

**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 PERFORMANCE EQUITY PLAN 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 executive leadership should be rewarded for the successful execution of measurable strategic, operational, financial, regulatory, and capital markets objectives that contribute directly to long-term shareholder value creation;

WHEREAS, the Board recognizes that the successful execution of the Company’s business plan will require substantial ongoing efforts relating to capital formation, corporate governance, capital structure initiatives, audit preparation, regulatory compliance, acquisitions, commercialization, revenue growth, operational scaling, and capital markets initiatives;

WHEREAS, the Board further believes that a performance-based equity compensation structure promotes accountability, shareholder alignment, disciplined execution, and long-term value creation;

WHEREAS, the Board desires to establish a long-term performance equity plan for executive leadership that rewards the successful achievement of significant corporate milestones while preserving corporate cash resources;

WHEREAS, the Board believes that the achievement of the milestones set forth herein would represent meaningful progress toward the Company’s strategic objectives and would substantially benefit the Company and its shareholders;

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby adopts the BitFrontier Capital Holdings, Inc. Executive Performance Equity Plan (the “Performance Plan”);

RESOLVED FURTHER, that under the Performance Plan, John P. Gorst and Jordan P. Balencic, D.O. shall each be eligible to earn performance-based restricted Common Stock awards upon achievement of the milestones set forth below;

RESOLVED FURTHER, that the following equity awards shall be earned upon achievement of the corresponding milestones:

Milestone	Shares Earned
Completion of aggregate capital raises totaling at least \$250,000	50,000,000
Completion of one or more capital structure optimization initiatives approved by the Board	50,000,000
Qualification of a Regulation A offering by the Securities and Exchange Commission	50,000,000
Completion of a two-year PCAOB audit	50,000,000
Successful uplisting of the Company's securities to the OTCQB Venture Market	100,000,000
Achievement of at least \$100,000 in revenue during any calendar month	50,000,000
Achievement of at least \$200,000 in revenue during any calendar month	50,000,000
Achievement of at least \$300,000 in revenue during any calendar month	50,000,000
Completion and integration of a third acquisition approved by the Board	50,000,000

RESOLVED FURTHER, that the maximum aggregate award opportunity under the Performance Plan shall be Five Hundred Fifty Million (550,000,000) shares of restricted Common Stock for each participating executive;

RESOLVED FURTHER, that each milestone shall be deemed earned immediately upon determination by the Board, acting in good faith, that such milestone has been achieved;

RESOLVED FURTHER, that each milestone may be earned only once and shall not be eligible for repeated awards based upon subsequent achievement of the same milestone;

RESOLVED FURTHER, that upon determination by the Board, acting in good faith, that a milestone has been achieved, the corresponding equity award shall be deemed fully earned, fully vested, non-forfeitable, irrevocably owed, and not subject to cancellation, forfeiture, clawback, repurchase rights, or future service requirements;

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

RESOLVED FURTHER, that shares earned under the Performance Plan 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 Board shall have the authority, acting in good faith and in the best interests of the Company and its shareholders, to interpret, administer, and implement the Performance Plan, including the authority to determine whether a milestone has been substantially achieved, whether multiple related transactions collectively satisfy a milestone, and whether extraordinary circumstances justify equitable treatment consistent with the intent of this Performance Plan;

RESOLVED FURTHER, that for purposes of the revenue milestones set forth herein, revenue shall be measured based upon the Company's books and records and may include revenue generated directly by the Company or through consolidated subsidiaries, operating divisions, or acquired businesses whose financial results are consolidated with those of the Company;

RESOLVED FURTHER, that the Performance Plan is intended to directly align executive compensation with measurable corporate achievements and shareholder value creation and reflects the Board's belief that management should be rewarded for successful execution of the Company's strategic objectives;


RESOLVED FURTHER, that the Board finds that the Performance Plan is fair, reasonable, and 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 awards earned pursuant to the Performance Plan shall be separate and distinct from any awards approved pursuant to the Restricted Stock Settlement Resolution (Jordan P. Balenic, D.O.) and the Executive Equity Grant Resolution and shall constitute additional performance-based compensation opportunities;


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:

D68D720BF25649D...

John P. Gorst
Director and Chief Executive Officer

DocuSigned by:

B9A0031FE43C49F...

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