

**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:

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**RECITALS**

WHEREAS, on September 5, 2025, the Board of Directors authorized a fixed-price common equity bridge financing of up to \$150,000 at \$0.0008 per share, conducted pursuant to Section 4(a)(2) of the Securities Act of 1933 and Regulation D, Rule 506(b) (the “Offering”); and

WHEREAS, on November 5, 2025, the Board approved an increase in the maximum aggregate gross proceeds of the Offering from \$150,000 to \$175,000, with all other terms and conditions remaining unchanged; and

WHEREAS, as previously disclosed, the Corporation accepted aggregate subscriptions totaling \$13,259 during September 2025, including \$5,000 from a third party investor and \$8,259 from the Chairman of the Board; and

WHEREAS, subsequent to the foregoing subscriptions, the Corporation completed closing documentation with a single investor group and accepted an additional \$160,000 subscription pursuant to a Subscription Agreement dated February 10, 2026; and

WHEREAS, the Board has determined that the aggregate gross proceeds received in the Offering total \$173,259, which does not exceed the authorized \$175,000 cap, and that the Offering has now been fully completed and closed; and

WHEREAS, the Board desires to formally acknowledge the completion and closing of the Offering and to ratify all actions taken in connection therewith.

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**RESOLUTIONS**

**1. Acknowledgment of Closing**

RESOLVED, that the Board hereby acknowledges that the Corporation has completed and closed the previously authorized fixed-price common equity bridge financing, with aggregate gross proceeds of \$173,259 received at a price of \$0.0008 per share, pursuant to Section 4(a)(2) of the Securities Act of 1933 and Regulation D, Rule 506(b).

## **2. Confirmation of Compliance**

RESOLVED, that the Board confirms that the Offering was conducted in accordance with the terms and limitations previously approved, did not exceed the authorized maximum aggregate proceeds of \$175,000, and did not involve the issuance of any convertible or variable-rate securities.

## **3. Issuance of Shares**

RESOLVED, that the appropriate officers of the Corporation are hereby authorized and directed to issue shares of the Corporation's common stock (or make corresponding book-entry notations with the transfer agent) in accordance with the executed Subscription Agreements and applicable securities laws.

## **4. Ratification**

RESOLVED, that any and all actions previously taken by the Chairman, Chief Executive Officer, or other authorized officers of the Corporation in connection with the Offering, including the negotiation, execution, and acceptance of subscriptions and related documentation, are hereby ratified, approved, and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of **February 10, 2026**.

A handwritten signature in blue ink, reading "Jordan P. Balencic D.O.", is written over a horizontal line.

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