## JOINT WRITTEN CONSENT

## OF THE BOARD OF DIRECTORS AND STOCKHOLDERS OF

## EVERY MEDIA, INC.

**Effective as of November \_\_, 2024**

The undersigned, being (i) all of the directors serving on the Board of Directors (the “***Board***”) and (ii) all of the stockholders (the “***Stockholders***”) of Every Media, Inc., a Delaware corporation (the “***Company***”), in accordance with the authority contained in Sections 141(f) and 228 of the Delaware General Corporation Law, as amended (the “***DGCL***”) and the Company’s Bylaws, hereby consent to and adopt the following resolutions, which shall have the same force and effect as if duly adopted at a meeting of the Board and the Stockholders duly called and convened for such purposes in accordance with the Bylaws of the Company, with a full quorum present and acting throughout:

**AMENDMENT NO. 1 TO EQUITY COMPENSATION PLAN**

WHEREAS, the Company previously adopted the Company’s 2020 Equity Compensation Plan (the “***Plan***”) for the benefit of the Company’s eligible employees, consultants and advisors, non-employee members of the Board, and other service providers who perform services for the Company or its subsidiaries;

WHEREAS, the Board and Stockholders have considered the form, terms and provisions of a proposed Amendment No. 1 to the Plan, substantially in the form attached hereto as ***Exhibit A*** (the “***Plan Amendment***”), pursuant to which the aggregate number of the shares of Common Stock that may be issued or transferred under the Plan is to be increased from 888,888 to 4,991,912 shares of Common Stock.

NOW THEREFORE, BE IT HEREBY RESOLVED, that the Board and Stockholders hereby declare the advisability of, and approve and adopt, the Plan Amendment; and it is further

RESOLVED, that each of the Chief Executive Officer, President, Secretary, and Treasurer of the Company (the “***Authorized Officers***”) be, and they hereby are, authorized, empowered, and directed, in the name and on behalf of the Company, to execute the Plan Amendment and attach it to the Plan; and it is further

RESOLVED, that the Board and Stockholders hereby approve the authorization of the increase of the shares of Common Stock to be issued under the Plan to 4,991,912; and it is further

RESOLVED, that the Authorized Officers are hereby authorized, empowered, and directed to take such actions as may be necessary or appropriate to implement the foregoing resolutions.

**STOCK OPTION GRANTS**

WHEREAS, the Board and Stockholders desire to approve a grants of options under the Plan (the “***Options***”) to the individuals listed on the attached Exhibit A, in each case to purchase and be granted the number of shares of the Company’s Common Stock (“***Common Stock***”), as listed next to such individual’s name on Exhibit A with the vesting schedule set forth on such Exhibit A, with an exercise price not less than the fair market value of one share of Common Stock as of the date hereof;

WHEREAS, the Options are to be issued pursuant to the terms of the Plan and the form of Nonqualified Option Grant Agreement previously approved by the Board, with such changes to the option grant agreement as the Authorized Officers deems necessary or advisable;

WHEREAS, pursuant to Section 144 of the DGCL, no contract or transaction between the Company and one or more of its directors or officers, or between the Company and any other corporation, partnership, association or other organization in which one or more of the officers or directors of the Company is an officer or director, or has a financial interest (any such party is referred to herein individually as an “***Interested Party***,” or collectively as the “***Interested Parties***,” and any such contract or transaction is referred to herein as an “***Interested Party Transaction***”), shall be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorized the Interested Party Transaction or solely because the vote of any such director is counted for such purpose, if: (i) the material facts as to the relationship or interest and as to the contract are disclosed or are known to the Board, and (ii) the Board in good faith authorizes the contract or transaction by affirmative votes of the disinterested director, even though such disinterested director is less than a quorum;

WHEREAS, it is hereby disclosed and made known to the Stockholders that W. Daniel Shipper will receive an Option pursuant to the terms of the Plan and the form of Nonqualified Option Grant Agreement previously approved by the Board;

WHEREAS, the Board and Stockholders are aware of the material facts related to the grant of Options, and have had an adequate opportunity to ask questions regarding, and investigate the nature of, the relationships and/or interests of the Interested Parties with and in the Company in connection with the granting of Options;

WHEREAS, after careful consideration, the Board and Stockholders have determined that the terms and conditions of the Options are just and equitable and fair as to the Company and that it is in the best interests of the Company and the stockholders of the Company to enter into the Options subject to the terms agreed upon by the parties thereto;

WHEREAS, the Board understands that a reasonable method of determining the fair market value of a share of Common Stock for purposes of setting the exercise price of options is to consider the following factors to the extent they are relevant: (i) the value of the tangible and intangible assets of the Company, (ii) the present value of anticipated future cash flows, (iii) the market value of stock or equity interests of similar companies or entities engaged in substantially the same business, (iv) recent arm’s length transactions involving the sale or transfer of the Company’s equity interests, and (v) other relevant factors;

WHEREAS, to aid the Board in determining the fair market value of a share of Common Stock the Board has obtained and reviewed an outside valuation from Prolific Labs Inc. d/b/a Pulley (the “***Valuation Report***”) pursuant to which it was determined that, as of July 30, 2024, the fair market value of one share of Common Stock of the Company was $0.03;

WHEREAS, the Board has reviewed the Valuation Report and the current activities and results of operations of the Company as of the date hereof and has concluded that the fair market value of one share of Common Stock has not changed since the date of the Valuation Report and does not exceed $0.03 and the Board desires to confirm and approve that the fair market value of a share of Common Stock on the date hereof is $0.03; and

WHEREAS, the Board desires to confirm and approve the applicability of the Valuation Report on the date hereof and the determination of the continuing fair market value of a share of Common Stock as reflected in the Valuation Report and of the exercise price of each of the Options is $0.03, which is not less than the fair market value of one share of Common Stock as so determined on the date hereof.

NOW, THEREFORE, BE IT RESOLVED, that the Valuation Report is hereby confirmed and approved, and based on the Board’s review of the Valuation Report and the current activities and results of operations of the Company as of the date hereof the Board hereby determines that the fair market value of one share of Common Stock on the date hereof is $0.03; and it is further

RESOLVED, that the Options shall have an exercise price of $0.03 per share, which is not less than the fair market value of one share of Common Stock on the date hereof; and it is further

RESOLVED, that the Board and Stockholders hereby approve the granting of the Options under the Plan to the individuals listed on Exhibit A, in the amounts and with the vesting schedules listed next to their name on Exhibit A, pursuant to the terms of the Plan and the form of Nonqualified Option Grant Agreement previously approved by the Board; and it is further

RESOLVED, that the shares of Common Stock issued by the Company upon exercise of the Options, upon such issuance, shall be duly authorized, validly issued, fully paid and nonassessable; and it is further

RESOLVED, that the Authorized Officers are hereby authorized and directed to take such actions as may be necessary or appropriate to implement the foregoing resolutions; and it is further

**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 Authorized Officers are, and each hereby is, authorized 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 Authorized 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 Authorized Officer is hereby authorized 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.

This 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 or electronic transmission by Adobe (PDF) of any executed signature page to this 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 Joint Written Consent of the Board and Stockholders to be duly executed as of the day and year set forth above.

**BOARD OF DIRECTORS:**

# W. Daniel Shipper

**STOCKHOLDERS:**

# W. Daniel Shipper

Nathan Bashaw

**EXHIBIT A**

**Stock Option Grants**

| **Name of Grantee** | **Number of Common Shares** | **Vesting Commencement Date** | **Vesting Schedule** |
| --- | --- | --- | --- |
| W. Daniel Shipper | 3,111,112 | N/A | Fully Vested |
| Nathan Baschez | 223,324 | N/A | Fully Vested |
| Kate Lee | 23,234 | N/A | Fully Vested |
| Kate Lee | 475,091 | \_\_\_\_\_\_\_\_\_, 2023 | 4 year monthly, 1 year cliff (See 1 Below) |
| Brandon Gell | 478,045 | May 1, 2024 | 5 year monthly, 1 year cliff (See 2 Below) |
| Evan Armstrong | 442,312 | October 31, 2023 | 4 year monthly, 1 year cliff (See 1 Below) |
| Lucas Crespo | 14,486 | \_\_\_\_\_\_\_\_\_, 2024 | Milestone Vesting (See 3 Below) |
| Lucas Crespo | 96,574 | \_\_\_\_\_\_\_\_\_, 2024 | 3 year monthly (See 4 Below) |

1. 1/4 of the shares underlying the option shall vest on the one year anniversary of the Vesting Commencement Date, and thereafter, 1/48 of the shares underling the option shall vest on the last day of each month for 36 months, in each case provided grantee has continuously provided services through the applicable vesting date.
2. 1/5 of the shares underlying the option shall vest on the one year anniversary of the Vesting Commencement Date, and thereafter, 1/60 of the shares underling the option shall vest on the last day of each month for 48 months, in each case provided grantee has continuously provided services through the applicable vesting date.
3. 100% of the shares underlying the option shall vest on the Vesting Commencement Date.
4. 1/3 of the shares underlying the option shall vest on the one year anniversary of the Vesting Commencement Date, and thereafter, 1/36 of the shares underling the option shall vest on the last day of each month for 24 months, in each case provided grantee has continuously provided services through the applicable vesting date.