**ACTION BY UNANIMOUS WRITTEN CONSENT**

**OF THE BOARD OF DIRECTORS OF**

**BriefcASE, Inc.**

Pursuant to Section 141(f) of the Delaware General Corporation Law and the bylaws of Briefcase Inc., a Delaware corporation (the “**Company**”), the undersigned, constituting all of the members of the board of directors of the Company (the “**Board**”), hereby adopt the following resolutions by unanimous written consent without a meeting:

Amendment of Vesting Schedule to Option Grants

### **WHEREAS**, the Board previously approved option grants to Archie Yoakum and Veronica J. McCoy on October 29, 2022 (the “**Option Grants**”).

**WHEREAS**, the Board deems it to be in the best interests of the Company to amend the vesting schedule of the Option Grants to remove the one (1) year cliff.

**RESOLVED**:That the current vesting schedule of the Option Grants is hereby amended and shall read as follows: “One forty-eighth (1/48th) of the Shares subject to the Option shall vest each month on the same day of the month as the Vesting Commencement Date (or if there is no corresponding day, on the last day of the month), subject to Participant continuing to be a Service Provider through each such date”.

**RESOLVED FURTHER**:That the proper officers of the Company are hereby authorized and directed, for and on behalf of the Company to take such further actions and execute such documents as each may deem necessary or appropriate to carry out the purposes of the above resolutions.

Omnibus Resolutions

**RESOLVED**: That the officers of the Company be, and each of them hereby is, authorized and empowered to take any and all such further action, to execute and deliver any and all such further agreements, instruments, documents and certificates and to pay such expenses, in the name and on behalf of the Company or such officer, as any such officer may deem necessary or advisable to effectuate the purposes and intent of the resolutions hereby adopted, the taking of such actions, the execution and delivery of such agreements, instruments, documents and certificates and the payment of such expenses by any such officer to be conclusive evidence of his or her authorization hereunder and the approval thereof.

**RESOLVED FURTHER**: That any and all actions taken by the officers of the Company to carry out the purposes and intent of the foregoing resolutions prior to their adoption are approved, ratified and confirmed.

(signature page follows)

**IN WITNESS WHEREOF**, the undersigned have executed this Action by Unanimous Written Consent of the Board of Directors as of the date first set forth above, which may be executed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. This action shall be filed with the minutes of the proceedings of this Board of Directors and shall be effective as of the date first above written. Any copy, facsimile or other reliable reproduction of this action may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction be a complete reproduction of the entire original writing.

Beckett Mckay

Jerome Skinner