

**WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
EVERY MEDIA, INC.**

Effective as of August 12, 2021

The undersigned, being all of the directors serving on the Board of Directors (the “**Board**”) of Every Media, Inc., a Delaware corporation (the “**Company**”), in accordance with the authority contained in Sections 141(f) of the Delaware General Corporation Law, as amended (the “**DGCL**”) and the Company’s Bylaws, hereby consent to and adopt the following resolutions, which shall have the same force and effect as if duly adopted at a meeting of the Board duly called and convened for such purposes in accordance with the Bylaws of the Company, with a full quorum present and acting throughout:

STOCK OPTION GRANTS

WHEREAS, the Company previously adopted the Company’s 2020 Equity Compensation Plan (the “**Plan**”) for the benefit of the Company’s eligible employees, consultants and advisors, non-employee members of the Board, and other service providers who perform services for the Company or its subsidiaries;

WHEREAS, the Board desires to approve a grant of options under the Plan (the “**Options**”) to the individuals listed on the attached **Exhibit A**, in each case to purchase and be granted the number of shares of the Company’s Common Stock (“**Common Stock**”), as listed next to such individual’s name on **Exhibit A**, with the vesting schedule set forth on such **Exhibit A**, with an exercise price not less than the fair market value of one share of Common Stock as of the date hereof; and

WHEREAS, the Options are to be issued pursuant to the terms of the Plan and the form of Nonqualified Stock Option Grant Agreement in the form previously approved by the Board (the “**Grant Agreement**”), with such changes to the Grant Agreement as the officer executing the same (“**Authorized Officer**”) deems necessary or advisable; and

WHEREAS, the Board understands that a reasonable method of determining the fair market value of a share of Common Stock for purposes of setting the exercise price of options is to consider the following factors to the extent they are relevant: (i) the value of the tangible and intangible assets of the Company, (ii) the present value of anticipated future cash flows, (iii) the market value of stock or equity interests of similar companies or entities engaged in substantially the same business, (iv) recent arm’s length transactions involving the sale or transfer of the Company’s equity interests, and (v) other relevant factors; and

WHEREAS, to aid the Board in determining the fair market value of a share of Common Stock the Board has obtained and reviewed an outside valuation from Dahn Consulting Group (the “**Valuation Report**”) pursuant to which it was determined that, as of September 19, 2020, the fair market value of one share of Common Stock of the Company was \$0.01; and

WHEREAS, the Board has reviewed the Valuation Report and the current activities and results of operations of the Company as of the date hereof and has concluded that the fair market value of one share of Common Stock has not changed since the date of the Valuation Report and does not exceed \$0.01 and the Board desires to confirm and approve that the fair market value of a share of Common Stock on the date hereof is \$0.01; and

WHEREAS, the Board desires to confirm and approve the applicability of the Valuation Report on the date hereof and the determination of the continuing fair market value of a share of Common Stock as reflected in the Valuation Report and of the exercise price of each of the Options is \$0.01, which is not less than the fair market value of one share of Common Stock as so determined on the date hereof.

NOW, THEREFORE, BE IT RESOLVED, that the Valuation Report is hereby confirmed and approved, and based on the Board's review of the Valuation Report and the current activities and results of operations of the Company as of the date hereof the Board hereby determines that the fair market value of one share of Common Stock on the date hereof is \$0.01; and it is further

RESOLVED, that the Options shall have an exercise price of \$0.01 per share, which is not less than the fair market value of one share of Common Stock on the date hereof; and it is further

RESOLVED, that the Options are hereby granted under the Plan to the individuals listed on Exhibit A, in the amounts and with the vesting schedules listed next to their name on Exhibit A, pursuant to the terms of the Plan and the forms of Grant Agreement previously approved by the Board; and it is further

RESOLVED, that the shares of Common Stock issued by the Company upon exercise of the Options, upon such issuance, shall be duly authorized, validly issued, fully paid and nonassessable; and it is further

RESOLVED, that the Officers are hereby authorized and directed to take such actions as may be necessary or appropriate to implement the foregoing resolutions; and it is further

SAFE FINANCING

WHEREAS, the Company previously approved the sale and issuance of Simple Agreements for Future Equity (the "**SAFEs**") in an aggregate Purchase Amount (as defined in the **SAFEs**) of up to \$500,000 (the "**Offering**"), pursuant to the terms and conditions set forth in the **SAFEs**;

WHEREAS, after careful consideration, the Board has determined that it is in the best interest of the Company and the stockholders of the Company to increase the Offering and to sell and issue **SAFEs** in an aggregate Purchase Amount of up to \$658,000.

NOW, THEREFORE, BE IT, RESOLVED, that the sale and issuance of **SAFEs** in an aggregate Purchase Amount of up to \$658,000 is hereby authorized, approved, ratified, and confirmed;

RESOLVED, that the future issuance of shares of the Company in accordance with the terms of the **SAFEs** are hereby approved; and it is further

RESOLVED, that upon issuance of shares of the Company in accordance with the terms of the **SAFEs**, such shares shall constitute duly authorized, validly issued, fully paid and non-assessable shares of the Company.

GENERAL AUTHORITY

RESOLVED, that all such other acts or things which would cause the transactions contemplated by these resolutions to be consummated and performed be, and hereby are, authorized, approved and adopted; and it is further

RESOLVED, that the Officers are, and each hereby is, authorized and directed, in the name and on behalf of the Company, to cause the transactions contemplated by these resolutions to be consummated and performed in the manner provided therein and from time to time to do, or cause to be done, all such other acts or things, and to execute and deliver all such agreements, instruments, certificates and other documents, and to affix and attest thereto, or cause to be done affixed and attested thereto, the corporate seal of the Company as such Officer acting shall deem in his sole discretion desirable to carry out the purposes and intents of any of the foregoing resolutions; and it is further

RESOLVED, that the signing by any of the Officers of any of the documents or instruments referred to in or contemplated by the foregoing resolutions or the taking by them of any actions to carry out the foregoing shall conclusively establish (i) the Officer's authority to do so from the Company, (ii) the Officer's determination of the propriety and the necessity, appropriateness or advisability of such documents or instruments and the actions contemplated thereby and (iii) the approval and ratification by the Company of the documents and instruments so signed and the actions referred to therein or contemplated thereby; and it is further

RESOLVED, that each Officer is hereby authorized to perform such further acts and execute and deliver such further documents or instruments as such Officer may deem necessary or desirable to carry out with respect to the Company the intents and purposes of the foregoing resolutions.

This Consent may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same agreement. Receipt by facsimile or electronic transmission by Adobe (PDF) of any executed signature page to this Consent shall constitute the effective delivery of such signature page by the party so transmitting such signature page.

[SIGNATURES ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned have caused this Written Consent of the Board to be duly executed as of the day and year set forth above.

BOARD OF DIRECTORS:

Dan Shipper

Dan Shipper

Nathan Bashaw

Nathan Bashaw

EXHIBIT A
Grants of Stock Options

| <u>Name</u> | <u>Number of Shares of Common Stock underlying Option</u> | <u>Vesting Schedule</u> |
|--------------------|--|---|
| Nicholas Thorne | 44,444 | 1/4 of the shares of Common Stock underlying the Option will vest as of July 14, 2021, with the remaining shares of Common Stock vesting in 36 substantially equal successive monthly installments. |
| Henrik Werdelin | 44,444 | 1/4 of the shares of Common Stock underlying the Option will vest as of July 14, 2021, with the remaining shares of Common Stock vesting in 36 substantially equal successive monthly installments. |
| Sam Koppelman | 13,333 | 1/4 of the shares of Common Stock underlying the Option will vest as of July 14, 2021, with the remaining shares of Common Stock vesting in 36 substantially equal successive monthly installments. |
| Jesse Beyroutey | 13,333 | 1/4 of the shares of Common Stock underlying the Option will vest as of July 14, 2021, with the remaining shares of Common Stock vesting in 36 substantially equal successive monthly installments. |
| Paul Smalera | 13,333 | 1/4 of the shares of Common Stock underlying the Option will vest as of July 27, 2021, with the remaining shares of Common Stock vesting in 36 substantially equal successive monthly installments. |
| Adam Ryan | 13,333 | 1/24 of the shares of Common Stock underlying the Option will vest in 24 substantially equal successive monthly installments beginning as of April 22, 2021. |
| Rachel Jepsen | 88,888 | 1/4 of the shares of Common Stock underlying the Option will vest as of May 1, 2022, with the remaining shares of Common Stock vesting in 36 substantially equal successive monthly installments. |