

**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, the Company previously entered into that certain Binding Letter of Intent dated August 2, 2025 (the “LOI”) with ERApeutics, LLC, a Pennsylvania limited liability company doing business as EVERMIND (“ERApeutics”), setting forth the principal terms under which the Company would acquire the EVERMIND-branded business;

WHEREAS, management has negotiated a definitive Asset Purchase Agreement, effective as of December 31, 2025 (the “Asset Purchase Agreement”), by and between the Company and ERApeutics, pursuant to which the Company will acquire substantially all of the assets, intellectual property, goodwill, and business associated with the EVERMIND brand;

WHEREAS, the Board has reviewed the Asset Purchase Agreement and acknowledges and affirms that the transaction contemplated thereby is, and at all times was intended to be, a pure asset purchase, and not a merger, consolidation, or equity or membership interest acquisition;

WHEREAS, the Asset Purchase Agreement provides for consideration consisting solely of equity, specifically the issuance of an aggregate of 400,000,000 shares of the Company’s restricted common stock, valued at \$0.01 per share, and does not involve any cash consideration;

WHEREAS, the Board has reviewed the proposed allocation of such shares among the former equityholders and stakeholders of ERApeutics, including the conversion of certain indebtedness into equity, and has determined that such allocation is fair, reasonable, and consistent with the economic substance of the transaction;

WHEREAS, the Board acknowledges that the transaction constitutes a related-party transaction under applicable securities laws and OTC Markets requirements and that appropriate disclosure regarding the transaction has been made by the Company, including through supplemental disclosures filed with OTC Markets Group;

WHEREAS, the Board has been advised that all liens, security interests, and encumbrances previously affecting the EVERMIND assets have been released, and that the Company will acquire the assets free and clear of any such liens;

WHEREAS, the Board has further been advised that, following the consummation of the asset purchase, ERApeutics intends to dissolve and wind up its affairs, and that the Company will not assume any liabilities or obligations of ERApeutics; and

WHEREAS, the Board has determined that the execution of the Asset Purchase Agreement and the consummation of the transactions contemplated thereby are in the best interests of the

Company and its shareholders and represent an important step in the Company's strategic repositioning and growth plans.

RESOLUTIONS

RESOLVED, that the Asset Purchase Agreement, effective as of December 31, 2025, by and between the Company and ERApeutics, LLC, substantially in the form presented to the Board, is hereby approved, adopted, and authorized in all respects;

RESOLVED FURTHER, that the issuance of an aggregate of 400,000,000 shares of the Company's restricted common stock as consideration for the asset acquisition, and the allocation thereof as approved by management, is hereby approved and authorized;

RESOLVED FURTHER, that the Board hereby expressly acknowledges and affirms that the Company is not assuming any liabilities or obligations of ERApeutics in connection with the asset purchase and that all such liabilities shall remain the responsibility of ERApeutics;

RESOLVED FURTHER, that the officers of the Company are authorized and directed to execute and deliver the Asset Purchase Agreement and any ancillary agreements, instruments, or documents necessary or desirable to consummate the transactions contemplated thereby;

RESOLVED FURTHER, that the officers of the Company are authorized and directed to make such filings and disclosures with OTC Markets Group and any other regulatory or reporting bodies as may be required or deemed appropriate in connection with the transaction;

RESOLVED FURTHER, that any and all actions previously taken by the officers of the Company in connection with the negotiation, execution, approval, disclosure, and consummation of the asset purchase transaction and related matters are hereby ratified, confirmed, and approved in all respects.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of **January 11, 2026**.



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