

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

June 1, 2023

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 Section 141(f) of the Delaware General Corporation Law (the “**DGCL**”) hereby consent in writing 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 in accordance with the DGCL and the Company’s Bylaws (the “**Bylaws**”).

ASSET CONTRIBUTION AGREEMENT

WHEREAS, pursuant to that certain Asset Contribution Agreement, in the form attached hereto as Exhibit A (the “**Contribution Agreement**”) between the Company, as seller, Lex, Inc., a Delaware corporation, as “**Buyer**”, W. Daniel Shipper, as “**Seller Founder**”, and Nathan Baschez, as “**Buyer Founder**”, the Company has agreed to sell the assets described therein in exchange for (i) the issuance by Buyer of an aggregate of 2,102,265 shares of Buyer’s common stock to the Company, and immediately following which issuance, the Company shall distribute such shares as set forth in the Contribution Agreement, and (ii) payment to the Company in an aggregate amount of \$150,000.00 (subject to the terms of the Contribution Agreement);

WHEREAS, as a condition to the closing of the transactions under the Contribution Agreement, the Company will need to enter into that certain Agreement to Cancel Shares, in the form attached hereto as Exhibit B (the “**Cancellation Agreement**”), between the Company and Buyer Founder, whereby the Buyer Founder will forfeit and the Company will cancel an aggregate of 3,334,436 shares of Common Stock of the Company owned by Buyer Founder; and

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 enter into the Contribution Agreement and the Cancellation agreement and the transactions contemplated thereto.

NOW, THEREFORE, BE IT, RESOLVED, that the form, terms, and conditions of each of the Contribution Agreement and Cancellation Agreement are hereby authorized, ratified, approved, and adopted in all respects; and it is further

RESOLVED, that each officer of the Company (an “**Officer**”) is authorized, empowered and directed, for and on behalf of the Company, to execute and deliver the Contribution Agreement and Cancellation Agreement and each other agreement, instrument, financing statement or document to be executed and delivered thereunder in each case, together with such changes as the Officer executing the same on behalf of the Company shall deem necessary or appropriate, such Officer’s judgment to be conclusively evidenced by his or her execution, and the Company is hereby authorized and directed to perform its obligations thereunder.

GENERAL AUTHORITY

NOW, THEREFORE, BE IT 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 this Written Consent hereby ratifies and confirms whatever actions the officers of the Company, or any other person from time to time designated by them, has taken prior to the date hereof in furtherance of the actions contemplated by the resolutions set forth above; and it is further

RESOLVED, that the Officers be, and hereby are, authorized, empowered, 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

This Written 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, Adobe (PDF), or other electronic transmission of any executed signature page to this Written 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 to be duly executed as of the day and year set forth above.

DIRECTORS:

DocuSigned by:

W. Daniel Shipper

W. Daniel Shipper

Nathan Baschez

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

DIRECTORS:

W. Daniel Shipper



Nathan Baschez

Exhibit A

Form of Asset Contribution Agreement

Exhibit B

Form of Agreement to Cancel Shares