

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

The undersigned, constituting 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:

EXECUTIVE COMPENSATION PHILOSOPHY RESOLUTION

RECITALS

WHEREAS, on July 21, 2025, a change of control transaction was completed, resulting in new executive leadership and the commencement of a comprehensive corporate turnaround, restructuring, governance, compliance, and strategic repositioning initiative;

WHEREAS, at the time of the change of control, the Company faced significant operational, financial, governance, capital markets, and strategic challenges, including legacy liabilities, convertible debt obligations, limited financial resources, and the need for substantial restructuring and stabilization efforts;

WHEREAS, since July 21, 2025, management has devoted substantial time, effort, expertise, and resources toward stabilizing the Company, reducing liabilities, improving corporate governance, restoring and maintaining OTC Markets compliance, strengthening the Company’s balance sheet, pursuing strategic transactions, evaluating acquisition opportunities, developing operating subsidiaries, preserving shareholder value, and positioning the Company for future growth and long-term value creation;

WHEREAS, management successfully negotiated, structured, and completed the acquisition of EVERMIND on December 31, 2025, including its associated intellectual property, formulations, trademarks, strategic assets, research assets, and related business interests, establishing a foundational platform for the Company’s long-term functional wellness, cognitive health, and consumer products strategy;

WHEREAS, on May 13, 2026, the Company completed definitive agreements relating to the acquisition of VerdaGenix, LLC d/b/a Ancient Extracts USA, providing the Company with a post-revenue operating platform and creating opportunities for commercialization, operational scaling, retail expansion, acquisition integration, and future revenue growth;

WHEREAS, effective May 15, 2026, John P. Gorst was appointed Chief Executive Officer and a member of the Board of Directors, and Jordan P. Balencic, D.O. continued to serve as Chairman of the Board and Chief Science Officer;

WHEREAS, the Board recognizes that executive leadership of a publicly traded company requires substantial commitments of time, expertise, judgment, strategic leadership, fiduciary oversight, regulatory compliance, and personal responsibility;

WHEREAS, the Board further recognizes that executive officers and directors of publicly traded companies are subject to significant legal, regulatory, fiduciary, reputational, professional, financial, and personal risk, including risks arising from securities law compliance, public disclosures, financing activities, acquisitions, shareholder matters, regulatory obligations, strategic transactions, and operational execution;

WHEREAS, the Board recognizes that the Company currently does not maintain Directors and Officers liability insurance coverage and that executive leadership therefore assumes additional personal exposure and risk in connection with service to the Company;

WHEREAS, the Board further recognizes that executive leadership has undertaken substantial responsibilities and risks without any assurance of compensation, financing, liquidity, operational success, capital availability, transaction completion, or future value realization;

WHEREAS, the Board recognizes that executive leadership has invested substantial professional effort, industry expertise, strategic guidance, business judgment, and personal reputation toward advancing the Company's interests and strategic objectives;

WHEREAS, the Board believes that preserving corporate cash resources remains an important strategic objective and that equity-based compensation can serve as an effective mechanism for aligning management interests with shareholder interests while allowing capital to be deployed toward growth initiatives, acquisitions, commercialization efforts, regulatory compliance, audit preparation, operational expansion, and other strategic priorities;

WHEREAS, the Board believes that attracting, retaining, motivating, and appropriately rewarding highly qualified executive leadership is essential to the successful execution of the Company's long-term strategic objectives;

WHEREAS, the Board further believes that executive compensation should emphasize long-term shareholder alignment, operational execution, disciplined capital allocation, performance-based incentives, and sustainable value creation rather than excessive short-term cash compensation;

WHEREAS, the Board believes that executives should have the opportunity to participate meaningfully in the value created through successful execution of the Company's business plan and that meaningful equity ownership encourages long-term decision making, shareholder alignment, accountability, and value creation;

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby adopts the following Executive Compensation Philosophy of the Company;

RESOLVED FURTHER, that the Board believes executive compensation should be structured to align management's financial interests directly with those of shareholders and should reward the creation of sustainable long-term shareholder value;

RESOLVED FURTHER, that the Board believes meaningful equity ownership by executive leadership promotes accountability, alignment, long-term thinking, disciplined capital allocation, prudent risk-taking, and a shareholder-oriented culture;

RESOLVED FURTHER, that the Board believes executive leadership should have the opportunity to participate substantially in the value created through successful execution of the Company's strategic plan, acquisitions, commercialization initiatives, financing activities, operational growth efforts, capital markets objectives, and other value creation initiatives;

RESOLVED FURTHER, that the Board recognizes that executive leadership of the Company involves substantial professional, fiduciary, legal, regulatory, financial, reputational, and personal risk and that compensation arrangements should appropriately reflect such responsibilities and exposures;

RESOLVED FURTHER, that the Board believes executive compensation should emphasize long-term equity participation, performance-based incentives, milestone achievement, and measurable value creation rather than excessive cash compensation;

RESOLVED FURTHER, that the Board believes a significant portion of executive compensation should be contingent upon operational execution, strategic accomplishments, financing milestones, acquisition integration, revenue growth, shareholder value creation, and other measurable corporate achievements;

RESOLVED FURTHER, that the Board believes executives should have the ability, subject to applicable law and Board-approved compensation programs, to elect to defer compensation otherwise payable in cash and receive equity-based compensation in lieu thereof, thereby preserving corporate cash resources and further aligning management with shareholders;

RESOLVED FURTHER, that future executive compensation arrangements may include base salary, restricted stock awards, performance-based equity awards, stock options, deferred compensation arrangements, cash incentives, change-of-control protections, severance protections, and such other compensation mechanisms as the Board may determine to be appropriate and in the best interests of the Company and its shareholders;

RESOLVED FURTHER, that the Board believes management's long-term financial success should be substantially dependent upon the successful creation of shareholder value and that executive compensation should reflect this principle;

RESOLVED FURTHER, that the Board shall periodically review executive compensation arrangements to ensure continued alignment with the Company's strategic objectives, financial condition, operating performance, capital structure, shareholder interests, and long-term growth plans;

RESOLVED FURTHER, that any future executive compensation arrangements, employment agreements, equity awards, restricted stock grants, performance equity plans, stock option plans, bonus programs, deferred compensation arrangements, settlement agreements, or other executive compensation initiatives shall be considered separately by the Board and approved through appropriate corporate action;

RESOLVED FURTHER, that the officers of the Company are hereby authorized and directed to take any and all actions necessary or advisable to implement the intent of the foregoing resolutions;

RESOLVED FURTHER, that any and all actions previously taken by the officers, directors, representatives, or agents of the Company in connection with evaluating, developing, negotiating, preparing, or implementing executive compensation policies, equity compensation arrangements, incentive compensation programs, or related matters are hereby ratified, approved, and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned, constituting all members of the Board of Directors, have executed this Written Consent as of June 9, 2026.


Signed by:



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John P. Gorst
Director

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Jordan P. Balenic, D.O.
Chairman of the Board and Director

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

The undersigned, constituting 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:

RESTRICTED STOCK SETTLEMENT RESOLUTION
(Jordan P. Balencic, D.O.)

RECITALS

WHEREAS, on July 21, 2025, a change of control transaction was completed, resulting in Jordan P. Balencic, D.O. (“Dr. Balencic”) assuming executive leadership of the Company and undertaking responsibility for the stabilization, restructuring, governance, financing, compliance, and long-term strategic repositioning of the Company;

WHEREAS, at the time of the change of control, the Company faced significant operational, financial, governance, capital markets, and strategic challenges, including legacy liabilities, convertible debt obligations, limited financial resources, historical operational constraints, and the need for substantial restructuring and stabilization efforts;

WHEREAS, from July 21, 2025 through May 15, 2026, Dr. Balencic served as Chief Executive Officer of the Company and devoted substantial time, effort, expertise, strategic leadership, business judgment, and personal resources toward advancing the interests of the Company and its shareholders;

WHEREAS, effective May 15, 2026, Dr. Balencic transitioned from Chief Executive Officer to Chairman of the Board and Chief Science Officer of the Company and continues to support the Company’s strategic growth initiatives, acquisition strategy, product development, commercialization efforts, capital formation activities, and long-term business objectives;

WHEREAS, during the period from July 21, 2025 through May 15, 2026, Dr. Balencic played a principal role in the Company’s turnaround and restructuring efforts, including, without limitation:

- executing and implementing the July 21, 2025 change of control transaction;
- stabilizing the Company and restoring operational continuity;
- negotiating, restructuring, reducing, and eliminating legacy liabilities and convertible debt obligations;
- improving the Company’s balance sheet and capital structure;
- restoring and maintaining OTC Markets compliance and disclosure obligations;
- implementing corporate governance improvements and regulatory compliance initiatives;
- directing investor relations, financing initiatives, capital formation activities, and strategic planning efforts;
- sourcing, evaluating, negotiating, structuring, and executing strategic transactions and acquisition opportunities;
- negotiating, structuring, and completing the acquisition of EVERMIND and its associated intellectual property, formulations, trademarks, research assets, strategic assets, and related business interests on December 31, 2025;
- negotiating, structuring, and completing the acquisition of VerdaGenix, LLC d/b/a Ancient Extracts USA on May 13, 2026;

- developing and implementing the Company's long-term operating strategy and acquisition platform; and
- performing such other executive, strategic, operational, scientific, governance, and business development services as were necessary or advisable in connection with the Company's turnaround and strategic repositioning;

WHEREAS, the Board recognizes that such services required substantial commitments of time, expertise, judgment, leadership, fiduciary oversight, regulatory compliance, strategic planning, and personal responsibility;

WHEREAS, the Board further recognizes that Dr. Balenic assumed significant professional, reputational, fiduciary, regulatory, legal, financial, and personal risk in connection with serving as Chief Executive Officer, Chairman, director, controlling shareholder, and public company executive during a period of substantial corporate transition and restructuring;

WHEREAS, the Board specifically recognizes that the Company did not maintain Directors and Officers liability insurance during the applicable period and that Dr. Balenic therefore assumed additional personal exposure and risk in connection with his service to the Company;

WHEREAS, the Board further recognizes that Dr. Balenic performed such services without any assurance of compensation, liquidity, financing, transaction completion, operational success, capital availability, or future value realization;

WHEREAS, on June 9, 2026, the Board rescinded, terminated, cancelled, and rendered null and void in its entirety the Employment Agreement dated January 1, 2026 between the Company and Dr. Balenic and determined that it was in the best interests of the Company and its shareholders to simplify the Company's executive compensation framework, eliminate potential compensation overhang, preserve working capital, and consider compensation for services previously rendered separately from future employment arrangements;

WHEREAS, the Board believes that the services rendered by Dr. Balenic materially benefited the Company and its shareholders and contributed significantly to the preservation and creation of shareholder value;

WHEREAS, the Board has reviewed the scope of services rendered by Dr. Balenic, the risks undertaken, the value contributed to the Company, the Company's financial condition, the importance of preserving corporate cash resources, and the interests of the Company's shareholders;

WHEREAS, the Board has determined that a restricted stock settlement represents a fair, reasonable, and appropriate method of compensating Dr. Balenic for services rendered during the period from July 21, 2025 through May 15, 2026 while preserving corporate cash resources for growth initiatives, acquisitions, commercialization efforts, audit preparation, regulatory compliance, operational scaling, and other strategic priorities;

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby approves a restricted stock settlement award in favor of Dr. Balenic consisting of Two Hundred Million (200,000,000) shares of the Company's restricted Common Stock;

RESOLVED FURTHER, that such restricted stock award is hereby determined to constitute fair and reasonable consideration for services rendered by Dr. Balenic during the period from July 21, 2025 through May 15, 2026;

RESOLVED FURTHER, that such restricted stock award shall be fully earned, fully vested, non-forfeitable, irrevocably owed, and not subject to cancellation, forfeiture, clawback, or future service requirements;

RESOLVED FURTHER, that the Company shall record such award on its books and records as equity compensation owed to Dr. Balencic;

RESOLVED FURTHER, that the shares subject to the award shall not be required to be issued immediately and shall instead be issuable upon the written request of Dr. Balencic, subject only to compliance with applicable federal and state securities laws and the Company's governing documents;

RESOLVED FURTHER, that the Board believes such issuance-on-demand structure appropriately balances the Company's need to preserve flexibility regarding its capital structure while recognizing and protecting Dr. Balencic's fully earned compensation rights;


RESOLVED FURTHER, that the award approved herein shall fully satisfy, settle, replace, and extinguish any and all compensation claims, salary claims, bonus claims, deferred compensation claims, equity compensation claims, severance claims, change-of-control claims, consulting claims, director compensation claims, officer compensation claims, or other compensation-related claims arising from services rendered by Dr. Balencic during the period from July 21, 2025 through May 15, 2026;

RESOLVED FURTHER, that the Board finds that the approval of the restricted stock settlement award is in the best interests of the Company and its shareholders and is consistent with the Executive Compensation Philosophy adopted by the Board on June 9, 2026;

RESOLVED FURTHER, that the Chief Executive Officer and any other authorized officers of the Company are hereby authorized and directed to take any and all actions necessary or advisable to effectuate the intent of the foregoing resolutions, including updating corporate records, making any required disclosures, and executing any related documentation;

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


IN WITNESS WHEREOF, the undersigned Director has executed this Written Consent as of June 9, 2026.

Signed by:

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John P. Gorst
Director and Chief Executive Officer

ACKNOWLEDGMENT AND ACCEPTANCE

The undersigned hereby acknowledges and accepts the restricted stock settlement award approved pursuant to the foregoing resolutions and agrees that such award fully satisfies, settles, replaces, and extinguishes any and all compensation claims, salary claims, bonus claims, deferred compensation claims, equity compensation claims, severance claims, change-of-control claims, consulting claims, director compensation claims, officer compensation claims, or other compensation-related claims arising from services rendered during the period from July 21, 2025 through May 15, 2026.

Resigned by:

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Jordan P. Balencic, D.O. Date: June 9, 2026

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

The undersigned, constituting 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:

EXECUTIVE EQUITY GRANT RESOLUTION

RECITALS

WHEREAS, on June 9, 2026, the Board adopted an Executive Compensation Philosophy establishing that executive compensation should emphasize shareholder alignment, long-term value creation, operational execution, meaningful equity ownership, performance-based incentives, and preservation of corporate cash resources;

WHEREAS, the Board believes that meaningful equity ownership by executive leadership promotes accountability, retention, long-term decision making, shareholder alignment, and sustainable value creation;

WHEREAS, the Board further believes that the successful execution of the Company’s strategic plan, acquisition strategy, commercialization initiatives, capital markets objectives, financing initiatives, audit initiatives, regulatory objectives, and long-term growth plans will require substantial ongoing efforts from executive leadership;

WHEREAS, the Board recognizes that executive leadership of the Company involves substantial professional, fiduciary, legal, regulatory, reputational, financial, and personal risk and responsibility;

WHEREAS, the Board believes that granting meaningful long-term equity ownership opportunities to executive leadership is in the best interests of the Company and its shareholders and appropriately aligns management’s interests with those of shareholders;

WHEREAS, the Board further believes that preserving corporate cash resources remains an important strategic objective and that equity-based compensation serves as an effective mechanism to attract, retain, motivate, and reward executive leadership while preserving capital for acquisitions, commercialization, operations, regulatory compliance, audit preparation, and growth initiatives;

WHEREAS, the Board desires to establish a meaningful ownership position for executive leadership that aligns executive incentives directly with long-term shareholder value creation and corporate performance;

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby approves a restricted equity award of Two Hundred Million (200,000,000) shares of the Company’s restricted Common Stock in favor of John P. Gorst;

RESOLVED FURTHER, that the Board hereby approves a restricted equity award of Two Hundred Million (200,000,000) shares of the Company’s restricted Common Stock in favor of Jordan P. Balencic, D.O.;

RESOLVED FURTHER, that each award approved herein shall be deemed fully earned, fully vested, non-forfeitable, irrevocably owed, and not subject to cancellation, forfeiture, clawback, repurchase rights, or future vesting requirements;

RESOLVED FURTHER, that the Company shall record each award on its books and records as equity compensation owed to the applicable executive;

RESOLVED FURTHER, that the shares subject to each award shall not be required to be issued immediately and shall instead be issuable upon the written request of the applicable executive, subject only to compliance with applicable federal and state securities laws and the Company's governing documents;

RESOLVED FURTHER, that the Board believes such issuance-on-demand structure appropriately balances the Company's need to preserve flexibility regarding its capital structure while recognizing and protecting the executives' fully earned compensation rights;

RESOLVED FURTHER, that the awards approved herein are intended to align executive leadership with shareholders, promote long-term value creation, support retention of executive leadership, encourage disciplined capital allocation, and incentivize successful execution of the Company's strategic objectives;

RESOLVED FURTHER, that the Board finds that the awards approved herein are fair, reasonable, and in the best interests of the Company and its shareholders and are consistent with the Executive Compensation Philosophy adopted by the Board on June 9, 2026;

RESOLVED FURTHER, that the awards approved herein shall be separate and distinct from any compensation previously approved pursuant to the Restricted Stock Settlement Resolution (Jordan P. Balencic, D.O.) and shall constitute prospective executive compensation and ownership alignment awards;

RESOLVED FURTHER, that the Chief Executive Officer and any other authorized officers of the Company are hereby authorized and directed to take any and all actions necessary or advisable to effectuate the intent of the foregoing resolutions, including updating corporate records, making any required disclosures, and executing any related documentation;

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

IN WITNESS WHEREOF, the undersigned, constituting all members of the Board of Directors, have executed this Written Consent as of June 9, 2026.

Signed by:



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John P. Gorst
Director and Chief Executive Officer

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