AMENDMENT NO. 1 TO THE

CHARGEITSPOT, LLC

2020 EQUITY COMPENSATION PLAN

(Effective November \_\_, 2024)

WHEREAS, Every Media, Inc., a Delaware corporation (the “***Company***”), maintains the ChargeItSpot, LLC 2020 Equity Compensation Plan (the “***Plan***”) for the benefit of selected non-employees and designated employees of the Company;

WHEREAS, the Board of Directors of the Company (the “***Board***”) desires to amend the Plan to increase the number of Common Stock (the “***Common Shares***”) that may be issued or transferred under the Plan by 4,103,024 Common Shares from a total of 888,888 Common Shares to 4,991,912 Common Shares as set forth in this amendment (this “***Amendment***”);

WHEREAS, Section 16(a) of the Plan provides that the Board may amend the Plan at any time;

WHEREAS, the Board has approved this Amendment; and

WHEREAS, capitalized terms used in this Amendment but not otherwise defined shall have the meanings ascribed to such term in the Plan.

NOW, THEREFORE, in accordance with the foregoing, the Plan shall be amended as follows:

# **Section 3(a)**. Section 3(a) of the Plan is hereby amended and restated in its entirety as follows:

“Shares Authorized. Subject to adjustment as described below, the aggregate number of shares of stock of the Company that may be issued or transferred under the Plan is 4,991,912 shares of Common Stock (the “***Company Stock***”).”

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, and as evidence of the adoption of Amendment No.1 set forth herein, the Board has caused this Amendment to be executed this \_\_\_\_ day of November, 2024.

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| EVERY MEDIA, INC. | | |
| By: |  | |
| Name: | | W. Daniel Shipper |
| Title: | | Chief Executive Officer |