

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF
BITFRONTIER CAPITAL HOLDINGS, INC.**
(a Wyoming corporation)

The undersigned, being all of the members of the Board of Directors (the “Board”) of BitFrontier Capital Holdings, Inc. (the “Company”), acting by written consent pursuant to the Wyoming Business Corporation Act and the Company’s Bylaws, hereby adopt the following resolutions without a meeting:

RECITALS

WHEREAS, on March 14, 2019, under prior management and in connection with a legacy Regulation A offering, the Company entered into a subscription agreement (the “2019 Subscription Agreement”) with Who Are You Holdings, LLC (“Subscriber”) for the purchase of 2,500,000 shares of the Company’s common stock at a purchase price of \$0.005 per share;

WHEREAS, no shares of common stock were ever issued, delivered, or transferred to Subscriber pursuant to the 2019 Subscription Agreement;

WHEREAS, Subscriber notified the Company of its desire to cancel and rescind the 2019 Subscription Agreement and voluntarily relinquish all rights with respect to the shares referenced therein;

WHEREAS, the Company and Subscriber entered into a Rescission and Mutual Release Agreement dated December 9, 2025 (the “Rescission Agreement”), pursuant to which the 2019 Subscription Agreement was rescinded and terminated, Subscriber relinquished all rights to the subscribed shares, and the parties exchanged mutual releases and related customary provisions;

WHEREAS, on October 31, 2025, the Company executed a non-binding Letter of Intent with a global consumer brand to jointly develop and commercialize a wellness-oriented functional beverage line through a majority-owned subsidiary in which the Company is expected to hold a ninety percent (90%) ownership interest, which letter of intent remains in effect and is expected to become binding upon completion of a related equity capitalization, subject to customary closing conditions and definitive documentation;

WHEREAS, management advised the Board that the foregoing Letter of Intent contemplates an aligned equity financing of approximately \$160,000 intended to fund early commercialization, production, and operational execution and to serve as a catalyst toward converting the Letter of Intent into definitive, binding agreements;

WHEREAS, management further advised the Board that, as of December 31, 2025, the anticipated equity financing had not yet closed due to temporary timing delays unrelated to the Company, and that the lead strategic investor has reaffirmed a clear intent to complete the investment in early January 2026 at a fixed price of \$0.0008 per share, consistent with the equity pricing previously authorized by the Board, regardless of short-term fluctuations in the Company’s market price;

WHEREAS, the Board believes that the lead strategic investor's continued commitment at a fixed, Board-authorized price through periods of market dislocation represents a strong signal of conviction and alignment, and that the investor's established industry presence and commercial relationships materially enhance the probability of successful execution, speed to market, and downstream distribution outcomes under the contemplated partnership;

WHEREAS, the Board has considered alternative sources of capital, including debt or convertible note structures containing original issue discount, and has determined that such alternatives, while potentially expedient, would be structurally inferior during the Company's turnaround period due to potential dilution dynamics, adverse balance sheet optics, and misalignment with long-term shareholder value creation;

WHEREAS, the Board has therefore determined that it is in the best interests of the Company and its shareholders to maintain capital discipline and to proceed with the equity-based financing plan associated with the Letter of Intent rather than compromise the Company's capital structure through less favorable debt-like instruments;

WHEREAS, on December 31, 2025, the Company's annual OTC Markets Group listing fee in the amount of \$7,500 became due;

WHEREAS, on December 30, 2025, a current shareholder of the Company, who has requested to remain anonymous, voluntarily advanced \$7,500 to the Company to enable the Company to timely satisfy its OTC Markets Group listing fee obligation without penalty;

WHEREAS, on December 31, 2025, the Company remitted payment to OTC Markets Group, thereby satisfying its annual listing fee obligation; and

WHEREAS, the Board desires to ratify and memorialize the foregoing actions and provide clear authority for related administrative, accounting, and recordkeeping steps.

RESOLUTIONS

RESOLVED, that the Rescission and Mutual Release Agreement with Who Are You Holdings, LLC, dated December 9, 2025, is hereby approved, adopted, authorized, and ratified in all respects, and the Board hereby confirms the rescission and termination of the 2019 Subscription Agreement;

RESOLVED FURTHER, that the Board hereby affirms that no shares of common stock were issued to Subscriber under the 2019 Subscription Agreement and that no obligation remains to issue any securities pursuant thereto;

RESOLVED FURTHER, that the Board hereby acknowledges and ratifies management's execution of the October 31, 2025 Letter of Intent and affirms management's strategic plan to progress such Letter of Intent into definitive, binding agreements upon completion of the related equity capitalization and satisfaction of customary closing conditions;

RESOLVED FURTHER, that the Board hereby approves management's decision to prioritize an equity financing structure at the Board-authorized price of \$0.0008 per share and to defer alternative debt or convertible note structures that the Board has determined could be detrimental to the Company's capital structure and shareholder interests during its turnaround phase;

RESOLVED FURTHER, that the Board hereby approves management's determination to await the closing of the anticipated equity investment in early January 2026 and finds that the lead strategic investor's fixed-price commitment and commercial positioning materially strengthen the Company's execution posture, credibility, and long-term value creation pathway;


RESOLVED FURTHER, that the Board hereby ratifies the Company's acceptance of the \$7,500 shareholder advance used solely to satisfy the Company's OTC Markets Group annual listing fee obligation and affirms that such advance does not constitute a security, equity issuance, or interest-bearing indebtedness of the Company;

RESOLVED FURTHER, that the officers of the Company are authorized and directed to reimburse the advancing shareholder for such amount when reasonably practicable, including from proceeds of the anticipated equity financing when received, and to reflect such reimbursement appropriately in the Company's internal accounting records;

RESOLVED FURTHER, that the officers of the Company are authorized and directed to update the Company's internal corporate records, capitalization support materials, and disclosures, as applicable, to reflect the matters described herein; and

RESOLVED FURTHER, that any and all actions previously taken by Dr. Balencic or the officers of the Company in connection with the foregoing matters are hereby ratified, confirmed, and approved in all respects.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of **January 4, 2026**.

A handwritten signature in blue ink that reads "Jordan P. Balencic D.O." with a horizontal line underneath the signature.

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