



SCRIBE RULE

ScribeRule, Inc.
2018 Proxy Statement

Confidential – for Investors Only

www.scriberule.com

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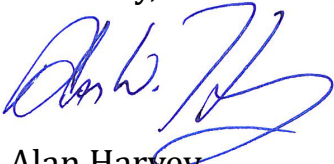
From the CEO

Our annual meeting being tabulated and the proxy statement is being distributed by West Coast Stock Transfer. If you have any questions about voting or the proxy statement please contact Eddie Tobler at 619-664-4780 or via email at etobler@wcsti.com.

For any questions regarding the meeting please reach out to me or Chris Melson. If you have questions on the financial reporting, 2018 year-end financials were published in March, but if you would like another copy please email me.

As always, I welcome your calls and emails. Please let me know if you have any questions about this quarterly report. We greatly appreciate your continued support.

Sincerely,



Alan Harvey
CEO, ScribeRule, Inc.

Proposal One

Election of John Stenbit as a Class III Director on the Company's Board.

The Company's existing Board of Directors invited Mr. John Stenbit to join the Board in March, 2019 to serve until the Company's annual shareholders meeting. *The Company's board and its management recommend the shareholders elect Mr. Stenbit to hold this directorship as a Class III director through June 2022.*

Background



Mr. John Stenbit is the former Assistant Secretary of Defense for Command, Control, Communications, and Intelligence and its successor organization, Networks and Information Integration, and the former Department of Defense (DoD) Chief Information Officer. His career spans over 30 years of public and private sector service in the telecommunications and the command and control fields. His public service includes four years at the DoD from 1973 to 1977, serving for two years as principal deputy director of telecommunications and command and control systems.

Mr. Stenbit previously was an executive vice president of TRW, from which he retired in May 2001. He has chaired the Science and Technology Advisory Panel to the Director of Central Intelligence and served as a member of the Science Advisory Group to the directors of Naval Intelligence and the Defense Communications Agency. Mr. Stenbit is currently a consultant and member of the Defense Science Board, the National Security Agency Advisory Board, the STRATCOM Advisory Board, and the National Reconnaissance Office Advisory Group. He is a director at Cogent Systems, Viasat, Defense Group Inc., and Loral Space & Communications.

Current Directors

Director	Class	Term Ends
Alan Harvey	I	2020
Adm. Bobby Inman	I	2020
Gen. Michael Hayden	II	2021

Proposal Two

Approve Shareholder Resolution SHR_19072201, Increasing Authorized Shares.

The Company's existing Board of Directors has approved a resolution and seeks shareholder approval to expand the number of available common shares to 20,000,000 and preferred shares to 2,000,000 in anticipation of potential strategic financing efforts being discussed with the Company's management. This will give the Company more flexibility in future fund-raising activities. *The Company's board and management recommend approval of this shareholder resolution as shown in Appendix A.*

Current we have 10,000,000 common shares with 5,909,530 issued, outstanding, or obligated and 1,000,000 preferred shares with 911,355 issued and outstanding.

Appendix A – Shareholder Resolution SHR_19072201

RESOLUTION OF THE SHAREHOLDERS OF SCRIBERULE, INC., A DELAWARE CORPORATION RESOLUTION SHR_19072201

WHEREAS, pursuant to the applicable Articles of Incorporation and the Bylaws of ScribeRule, Inc. (“Corporation”), it is deemed desirable and in the best interests of this Corporation that the following actions be taken by the Shareholders of this Corporation pursuant to a vote at the 2019 Annual Meeting:

NOW, THEREFORE, BE IT RESOLVED that the Stockholders and Directors of this Corporation hereby consent to, approve and adopt the following:

INCREASE AUTHORIZED SHARES

WHEREAS, in order to facilitate the restructuring of the Corporation’s balance sheet in anticipation of upcoming funding rounds, the Board deems it advisable to increase the Corporation’s authorized common and preferred stock from 10,000,000 shares of common stock, par value \$0.01 per share, to 20,000,000 shares of common stock, par value \$0.01 per share and from 1,000,000 shares of preferred stock, par value \$0.01 per share, to 2,000,000 shares of preferred stock, par value \$0.01 per share (the “Increase”); and

WHEREAS, the Stockholders believe that the Increase is in the best interest of the Corporation and its stockholders as it will provide the Corporation with the capital necessary to fully execute on its business plan; and

WHEREAS, the Stockholders deem it advisable to undertake the Increase.

NOW, THEREFORE, it being in the best interests of the Corporation, it is hereby:

RESOLVED, that the Corporation is authorized to amend its Certificate of Incorporation to effectuate the Increase; and it is further

RESOLVED, that any officer of the Corporation be, and each of them hereby is, authorized to cause to be prepared and filed with the Secretary of State of the State of Delaware, a Certificate of Amendment of the Corporation’s Certificate of Incorporation substantially in the form annexed hereto as Exhibit A; and it is further,

RESOLVED, that the Chief Executive Officer (“CEO”) and the Chief Operating Officer (“COO”) of the Company, alone among the Company’s various officers, are hereby authorized, empowered, and directed to make, sign, execute, acknowledge, deliver, file, record and publish any and all orders, directions, requests, receipts, certificates, agreements, contracts, instruments, papers and documents, and to perform any and all such acts and things as may be required or appropriate to carry out the terms and provisions of the foregoing resolution and the transactions contemplated thereby, including any changes, additions, modifications and amendments thereto as such officer shall deem appropriate, the execution and delivery thereof by such officer to be conclusive evidence of the approval thereof by the Board. The undersigned hereby certifies that he is the duly elected and qualified Secretary and the custodian of the books and records and seal of ScribeRule Inc., corporation duly formed pursuant to the laws of the state of Delaware and that the foregoing is a true record of resolutions duly adopted at a meeting of the Shareholders and that said meeting was held in accordance with the Delaware state law and the Bylaws of the above named Corporation on the date below, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary under seal of the above-named Corporation on:

Date

Greg Smith, Corporate Secretary

Appendix A – Shareholder Resolution SHR_19072201

Exhibit A

STATE OF DELAWARE

CERTIFICATE OF AMENDMENT OF

CERTIFICATE OF INCORPORATION OF

SCRIBERULE, INC.

The undersigned Officer of ScribeRule Inc. (the “Corporation”), pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify and set forth as follows:

FIRST: That the Board of Directors (the “Board”) of the Corporation, via unanimous written consent, in accordance with Sections 141 and 242 of the General Corporation Law (“GCL”) approved a resolution to amend the Corporation’s Certificate of Incorporation, declaring said resolution to be advisable, and calling for the submission of the resolution at the next annual meeting of stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered “FORTH” so that as amended, said Article shall be and read as follows:

“The total number of common shares this corporation is authorized to issue is 20,000,000 shares with a par value of \$0.01. The total number of preferred shares this corporation is authorized to issue is 2,000,000 with a par value of \$0.01”

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the annual meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS THEREOF, said corporation has caused this certificate to be executed on this _____ day of Jul., 2019.

For SCRIBERULE, INC.:

Alan Harvey, CEO/Board Chairman

ScribeRule Inc
2525 Bay Area Blvd., ste. 660
Houston, TX 77058



2019 Annual Shareholders Meeting

1400-1530 Hours, July 22nd, 2019
100 Congress, Suite 2000, Austin, TX 78701

Instructions

Please use one Voting Card per Shareholder. You may vote both classes of shares utilizing one Voting Card. This form must be completely filled out, signed and delivered at the meeting. For those not able to attend the meeting, please vote your proxy online.

Annual Meeting Proxy / Voting Card

A. Voting Items

1) Election of John Stenbit as Director – Class III

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2) Ratify Shareholder Resolution Authorizing Additional Stock

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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B. Share Owner Name – This section must be completed for your vote to count.

Print Owner Name

C. Class of Shares Casting Votes – This section must be completed for your vote to count.

Common

Preferred

D. Authorized Representative Signatures – This section must be completed for your vote to count.

Please sign exactly as name(s) appears. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy)

Signature 1

Signature 2