

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:

RECITALS

Employment Agreement – Andrew Gilton II

WHEREAS, the Company entered into an Employment Agreement with Andrew Gilton II, dated December 29, 2022 (not filed on OTC Markets), which contemplated the issuance of up to 12,500,000 Series C Preferred Stock (25,000,000 Common equivalent) over a five-year term, contingent upon continued service and performance milestones;

WHEREAS, Andrew Gilton II resigned on July 21, 2025, failing to complete the required five-year term or achieve revenue milestones, thereby forfeiting entitlement to any unissued Series C Preferred Stock;

WHEREAS, notwithstanding such failure, he did receive 6,250,000 Series C Preferred Stock (12,500,000 Common equivalent);

Acquisition Agreement – ASIC Miners US LLC

WHEREAS, the Company executed an Acquisition Agreement with ASIC Miners US LLC, dated February 10, 2023, filed on OTC Markets on February 12, 2023, which contemplated issuance of up to 100,000,000 Series F Preferred Stock (200,000,000 Common equivalent) over five years, contingent upon ASIC/BFCH achieving $\geq 70\%$ of expected revenue and net income in years one and two, and continuation of operations for a minimum of five years;

WHEREAS, the Company's Change of Control disclosure filed on OTC Markets on May 25, 2023 confirmed that the only consideration recognized under this agreement was 6,250,000 Series C Preferred Stock and 20,000,000 Series F Preferred Stock (40,000,000 Common equivalent), with no further tranches authorized;

WHEREAS, ASIC/BFCH did not achieve the required revenue or net income thresholds beyond the first year, and Andrew Gilton II resigned prior to completing the required five-year service period, thereby failing to earn additional Series F issuances;

WHEREAS, notwithstanding such failure, Andrew Gilton II did receive 20,000,000 Series F Preferred Stock (40,000,000 Common equivalent);

Change of Control Agreement – July 21, 2025

WHEREAS, the Company entered into a Transfer of Control Agreement dated July 21, 2025, whereby Andrew Gilton II agreed to the immediate and irrevocable conversion of all Series C and Series F Preferred Stock into Common Stock concurrently with the change of control;

Employment Agreement – Andrew Gilton III

WHEREAS, the Company's transfer agent records reflect an issuance of 65,000,000 Common Shares to Andrew Gilton III pursuant to a purported Employment Agreement dated April 1, 2023 (not filed on OTC Markets), in exchange for services as "Internet Marketing and Sales Associate";

WHEREAS, Andrew Gilton III was a minor and enrolled in high school at the time, making it legally impossible for him to devote "full professional time" to the Company;

WHEREAS, no evidence of corporate benefit or services performed exists, and based on the March 31, 2023 closing price of \$0.0138, this issuance represented an implied charge of approximately \$897,000 to the Company and its shareholders without material benefit;

WHEREAS, such shares were issued on July 8, 2025, prior to the change of control with Balencic, and subsequently left the transfer agent, no longer appearing in the Restricted Stock count reported on OTC Markets; it is further noted that such issuance is suspected to have been deposited into brokerage and entered the public float;

Board Findings

WHEREAS, the Board finds that:

- Under the Employment Agreement dated 12/29/22, Andrew Gilton II could have earned 25,000,000 Common equivalent, but failed to perform and nonetheless received 12,500,000 Common equivalent;
- Under the Acquisition Agreement dated 2/10/23 (OTC-filed), he could have earned 200,000,000 Common equivalent, but failed to perform and nonetheless received 40,000,000 Common equivalent;
- In total, Andrew Gilton II has therefore received 52,500,000 Common equivalents, which is more than double the Employment Agreement maximum;
- When combined with the issuance of 65,000,000 Common Shares to Andrew Gilton III, a related party, the Gilton family collectively received 117,500,000 Common Shares, or approximately 4.7 times the contractual maximum contemplated for Andrew Gilton II under his Employment Agreement;
- The purported "social media" agreement relied upon to justify the issuance to Andrew Gilton III created an implied charge of nearly \$900,000 to the Company and its shareholders, directed to a high school student, with no corporate benefit;
- The Company has no legal obligation to honor any further issuances to Andrew Gilton II or Andrew Gilton III; accordingly, the Board determines that Andrew Gilton II has already received compensation in excess of his contractual entitlement, and when viewed together with the unsupported issuance to Andrew Gilton III, the Gilton family collectively received equity far exceeding contractual limits, with no further issuances warranted.

RESOLUTIONS

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby determines that the only equity securities validly issued to Andrew Gilton II are:

- **6,250,000 Series C Preferred Stock (12,500,000 Common equivalent), and**
- **20,000,000 Series F Preferred Stock (40,000,000 Common equivalent);**

RESOLVED FURTHER, that any additional Series F tranches contemplated by the ASIC Miners US LLC Acquisition Agreement are unearned, unauthorized, and unenforceable;

RESOLVED FURTHER, that the issuance of 65,000,000 Common Shares to Andrew Gilton III, a related party, is declared unsupported, unauthorized, and invalid for lack of consideration, and while such shares may have entered the float, the Company does not recognize them as validly issued equity for governance or disclosure purposes;

RESOLVED FURTHER, that pursuant to the Transfer of Control Agreement dated July 21, 2025, the Board hereby authorizes and directs the immediate conversion of Andrew Gilton II's 6,250,000 Series C Preferred Stock and 20,000,000 Series F Preferred Stock into 52,500,000 Common Shares, and management shall instruct the transfer agent to process such conversion forthwith so that it is reflected prior to the close of the third fiscal quarter of 2025.

RESOLVED FURTHER, that such conversion shall not be construed as recognition of any further entitlement, but solely as enforcement of the Change of Control Agreement and in the interest of finality;

RESOLVED FURTHER, that management shall file this resolution through the OTC Markets Disclosure & News Service as a material corporate action for the benefit of shareholders.

Authority to Act.

RESOLVED, that the officers of the Corporation are hereby authorized and directed to update the Company's stock ledger, instruct the transfer agent accordingly, make appropriate disclosures to OTC Markets, and take all further action necessary to implement the intent of these resolutions.

Ratification.

RESOLVED, that all prior acts taken by the Chairman, Chief Executive Officer, and officers of the Corporation in furtherance of the matters addressed herein are hereby ratified, approved, and confirmed in all respects.

CERTIFICATION

The undersigned, being the sole member of the Board of Directors and Chairman of the Corporation, hereby certifies that the foregoing resolutions were duly adopted by written consent as of the date set forth below.

Executed as of **September 22, 2025**.

A handwritten signature in blue ink that reads "Jordan P. Balencic D.O." written over a horizontal line.

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