Bleedio Tech, Inc

Action by Unanimous Written Consent

OF THE BOARD OF DIRECTORS

June 5, 2025

In accordance with Section 141(f) of the Delaware General Corporation Law and the Bylaws of Bleedio Tech, Inc, a Delaware corporation (the "**Company**"), the undersigned, constituting all of the members of the Company's Board of Directors (the "**Board**"), hereby take the following actions and adopt the following resolutions by unanimous written consent without a meeting:

WHEREAS, from the date of the Company's incorporation on May 10, 2024 through May 9, 2025, the Board consisted of three (3) directors: Stanislav Podolski, Mikhail Kolobov, and Yury Shubin;

WHEREAS, on or around May 9, 2025, Yury Shubin delivered written notice of his resignation as a director of the Company to the Board, effective immediately, and the Board accepted such resignation by Action by Unanimous Written Consent dated May 27, 2025; since such date, the Board has consisted of two (2) directors: Stanislav Podolski and Mikhail Kolobov;

WHEREAS, during the period from approximately June 2024 through his formal resignation in May 2025, Yury Shubin retained a nominal title as Chief Technology Officer of the Company and was occasionally designated in administrative documents (including the Rodion Rodionov Consulting Agreement dated September 18, 2024) as a supervisor for technical engagements, but was substantially absent from Board governance, did not participate in Board deliberations on equity matters or strategic decisions, did not respond to Board consultations on the actions described in the following recital, and did not engage in the active management of the Company, such that operational and governance decision-making during such period was conducted in practice by Stanislav Podolski and Mikhail Kolobov;

WHEREAS, during the period from June 5, 2024 through September 18, 2024, the Board took the following actions, each of which was duly considered and approved in writing by Stanislav Podolski and Mikhail Kolobov but, in light of Yury Shubin's pattern of non-participation in Board governance as described in the foregoing recital, was not separately executed in writing by Yury Shubin notwithstanding his nominal service as a director of record:

(a) Adoption of the **2024 Stock Option Plan** (the "**Plan**"), determination of the fair market value of the Company's Common Stock at $0.001 per share, and authorization of a minimum exercise price floor of $0.01 per share for all stock option grants under the Plan, by written instrument dated **June 5, 2024**;

(b) Grant of a Non-Statutory Stock Option to **Brad Niems** to purchase 20,600 shares of Common Stock at an exercise price of $0.01 per share, with a grant date of July 17, 2024, by written instrument dated **July 17, 2024**; and

(c) Grant of a Non-Statutory Stock Option to **Rodion Rodionov** to purchase 22,560 shares of Common Stock at an exercise price of $0.01 per share, with a grant date of September 18, 2024, by written instrument dated **September 18, 2024**;

(collectively, the "**2024 Equity Actions**");

WHEREAS, Brad Niems and Rodion Rodionov entered into Consulting Agreements with the Company dated July 17, 2024 and September 18, 2024, respectively, each of which referenced the equity grants contemplated by the 2024 Equity Actions, and each of which was executed by the Company prior to the formal documentation of the 2024 Equity Actions described above;

WHEREAS, the Company has operated since the 2024 Equity Actions as if the Plan and the option grants had been duly authorized, including by reflecting the option grants on the Company's capitalization table, by including the Plan and the grants in disclosures to prospective investors and counsel, and by recognizing the option grants in connection with the Consulting Agreements;

WHEREAS, the Board desires to ratify, confirm, and approve the 2024 Equity Actions in all respects as if the same had been duly authorized at the time of their original execution, effective as of their respective original dates, in accordance with the doctrine of corporate ratification under Delaware General Corporation Law Section 204 and applicable common law;

WHEREAS, the Board has reviewed the substantive terms of each of the 2024 Equity Actions (including the form of the Plan adopted on June 5, 2024, the fair market value determination at $0.001 per share, the exercise price floor at $0.01 per share, and the individual option grants to Brad Niems and Rodion Rodionov) and determined that each such action was in the best interests of the Company, was consistent with the Company's strategic objectives, and would have been approved by the Board if the requirement for unanimous written consent including Yury Shubin had been satisfied at the time;

NOW, THEREFORE, BE IT RESOLVED as follows:

1. Ratification of June 5, 2024 Plan Adoption and Fair Market Value Determination

RESOLVED: That the Board hereby ratifies, confirms, and approves in all respects, effective as of June 5, 2024, the adoption of the 2024 Stock Option Plan, the determination of the fair market value of the Company's Common Stock at $0.001 per share as of June 5, 2024, and the establishment of a minimum exercise price floor of $0.01 per share for all stock option grants under the Plan, in the form of the Action by Unanimous Written Consent dated June 5, 2024 (attached hereto as **Exhibit A**), as if such Action had been duly executed by all members of the Board then in office.

2. Ratification of July 17, 2024 Niems NSO Grant

RESOLVED: That the Board hereby ratifies, confirms, and approves in all respects, effective as of July 17, 2024, the grant of a Non-Statutory Stock Option to Brad Niems to purchase 20,600 shares of the Company's Common Stock at an exercise price of $0.01 per share, with a Vesting Commencement Date of July 17, 2024 and the other terms set forth in the Action by Unanimous Written Consent dated July 17, 2024 (attached hereto as **Exhibit B**), as if such Action had been duly executed by all members of the Board then in office.

3. Ratification of September 18, 2024 Rodionov NSO Grant

RESOLVED: That the Board hereby ratifies, confirms, and approves in all respects, effective as of September 18, 2024, the grant of a Non-Statutory Stock Option to Rodion Rodionov to purchase 22,560 shares of the Company's Common Stock at an exercise price of $0.01 per share, with a Vesting Commencement Date of September 18, 2024 and the other terms set forth in the Action by Unanimous Written Consent dated September 18, 2024 (attached hereto as **Exhibit C**), as if such Action had been duly executed by all members of the Board then in office.

4. Continued Validity of Plan and Grants

RESOLVED: That, effective as of the date hereof, the 2024 Stock Option Plan and each of the option grants to Brad Niems and Rodion Rodionov shall be deemed to have been duly authorized, executed, and outstanding as of their respective original dates, with all rights, vesting schedules, exercise prices, expiration dates, and other terms continuing in full force and effect as originally documented.

5. Stockholder Notice under DGCL §204(g)

RESOLVED: That the officers of the Company are directed to provide notice of this ratification to each holder of voting and nonvoting stock of the Company as of the date hereof, as required by Section 204(g) of the Delaware General Corporation Law, within sixty (60) days following the date hereof, in such form as counsel deems appropriate; or, in the alternative, to obtain from any such holder a written waiver of such notice; and that the Board acknowledges that Stanislav Podolski and Mikhail Kolobov, in their capacities as the holders of a majority of the Company's outstanding Common Stock and as the signatories hereto, are deemed to have actual notice of the ratification effected by this consent; and further, that Lee (Leonardo) Beup, who holds 60,000 shares of Common Stock of the Company and who is a stockholder but was not a director of the Company at the time of this ratification and is therefore not a signatory hereto, is a holder of stock entitled to notice under Section 204(g), and the officers of the Company are specifically directed to obtain from Mr. Beup a written waiver of such notice as promptly as practicable, such waiver to be executed by Mr. Beup and retained in the Company's records.

6. Omnibus Resolution

RESOLVED: That each of the officers is authorized and empowered to take all such actions (including, without limitation, soliciting appropriate consents or waivers from stockholders) and to execute and deliver all such documents as may be necessary or advisable to carry out the intent and accomplish the purposes of the foregoing resolutions and to effect any transactions contemplated thereby and the performance of any such actions and the execution and delivery of any such documents shall be conclusive evidence of the approval of the Board thereof and all matters relating thereto.

[Signature Page Follows]

In accordance with the Company's Bylaws, this action may be executed in writing, or consented to by electronic transmission, in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same action.

DIRECTOR:

Stanislav Podolski:

Date:

In accordance with the Company's Bylaws, this action may be executed in writing, or consented to by electronic transmission, in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same action.

DIRECTOR:

Mikhail Kolobov:

Date:

EXHIBIT A

Action by Unanimous Written Consent of the Board of Directors of Bleedio Tech, Inc. dated June 5, 2024 — Adoption of 2024 Stock Option Plan, Fair Market Value Determination, and Exercise Price Floor (with 2024 Stock Option Plan attached)

(See attached.)

EXHIBIT B

Action by Unanimous Written Consent of the Board of Directors of Bleedio Tech, Inc. dated July 17, 2024 — Stock Option Grant to Brad Niems

(See attached.)

EXHIBIT C

Action by Unanimous Written Consent of the Board of Directors of Bleedio Tech, Inc. dated September 18, 2024 — Stock Option Grant to Rodion Rodionov

(See attached.)