

**BitFrontier Capital Holdings, Inc.**  
**(OTCID: BFCH)**

Date: September 9, 2025

Dear Pacific Stock Transfer:

Enclosed please find a board of directors' resolution authorizing the cancellation and return to authorized/treasury of the certificate(s) as indicated below:

Date: 03/31/2023

Cert #: BOOKR (held on book)

**Shares: 4,000,000 Series C Preferred Stock**

Registered in name of: **Bryan Wilkinson**

We hereby certify that said shareholder holds no legal interest in said stock.

We do hereby agree, for ourselves, our successors, assigns, heirs, executors or administrators, at all times now and hereafter to indemnify and hold harmless Pacific Stock Transfer Company, its principals and their successors and assigns (collectively "Pacific") from and against all losses or damages that may arise by reason thereof, and all costs, charges, expenses and all actions or suits, whether groundless or otherwise, it being the purpose of this agreement of indemnity to fully protect Pacific in the premises.

In the absence of the Issuer assuming liability and providing for Pacific Stock Transfer Company's defense, Pacific shall be authorized to reissue shares which are the result of any demand made by a shareholder or protected purchaser with a valid claim to the certificate as determined by Pacific in its sole discretion. Please note that as of September 9, 2025, BitFrontier Capital Holdings, Inc. was valued at \$0.001 per share.

DocuSigned by:

*Jordan P. Balencic, D.O.*

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Jordan P. Balencic, D.O.  
Chief Executive Officer and Chairman  
BitFrontier Capital Holdings, Inc.

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS**  
of  
**BITFRONTIER CAPITAL HOLDINGS, INC. (OTCID: BFCH)**  
(to be renamed UNLOCKD, Inc.)  
a Wyoming Corporation

The undersigned, being the duly appointed Chairman of the Board of Directors of BitFrontier Capital Holdings, Inc. (the "Corporation"), acting pursuant to the Wyoming Business Corporation Act and the Corporation's governing documents, hereby adopts the following resolutions by written consent, without a meeting, effective as of the date set forth below:

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**RECITALS**

WHEREAS, Bryan Wilkinson is the record holder of 4,000,000 shares of the Corporation's Series C Preferred Stock (the "Shares"), representing approximately 16.2% of such class, convertible into common stock at a rate of 1:2; and

WHEREAS, Mr. Wilkinson has voluntarily agreed to rescind, cancel, and surrender the Shares to the Corporation for return to treasury, without consideration, and to release the Corporation from any and all obligations with respect thereto; and

WHEREAS, Pacific Stock Transfer Company, the Corporation's transfer agent, requires formal Board authorization, a Hold Harmless Rescission letter, and shareholder confirmation to process such cancellation; and

WHEREAS, the Board has determined that it is in the best interests of the Corporation and its shareholders to approve and effectuate this rescission.

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**RESOLUTIONS**

**1. Approval of Rescission**

RESOLVED, that the Corporation hereby accepts the voluntary surrender and cancellation of 4,000,000 shares of Series C Preferred Stock issued to Bryan Wilkinson, effective as of September 9, 2025, and that such shares shall be cancelled and restored to the status of authorized but unissued shares of the Corporation.

**2. Approval of Hold Harmless Letter**

RESOLVED, that the Hold Harmless Rescission letter presented to the Board, to be executed on the Corporation's letterhead, is hereby approved, and the Chief Executive Officer is authorized to execute and deliver such letter to Pacific Stock Transfer Company.

### **3. Authorization to Act**

RESOLVED, that the officers of the Corporation are authorized and directed to take all actions and execute all documents necessary or advisable to carry out the intent of these resolutions, including filing and delivering this consent, the Hold Harmless Rescission letter, and the shareholder's confirmation letter to Pacific Stock Transfer Company.

### **4. Indemnification of Transfer Agent**

RESOLVED, that in consideration of Pacific Stock Transfer Company's acceptance of the Corporation's instruction to rescind and cancel the Shares, the Corporation shall indemnify and hold harmless Pacific Stock Transfer Company from and against any and all claims, actions, suits, liabilities, losses, damages, costs, and expenses arising by reason of such cancellation.

### **5. Ratification**

RESOLVED, that any and all prior actions taken by the Chairman of the Board or Chief Executive Officer in connection with the negotiation and preparation of this rescission are hereby ratified, approved, and confirmed in all respects.

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## **CERTIFICATION**

The undersigned, being the Chairman of the Board of Directors of the Corporation, hereby certifies that the foregoing resolutions were duly adopted by written consent and shall be filed with the minutes of the Corporation.

Executed as of **September 9, 2025**

DocuSigned by:

Jordan P. Balencic, D.O.

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Jordan P. Balencic, D.O.  
Chairman of the Board

**Shareholder Letter from Bryan Wilkinson**

September 9, 2025

**To:** Pacific Stock Transfer Company  
**Attn:** Shareholder Services

**Re: Return and Cancellation of Shares**

I, Bryan Wilkinson, am the record holder of 4,000,000 shares of Series C Preferred Stock of BitFrontier Capital Holdings, Inc. (the "Company"). By this letter, I voluntarily surrender, cancel, and rescind said Shares to the Company for return to authorized but unissued status, effective immediately and without consideration. I acknowledge and confirm that the Company is authorized to instruct Pacific Stock Transfer Company, as its transfer agent, to cancel the Shares and record them as returned to the Company's treasury.

Sincerely,

  
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Bryan Wilkinson