



ACTION BY WRITTEN CONSENT OF THE SOLE DIRECTOR AND STOCKHOLDER OF MALAMA LABS INCORPORATED

Effective Date: January 9, 2025

The undersigned, being the sole director and stockholder of Malama Labs Incorporated, a Delaware corporation (the "Corporation"), hereby takes the following actions and adopts the following resolutions by written consent pursuant to Sections 141(f) and 228(a) of the Delaware General Corporation Law:

WHEREAS:

1. The undersigned is the sole director and stockholder of the Corporation, holding all issued and outstanding shares.
2. The Corporation desires to implement a Founders' Collaboration Agreement to bring on additional founders and establish a formal governance structure.
3. The Corporation wishes to authorize the issuance of shares to the founders pursuant to the agreed-upon ownership allocation.
4. The Corporation desires to establish an employee stock option pool; and
5. The Corporation wishes to authorize a SAFE financing round of up to \$4 million.

NOW, THEREFORE, BE IT RESOLVED:

1. Approval of Founders' Collaboration Agreement

The Founders' Collaboration Agreement, in substantially the form presented to the board, is hereby approved.

2. Share Authorization and Issuance

The Corporation is hereby authorized to issue shares of Common Stock as follows:

a) Cancellation of Existing Shares:

**ACTION BY WRITTEN CONSENT OF THE SOLE DIRECTOR AND STOCKHOLDER OF
MALAMA LABS INCORPORATED**

Effective Date: January 9, 2025



- All existing shares held by Jeffrey Wise are hereby cancelled and returned to the Corporation's treasury

b) New Share Issuance:

- Jeffrey Wise: 3,200,000 shares (32%)
- Paul Apao: 2,000,000 shares (20%)
- Tyler Malin: 1,800,000 shares (18%)
- Derrick Oatway: 1,500,000 shares (15%)
- Dominick Garey: 1,500,000 shares (15%)

3. Employee Stock Option Pool

A pool of 1,111,111 shares of Common Stock (representing 10% of the fully-diluted capitalization) is hereby reserved for future issuance under the Corporation's 2025 Equity Incentive Plan.

4. Board Composition

The number of directors is hereby increased to three (3), with a maximum authorized number of five (5). The following individuals are hereby elected to serve as directors:

- Jeffrey Wise
- Tyler Malin

5. Officer Appointments

The following individuals are hereby appointed as officers:

- Jeffrey Wise - Chief Executive Officer and President
- Paul Apao - Chief Strategy Officer
- Tyler Malin - Chief Operating Officer and Secretary
- Derrick Oatway - Chief Product Officer
- Dominick Garey - Chief Technology Officer

6. SAFE Financing Authorization

a) The Corporation is hereby authorized to enter into Simple Agreements for Future Equity (SAFEs) with investors for up to an aggregate amount of \$4,000,000, with the following terms:

- Post-money valuation cap: \$20,000,000
- Discount rate: 15%

ACTION BY WRITTEN CONSENT OF THE SOLE DIRECTOR AND STOCKHOLDER OF MALAMA LABS INCORPORATED

Effective Date: January 9, 2025

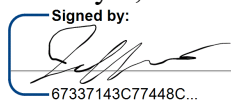


b) The officers of the Corporation are authorized to negotiate and execute such SAFEs and related documents as they deem necessary.

7. General Authorization

The officers of the Corporation are hereby authorized and directed to: a) Execute all documents necessary to implement these resolutions b) File all required notices and amendments with the Delaware Secretary of State c) Take any other actions necessary to carry out the intent of these resolutions

IN WITNESS WHEREOF, the undersigned has executed this Action by Written Consent as of January 9, 2025.

Signed by:

67337143C77448C...

Jeffrey Wise Sole Director and Stockholder

ACCEPTANCE OF APPOINTMENT

The undersigned hereby accept their appointments as directors of Malama Labs Incorporated:

Signed by:

67337143C77448C...

Jeffrey Wise Date: ~~January 9, 2025~~ 1/9/2025.

Signed by:

0AB726FB1E424C1...

Tyler Malin Date: ~~January 9, 2025~~ 1/9/2025.

**ACTION BY WRITTEN CONSENT OF THE SOLE DIRECTOR AND STOCKHOLDER OF
MALAMA LABS INCORPORATED**

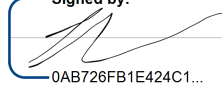
Effective Date: January 9, 2025



SECRETARY'S CERTIFICATE

I, Tyler Malin, hereby certify that I am the duly elected and acting Secretary of Malama Labs Incorporated, a Delaware corporation (the "Corporation"), and that the above is a true and correct copy of resolutions duly adopted by written consent of the sole director and stockholder of the Corporation on November 15, 2024, and that such resolutions have not been amended, modified, or rescinded and remain in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of January, 2025.

Signed by:

0AB726FB1E424C1...

Tyler Malin - Secretary

**ACTION BY WRITTEN CONSENT OF THE SOLE DIRECTOR AND STOCKHOLDER OF
MALAMA LABS INCORPORATED**

Effective Date: January 9, 2025