

EVERY MEDIA INC.

ACTION BY UNANIMOUS WRITTEN CONSENT

OF THE BOARD OF DIRECTORS

IN LIEU OF A SPECIAL MEETING

The undersigned, being the sole member of the Board of Directors (the “Board”) of Every Media Inc., a Delaware corporation (the “Company”), hereby consents in writing, pursuant to the Delaware General Corporate Law (the “DGCL”), to the adoption of the following resolutions without a meeting in accordance with the procedures established in the DGCL, such actions and resolutions to have the same force and effect as though duly taken and adopted at a meeting of the sole director of the Company duly called and legally held:

APPROVAL OF INDEPENDENT CONTRACTOR AGREEMENT

WHEREAS, the Board deems it to be in the best interests of the Company and its stockholders to enter into an Independent Contractor Agreement with Alex Duffy (“A. Duffy”) on the terms and conditions set forth in an Independent Contractor Agreement by and between the Company and A. Duffy, in substantially the form attached hereto as Exhibit A (the “Independent Contractor Agreement”); and

WHEREAS, the Board has (i) reviewed the Independent Contractor Agreement, (ii) determined that the terms and provisions of the Independent Contractor Agreement are fair to, and in the best interests of, the Company and its stockholders, and (iii) declared it to be advisable for the Company to enter into the Independent Contractor Agreement.

NOW THEREFORE BE IT RESOLVED, that the Board deems it advisable and in the best interests of the Company and its stockholders to enter into the Independent Contractor Agreement upon the terms and conditions set forth therein; and it is further

RESOLVED, that the form, terms and provisions of the Independent Contractor Agreement be, and hereby are, approved and adopted in substantially the form and substance presented to the Board and attached hereto as Exhibit A; and the officers of the Company be, and each of them hereby is, authorized, empowered and directed to execute deliver and perform the Independent Contractor Agreement and the transactions contemplated thereby, with such changes therein and additions, deletions and modifications thereto as the officer or officers executing the same may, with the advice of counsel approve, such approval to be conclusively evidenced by his, her or their execution and delivery thereof; and that the Independent Contractor Agreement, when executed and delivered, shall be the valid obligation of and binding upon the Company in the form and content in which it is so executed.

APPROVAL OF STOCK OPTION AWARDS

WHEREAS, the Board previously approved and adopted in a prior action by written consent (the “Prior Consent”), a valuation of the Company’s common stock, par value \$0.00001 per share (the “Common Stock”), for the purpose of establishing the fair market value of the

Common Stock, to use as the per share exercise price for option grants and other stock awards awarded by the Company (the “Prior Valuation”), pursuant to which it was determined that the fair market value of the Common Stock as of July 30, 2024 is \$0.03 per share (the “Prior FMV Price”);

WHEREAS, the Board has considered the Prior Valuation, the assumptions and methodologies utilized therein, the changes (or lack thereof) in the Company’s operations and business from the dates of adoption and measurement of the Prior FMV Price, the Company’s current and projected financial condition, limited capital resources, the value of the Company’s tangible and intangible assets, the present value of future cash-flows, the readily determinable market value of similar entities engaged in a substantially similar business, control premiums (and minority discounts), the illiquidity of the Company’s capital stock, and the Company’s capital structure and other risk factors;

WHEREAS, based on the Board’s consideration and analysis of the foregoing factors, it is determined that the fair market value of the Common Stock as of the date hereof remains equal to the Prior FMV Price (the “FMV Price”);

WHEREAS, the Company desires to grant an award of an option for A. Duffy to purchase 27,772 shares of Common Stock (the “Option”), such Option being subject to the vesting schedule set forth in the applicable Nonqualified Stock Option Grant Agreement by and between the Company and A. Duffy substantially in the form attached hereto as Exhibit B (the “Stock Option Agreement”), at an exercise price per share equal to the FMV Price; and

WHEREAS, the Option shall be subject to the terms and conditions of (i) the Stock Option Agreement, and (ii) the Company’s 2020 Equity Compensation Plan (the “Plan”).

NOW THEREFORE BE IT RESOLVED, that the grant of the Option to A. Duffy is hereby authorized and approved, and that the form, terms and provisions of the Stock Option Agreement be, and hereby are, approved and adopted in substantially the form and substance presented to the Board and attached hereto as Exhibit B; and the officers of the Company be, and each of them hereby is, authorized, empowered and directed to execute, deliver and perform the Stock Option Agreement and the transactions contemplated thereby, with such changes therein and additions, deletions and modifications thereto as the officer or officers executing the same may, with the advice of counsel approve, such approval to be conclusively evidenced by such officer’s execution and delivery thereof; and that the Stock Option Agreement, when executed and delivered, shall be the valid obligation of and binding upon the Company in the form and content in which it is so executed; and it is further

RESOLVED, that upon exercise of the Option and issuance of the shares of Common Stock in accordance with the Stock Option Agreement and the Plan, such shares shall be duly authorized, validly issued, fully paid and non-assessable; and it is further

RESOLVED, that the officers of the Company be, and they hereby are, in the name and on behalf of the Company, authorized and directed to cause to be issued and delivered upon the exercise of the Options to A. Duffy a certificate or certificates representing such shares of

Common Stock issued upon the exercise of the Option, against delivery as required by the Stock Option Agreement of the exercise price.

GENERAL AUTHORITY

RESOLVED, that any and all actions taken by any of the officers of the Company in connection with the transactions contemplated by the foregoing resolutions are hereby ratified, confirmed and approved in all respects, including without limitation any prior assignments and assumptions of Company obligations; and it is further

RESOLVED, that any one or more officers of the Company are, and each of them hereby is, authorized and empowered on behalf of the Company, in the Company's name and on its behalf, to (i) make, enter into, execute, deliver, file and record any and all other future contracts, agreements, escrow related agreements, consents and other documents and instruments; (ii) pay or cause to be paid any and all expenses and fees and disburse such other funds of the Company and (iii) take any and all such other actions as any such officer or officers may determine in his or their discretion to be necessary or advisable to carry out the terms, provisions, purposes or intent of the foregoing resolutions and the transactions contemplated thereby, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority.

The undersigned does hereby direct that this consent be filed in the minute book of the Company.

[Signature Page Follows]

The undersigned, being the sole member of the Company's Board of Directors, consents to, ratifies, approves, and confirms the foregoing actions taken on and effective as of this __ day of January, 2025.

Dan Shipper

W. Daniel Shipper

Exhibit A

Form of Independent Contractor Agreement

(See Attached)

Exhibit B

Form of Stock Option Agreement

(See Attached)

Signing Certificate

Signer Events	Signature	Details
<div>Dan Shipper</div> <div>dan@every.to</div> <div>Signer</div> <div>Authentication Level:</div> <div>Email</div>	<div><div>Dan Shipper</div></div> <div>Signature ID:</div> <div>CM7KMX35Q00HDK103KLU0P06U</div> <div>IP Address: 142.154.215.98</div> <div>Device: Mac OS - Safari 17.1</div>	<div>Sent: 2025-02-25 03:21:58 PM (UTC)</div> <div>Viewed: 2025-03-04 06:24:18 PM (UTC)</div> <div>Signed: 2025-03-04 06:52:46 PM (UTC)</div> <div>Reason: I am a signer of this document</div>

Signing certificate provided by:  **Documenso**