

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

June 18, 2020

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**”).

SAFE FINANCING

WHEREAS, in order to raise funds for working capital and general corporate purposes, the Company desires to sell and issue Simple Agreements for Future Equity in substantially the form attached hereto as **Exhibit A** (the “**SAFEs**”), in an aggregate amount of up to \$500,000 (the “**Offering**”), pursuant to the terms and conditions set forth in the SAFEs;

WHEREAS, in connection with the Offering and the sale and issuance of the SAFEs the Board has been presented with, and has reviewed the form of side letter in substantially the form attached hereto as **Exhibit B** (the “**Side Letter**”); 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 proceed with the Offering and enter into and issue the SAFEs.

NOW, THEREFORE, BE IT, RESOLVED, that the form, terms, and conditions of each of the SAFEs and Side Letters 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 SAFEs 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; and it is further

RESOLVED, that the Company is hereby authorized, empowered, and directed to issue the SAFEs, in an aggregate amount of up to \$500,000 in accordance with the terms set forth in the SAFEs; and it is further

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.

ANY NECESSARY SECURITIES FILINGS

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby confirms, authorizes, and approves that the SAFEs and any securities issued upon the conversion thereof shall be offered and sold in reliance upon exemption from or in compliance with such federal or state securities laws as may be applicable; and it is further

RESOLVED, that the Board hereby confirms, authorizes, and approves the preparation, execution, deliverance and filing with federal and state securities regulatory agencies of all such documents and payment of any and all such fees as the Officers deem necessary or appropriate to effectuate fully the purposes of the foregoing resolutions, including any amendments to such filings.

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:

Dan Shipper

W. Daniel Shipper

NB

Nathan Bashaw

Exhibit A

Form of Simple Agreement for Future Equity

Exhibit B

Form of Side Letter