

**FOURTH AMENDMENT
TO
Vioneering Technologies, Inc.**

2008 STOCK INCENTIVE PLAN

THIS FOURTH AMENDMENT (this “Amendment”) to the Vioneering Technologies, Inc. 2008 Stock Incentive Plan, as amended (the “Plan”), is made effective as of November 23, 2016 (the “Effective Date”). All capitalized terms not specifically defined in this Amendment shall have the meanings ascribed to them in the Plan.

1. Section 2.3 of the Plan is hereby deleted in its entirety and replaced with the following:

2.3 Change of Control means any of the following:

(a) merger, consolidation or reorganization or other similar transaction or series of related transactions which results in the voting securities of the Company outstanding immediately prior thereto representing immediately thereafter (either by remaining outstanding or by being converted into voting securities of the surviving or acquiring entity) less than 51% of the combined voting power of the voting securities of the Company or such surviving or acquiring entity outstanding immediately after such merger, consolidation or reorganization (but excluding any merger effected solely for the purpose of reincorporating in another state);

(b) sale, lease, conveyance or other disposition of all or substantially all of the assets of the Company; or

(c) a sale of shares of capital stock of the Company, in a single transaction or series of related transactions to which the Company is a party, representing at least 50% of the voting power of the voting securities of the Company, excluding, however, any transaction or series of transactions entered into principally for bona fide equity financing purposes in which the Company issues new securities primarily for cash, the cancellation or conversion of indebtedness of the Company, or the combination thereof for the purpose of financing the operations and business of the Company.

By way of clarification, an offering of the Company’s capital stock to the public shall not constitute a Change of Control.

2. The first sentence of Section 3.1 of the Plan is hereby deleted in its entirety and replaced with the following:

3.1 Maximum Aggregate Shares Issuable Pursuant to Stock Incentives. The total number of Shares that may be issued pursuant to Stock Incentives under this Plan shall not exceed the sum of 12,160,873, as adjusted pursuant to Section 10.

3. Except to the extent amended hereby, the terms and provisions of the Plan shall remain in full force and effect.