

EVERY MEDIA, INC.
WRITTEN CONSENT OF THE STOCKHOLDERS

Effective as of June 1, 2023

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:

ASSET CONTRIBUTION AGREEMENT

WHEREAS, the Board of Directors the Company (the “**Board**”), has determined that it is in the best interests of the Company to enter into that certain Asset Contribution Agreement, in the form attached hereto as Exhibit A (the “**Contribution Agreement**”) by and among the Company, as seller, Lex, Inc., a Delaware corporation, as “**Buyer**”, W. Daniel Shipper, as “**Seller Founder**”, holders of the Company’s outstanding Simple Agreements for Future Equity and certain of the Company’s service providers, and Nathan Baschez, as “**Buyer Founder**”, whereby 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); and

WHEREAS, the Board of Directors the Company (the “**Board**”), has determined that it is in the best interests of the Company 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, the Stockholders of the Company desire to approve the Contribution Agreement and the Cancellation Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Stockholders hereby approve the Contribution Agreement, the Cancellation Agreement, and the transactions contemplated thereto; 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

DocuSigned by:

W. Daniel Shipper

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W. Daniel Shipper

Nathan Baschez

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

W. Daniel Shipper



Nathan Baschez

Exhibit A

Form of Asset Contribution Agreement

(See Attached)

Exhibit B

Form of Agreement to Cancel Shares

(See Attached)