

**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 has recently completed definitive agreements related to its strategic acquisition of VerdaGenix, LLC d/b/a Ancient Extracts USA (“Ancient Extracts USA”), which management believes provides the Company with a post-revenue operating platform and additional opportunities for operational expansion and strategic growth; and

WHEREAS, the Board believes that the continued execution of the Company’s strategic objectives requires enhanced executive leadership, operational infrastructure, and corporate governance initiatives to support the integration and scaling of operating assets and future growth initiatives; and

WHEREAS, the Board has determined that it is in the best interests of the Company and its shareholders to appoint John P. Gorst as Chief Executive Officer of the Company effective May 15, 2026; and

WHEREAS, the Board further believes that Mr. Gorst’s experience in public company leadership, operational scaling, capital markets activities, strategic growth initiatives, and business development will strengthen the Company’s executive leadership and long-term growth strategy; and

WHEREAS, the Board has further determined that it is in the best interests of the Company and its shareholders to appoint Mr. Gorst to serve as a member of the Board of Directors effective May 15, 2026; and

WHEREAS, Jordan P. Balencic, D.O. shall remain Chairman of the Board and transition from Chief Executive Officer into the role of Chief Science Officer effective May 15, 2026, where he will continue leading strategic growth initiatives, acquisition strategy, product development initiatives, commercialization opportunities, and broader long-term platform initiatives; and

WHEREAS, the Board anticipates working with legal counsel to finalize and update executive employment agreements and compensation structures, including amendments to existing executive arrangements where appropriate, in order to further align long-term incentives, operational execution, corporate growth objectives, and shareholder value creation; and

WHEREAS, the Board believes it is advisable and in the best interests of the Company and its shareholders to initiate additional corporate governance initiatives, including committee formation and expansion of executive leadership infrastructure.

**RESOLUTIONS**

**1. Appointment of Chief Executive Officer**

RESOLVED, that effective May 15, 2026, John P. Gorst is hereby appointed Chief Executive Officer of the Company, to serve until his successor is duly appointed or until his earlier resignation or removal in accordance with the Company’s governing documents and applicable law.

## **2. Transition of Executive Responsibilities**

RESOLVED, that effective May 15, 2026, Jordan P. Balencic, D.O. shall cease serving as Chief Executive Officer and shall continue serving as Chairman of the Board while assuming the additional role of Chief Science Officer.

RESOLVED FURTHER, that Dr. Balencic shall continue overseeing strategic growth initiatives, acquisition strategy, product development, commercialization initiatives, and long-term strategic planning on behalf of the Company.

## **3. Appointment to Board of Directors**

RESOLVED, that effective May 15, 2026, John P. Gorst is hereby appointed as a member of the Board of Directors of the Company to serve in accordance with the Company's governing documents and applicable law.

## **4. Executive Employment Agreements and Compensation Structure**

RESOLVED, that management is hereby authorized and directed to work with legal counsel regarding the preparation, negotiation, amendment, and finalization of executive employment agreements and compensation arrangements, including modifications to existing executive agreements where deemed appropriate, to further align management incentives with long-term operational execution, corporate growth objectives, and shareholder interests.

## **5. Formation of Governance Committees**

RESOLVED, that the Board hereby authorizes management, under the leadership of the Chief Executive Officer, to initiate the formation of Audit and Compensation Committees and to take such actions deemed necessary or advisable in connection with broader corporate governance initiatives, future audit preparation efforts, expansion of the Board of Directors, and recruitment of additional executive leadership.

## **6. Authorization of Officers**

RESOLVED, that the Chairman, Chief Executive Officer, and any other authorized officers of the Company are hereby authorized and directed, acting alone or together, to take any and all actions necessary or advisable to effectuate the intent of the foregoing resolutions, including without limitation:

- (a) execution and delivery of any employment agreements, amendments, ancillary agreements, and related documentation;
- (b) updating corporate records, officer designations, Board records, and applicable disclosures;
- (c) making all required OTC Markets disclosures, public disclosures, regulatory filings, and corporate record updates; and
- (d) taking any additional actions deemed necessary or appropriate to carry out the purposes of these resolutions.

## 7. Ratification

RESOLVED, that any and all actions previously taken by the officers, directors, representatives, or agents of the Company in connection with evaluating, negotiating, preparing, or implementing the leadership transition and related matters contemplated hereby are hereby ratified, approved, and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of May 13, 2026.

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

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