

**AMPHITRITE DIGITAL INCORPORATED  
UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS**

December 1, 2023

The undersigned, being all of the members of the board of directors (the “**Board**”) of Amphitrite Digital Incorporated, a United States Virgin Islands corporation (the “**Corporation**”), by execution hereof do hereby: (a) consent to and adopt the following resolutions as of the date hereof, which resolutions shall have the same force and effect as if adopted by affirmative vote at a meeting of the Board duly called and held; (b) waive all requirements of notice; and (c) direct that this Unanimous Written Consent be filed with the minutes of the proceedings of the Corporation, effective December 1, 2023.

**APPROVAL OF CLAWBACK POLICY**

**WHEREAS**, on October 26, 2022, the U.S. Securities and Exchange Commission (the “**SEC**”) required U.S securities exchanges, including The Nasdaq Stock Market LLC (the “**Exchange**”), on or before January 27, 2023, to propose listing standards that require listed issuers to develop and implement a policy providing for the recovery of erroneously awarded incentive-based compensation received by current or former executive officers (a “**Clawback Policy**”);

**WHEREAS**, the Exchange, on January 27, 2023, proposed listing standards (the “**Listing Standards**”) as required by the SEC, which listing standards were published in the *Federal Register* on March 13, 2023;

**WHEREAS**, the Listing Standards became effective October 2, 2023 (the “**Effective Date**”); and

**WHEREAS**, the Corporation, within sixty (60) days following the Effective Date, will be required to adopt a Clawback Policy in conformity with the Listing Standards;

**NOW, THEREFORE, BE IT RESOLVED** that the form, terms and provisions of the Amphitrite Digital Incorporated Incentive Compensation Recovery Policy (the “**Policy**”), as presented to the Board and attached as Exhibit A hereto, be and it hereby is, adopted and approved; and be it

**FURTHER RESOLVED**, that the officers of the Corporation, any one of whom may act, are authorized to complete, and thereafter to cause the Corporation to disclose, as required by the SEC, the Policy, with such modifications thereto as may be required to conform the Policy to the final Listing Standards of the Exchange, the completion and modification thereof by such officer or officers to be conclusive evidence of approval thereof by such officer or officers and by the Board.

**GENERAL AUTHORIZING RESOLUTION**

**FURTHER RESOLVED**, that the officers of the Corporation, each of them with full authority to act without the others, are authorized and directed to do or cause to be done any and all such further acts and things and to execute and deliver any and all such additional documents as they may deem necessary or appropriate in order to carry into effect the purposes and intent of the foregoing resolutions.

**[SIGNATURE PAGE FOLLOWS]**

**IN WITNESS WHEREOF**, the directors of Amphitrite Digital Incorporated have executed this Unanimous Written Consent of the Board of Directors to record the actions so taken without a formal meeting and for the purpose of waiving the requirements of a formal meeting as of the date first set forth above.

**DIRECTORS:**

/s/Rob Chapple  
Rob Chapple

/s/ Hope A. Stawski  
Hope A. Stawski

/s/ Patrick Mullett  
Patrick Mullett

/s/Mike Klaus  
Mike Klaus

/s/Bryan Mason  
Bryan Mason

/s/Richard Phillips  
Richard Phillips

/s/Martha Gorum  
Martha Gorum

/s/Anu Singh  
Anu Singh

/s/Marc Brooks  
Marc Brook

/s/Kevin Dritschler  
Kevin Dritschler

/s/Aaron Hughes  
Aaron Hughes

**Exhibit A**

**Amphitrite Digital Incorporated Incentive Compensation Recovery Policy**

See attached.