

EXHIBIT C

LETTER OF CONSENT

This Letter of Consent (hereinafter “**Letter of Consent**”), is entered into and made effective as of the last date of the signatures below (hereinafter “**Effective Date**”), by and between, XNOR.AI, Inc., a Delaware corporation, having an address of 936 North 34th Street, Suite 400, Seattle, Washington 98103-8869 (“**XNOR.AI**”) and Tradax IP Licensing Limited, a British Virgin Islands company, having an address of Quijano Chambers, P.O. Box. 3159, Road Town, Tortola British Virgin Islands (“**Tradax**”). XNOR.AI and Tradax may be referred to herein individually as a “Party” and/or collectively as the “Parties.”

WHEREAS, Tradax owns U.S. Reg. No. 3454313, for the mark YOLO covering “Computer software for communications, scheduling, and database management for use for purposes of online dating, social networking and social introductions; computer software for use in locating and reporting the physical location of individuals via handheld electronic devices” and “Internet-based social networking, introduction, and dating services; Internet-based location services, namely, services to locate and report the physical location of individuals” (hereinafter, the “**Tradax Mark**”);

WHEREAS, XNOR.AI owns the marks YOLO, TINY YOLO, YOLO9000, YOLOV2, YOLOV3 in connection with real-time object detection software and related products/services, and has filed applications to register these designations with the United States Patent and Trademark Office (“**USPTO**”) as set forth in the attached “Exhibit A” (collectively, the “**XNOR.AI YOLO Marks**”);

NOW, THEREFORE, the Parties hereby confirm that:

1. There is no and will be no likelihood of confusion between the Tradax Mark, and the XNOR.AI YOLO Marks based, in part, on the following: the differences between the parties’ goods and services, the sophisticated and discriminating nature of XNOR.AI’s customers, the differences in the Parties’ target markets, and the co-existence of the Parties in the marketplace for at least the last 4 years in connection with their respective marks without any known instances of confusion.
2. In the event any actual confusion arises which becomes known to either of the Parties, each Party agrees to inform the other of such instance and to cooperate in good faith with one another on a reasonable basis to take steps to abate the cause of such confusion or mistake or to minimize or prevent any such confusion or mistake from arising again in the future.
3. For the reasons set forth above, Tradax consents to the use and registration of the XNOR.AI YOLO Marks and shall not object to or raise any claims adverse to XNOR.AI’s ownership, use, efforts to register or registration of the XNOR.AI YOLO Marks on the Principal or Supplemental Register of the USPTO.
4. Each Party represents and warrants that it has the requisite power and authority to enter into this Agreement and that the individual executing this Agreement has the requisite power and authority to act for and bind such Party.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed by their duly authorized representatives where applicable as of the dates set forth below.

Tradax IP Licensing Limited,
a British Virgin Islands company,

XNOR.AI, Inc.
a Delaware corporation,

By: _____

By: *Eran Pilovsky*
Eran Pilovsky (Jul 16, 2019)

Name: _____

Name: Eran Pilovsky

Title: _____

Title: Chief Financial Officer

Date: _____

Date: Jul 16, 2019

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed by their duly authorized representatives where applicable as of the dates set forth below.

Tradax IP Licensing Limited,
a British Virgin Islands company,

By: 

Name: Dmytro Nadijenko

Title: Director

Date: 10 July 2019

XNOR.AI, Inc.
a Delaware corporation,

By: _____

Name: _____

Title: _____

Date: _____

EXHIBIT A

Mark	Appln. No.	Appln. Filing Date	Goods and/or Services
TINY YOLO	88103688	September 4, 2018	Computer software for real-time object detection; computer vision software.
YOLO	87764836	January 22, 2018	Computer software for real time object detection; computer vision software.
YOLO9000	88104042	September 4, 2018	Computer software for real time object detection; computer vision software.
YOLOV2	88103776	September 4, 2018	Computer software for real time object detection; computer vision software.
YOLOV3	88103984	September 4, 2018	Computer software for real time object detection; computer vision software.