

**EVERY MEDIA, INC.**  
**WRITTEN CONSENT OF THE STOCKHOLDERS**

Effective as of August 26, 2020

THE UNDERSIGNED, being the holders of at least majority of the issued and outstanding shares of stock (collectively, the “**Stockholders**”), of Every Media, Inc., a Delaware corporation (the “**Company**”), in accordance with Section 228 of the General Corporation Law of the State of Delaware (the “**DGCL**”) and the Bylaws of the Company, do hereby consent in writing that the following resolutions shall have the same force and effect as if duly adopted at a meeting of the stockholders of the Company, duly called and held in accordance with the DGCL and the Bylaws of the Company:

**ADOPTION OF THE 2020 EQUITY COMPENSATION PLAN**

WHEREAS, the Board of Directors the Company (the “**Board**”), has determined that it is in the best interests of the Company to adopt the Every Media, Inc. 2020 Equity Compensation Plan (the “**Plan**”) for the benefit of the Company’s eligible employees, non-employee members of the Board, and consultants and advisors who perform services for the Company; and

WHEREAS, the Stockholders of the Company desire to approve the adoption of the Plan.

NOW, THEREFORE, BE IT RESOLVED, that the Stockholders hereby approve the Company’s adoption of the Plan, substantially in the form attached hereto as Exhibit A; and

RESOLVED, that the Stockholders hereby approve that Eight Hundred Eighty-Eight Thousand Eight Hundred Eighty-Eight (888,888) shares of Common Stock of the Company are reserved for issuance under the Plan; and

RESOLVED, that the appropriate officers are hereby authorized, empowered, and directed to take such actions and execute and deliver such further documents or instruments as may be necessary or appropriate to implement the foregoing resolutions; and

RESOLVED, that any actions taken by any of the officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred hereby are ratified, confirmed and approved as the act and deed of the Company; and

RESOLVED, this Consent may be (i) executed in counterparts and all such counterparts shall constitute one consent, notwithstanding that all directors may not be signatories to the same counterpart; and (ii) executed and delivered by facsimile, .PDF, or other electronic transmission and upon such delivery the facsimile, .PDF, or other electronic signature will be deemed to have the same effect as if the original signature had been delivered; and

RESOLVED, any officer of the Company is hereby directed to file a signed copy of this Consent in the minute book of the Company.

IN WITNESS WHEREOF, the undersigned, being the holders of at least a majority of the Common Stock of the Company have executed this Written Consent of the Stockholders as of the date set forth above.

**Stockholders**

*Dan Shipper*

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W. Daniel Shipper

*NB*

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Nathan Bashaw

**Exhibit A**

**Every Media, Inc. 2020 Equity Compensation Plan**

*(See Attached)*