/s effective as of the date first set forth above:

2020 PIPE Offering

WHEREAS, the Board has determined that it is in the best interests of the Company and its stockholders to offer a series of PIPE (Private Investment in a Public Company) capital raises which shall enable the Company to attract working and investment capital each which shall be used to facilitate the launch of the designated market. Each PIPE offering shall be marketed to interested parties with use of funds indicated within the PIPE memorandum.

WHEREAS, the Board authorizes each of the various PIPE offerings in the amount equal to \$1,000,000 (one million) which shall be used as operating and investment capital pursuant to the offering terms with fees paid to regulated parties which and whom help with the capital formation.

NOW, THEREFORE, BE IT RESOLVED: That the PIPE Offering/s, in substantially the form attached hereto as Exhibit A (the "PIPE Offering") is hereby adopted.

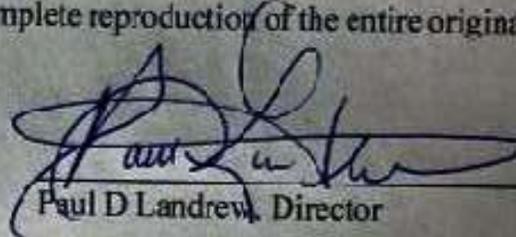
RESOLVED; the PIPE investors shall be converted as agreed within the PIPE documentation and funds from the PIPE shall be considered equity of the Company and treated as such on the books and records of the company.

Omnibus Resolutions

RESOLVED: That any of the appropriate officers of the Company be, and each of them hereby is, authorized to take such other actions, in the name and on behalf of the Company, as each such officer, in his discretion, shall deem necessary or advisable to complete and effect the foregoing transactions or to carry out the intent and purposes of the foregoing resolutions and the transactions contemplated thereby.

RESOLVED FURTHER: That all actions heretofore taken by the officers and directors of the Company with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions are hereby approved, adopted, ratified and confirmed.

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent of the Board as of the date first set forth above. This action shall be filed with the minutes of the proceedings of this Board of Directors and shall be effective as of the date first above written. Any copy, facsimile or other reliable reproduction of this action may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction be a complete reproduction of the entire original writing.


Paul D Landrew, Director

[Signature page to Board Consent dated September 15, 2020]

EXHIBIT A

Attached PIPE Description

Information Memorandum
Entrex Cannabis Market Trading Platform PIPE



BACKGROUND:

Entrex establishes regulatory compliant niche trading markets for securitized Products, Commodities, Debt or Equity of Entrepreneurs™

The Entrex Holding Company (“EHCo, LLC” or “Entrex”) (OTC:UNSS) has licensed Entrex’s proven, regulatory reviewed, capital market system to various capital marketplace trading platforms to efficiently support buying, selling and trading of entrepreneurial securities.

Through these trading platforms Entrex envisions becoming the leading trading solution for alternative Investments.

PLATFORM LICENSES AND BUY-BACK:

Entrex Licenses its technology and intellectual property to each trading platform via a three phase approach:

Revenue Fees: Entrex typically receives 20% of a platform’s revenue up to \$35,000,000.

Equity Ownership: Entrex usually owns a non dilutive 51% of equity of each platform. The balance is provided to founding members and the platform capital investors.

Buy-Back: Entrex establishes a buy-back of each platform at an 11.6x multiple of trailing twelve month (TTM) EBITDA, typically with an minimum TTM trigger event of \$5 to \$15 million.

The Buy-Back is executed at various trigger events exclusively at the option of the Entrex Holding Company (EHCo, LLC) via its public entity: UNSS.

This trading platform PIPE is an obligation of the public company pursuant to offering documents.

TECHNOLOGY:

Entrex utilizes its award nominated IBM Technology Platform which [IBM](#) documented in a [case study](#).



Entrex’s technology provides an end-to-end trading solution.

PIPE TERMS:

Entrex, through OTC:UNSS is offering investors a \$1,000,000 PIPE (Private Investment in a Public Equity) investment opportunity to further scale the Entrex Cannabis Market. (“Entrex Cannabis Market Trading Platform PIPE offering” or “PIPE”).

The PIPE terms provide investors an annual 20% accrued increase in their investment value which shall convert into registered public shares of the public company (OTC:UNSS) or “Entrex”, at the then current market price, when the Entrex Cannabis Market is acquired by Entrex (OTC: UNSS) or three years; whichever come first.

PIPE investors shall also receive 1000 shares, equating to 10% dilutable equity interest today, of the Entrex Cannabis Market (Owned 51% by Entrex – non dilutable). Entrex has an option to purchase the Entrex Cannabis Market at a value equal to 11.6x TTM EBITDA (Trailing Twelve Month EBITDA) when and if the company reaches \$15 million in EBITDA or three years whichever comes first.

The value of this transaction to investors projects that if the Entrex Cannabis Market reaches its TTM EBITDA projection of \$15 million the purchase price would be \$174 million. Investors would additionally receive their original investment plus the 20% annual investment return on funds provided.

In this example Investors could receive their equity value of the \$174 million purchase prices plus the three year accrued investment value of \$1,728,000 of the then current stock price (90 day closing average price) of the public company.

PIPE investors shall be considered equity holders of the public company for accounting purposes and shall be issued stock pursuant to the defined events.

Funds will be used for the Entrex Cannabis market at the discretion of management.

ALTERNATIVE NICHE MARKETS:

Entrex (OTC:UNSS) provides technology to alternative niche markets in exchange for License Fees and an option to buy the Markets at specific EBITDA trigger events. Details available at Entrex.

Entrex Cannabis Market - PIPE