

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

Effective as of August 26, 2020

THE UNDERSIGNED, being the entire Board of Directors (collectively, 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, as amended (the “**DGCL**”), 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 Board, duly noticed, called and held in accordance with the law and the Bylaws of the Company.

ADOPTION OF THE 2020 EQUITY COMPENSATION PLAN

WHEREAS, the Board desires 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 other service providers who perform services for the Company or its subsidiaries.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby adopts the Plan, substantially in the form attached hereto as **Exhibit A**; and it is further

RESOLVED, that the Board hereby authorizes Eight Hundred Eighty-Eight Thousand Eight Hundred Eighty-Eight (888,888) shares of Common Stock of the Company to be issued or transferred under the Plan; and it is further

RESOLVED, that the Board hereby approves the form of Nonqualified Stock Option Grant Agreement attached hereto as **Exhibit B** to be used with respect to nonqualified option grants made under the Plan; and it is further

RESOLVED, that the Board hereby approves the form of Incentive Stock Option Grant Agreement attached hereto as **Exhibit C** to be used with respect to incentive option grants made under the Plan; and it is further

RESOLVED, that the Board hereby approves the form of Restricted Stock Grant Agreement attached hereto as **Exhibit D** to be used with respect to restricted stock grants and restricted stock sales made under the Plan.

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 Company’s officers are, and each hereby is, 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 Company's 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 of the Company is hereby authorized, empowered, and directed 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.

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 all the members of the Company's Board of Directors, have caused this Written Consent of the Board of Directors of Every Media, Inc. to be duly executed as of the date first set forth above.

Dan Shipper

W. Daniel Shipper

NB

Nathan Bashaw

EXHIBIT A

Every Media, Inc. 2018 Equity Compensation Plan

EXHIBIT B

Form of Nonqualified Stock Option Grant Agreement

EXHIBIT C

Form of Incentive Stock Option Grant Agreement

EXHIBIT D

Form of Restricted Stock Grant Agreement