Bleedio Tech, Inc

Action by Unanimous Written Consent

OF THE BOARD OF DIRECTORS

September 18, 2024

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, by Action by Unanimous Written Consent dated June 5, 2024, the Board adopted the 2024 Stock Option Plan (the "Plan") and confirmed that the fair market value of the Company's Common Stock was $0.001 per share, and established a minimum exercise price floor of $0.01 per share (ten times the fair market value) for all stock option grants under the Plan, providing a substantial cushion above fair market value under Section 409A of the Internal Revenue Code, in each case until a new fair market value determination is made by the Board;

WHEREAS, on July 11, 2024, the Company issued a Simple Agreement for Future Equity ("SAFE") to Prox SG Pte. Ltd. in the principal amount of $100,000 at a $2,000,000 post-money valuation cap, and the Board has considered whether the issuance of the SAFE constitutes a material change in the Company's financial condition, operations, or prospects that would require a revised fair market value determination prior to additional stock option grants;

WHEREAS, the Board notes that the SAFE valuation cap is not a per-share price for Common Stock and is not equivalent to fair market value of Common Stock, as Common Stock is subject to significant discounts relative to SAFE valuation caps given liquidation preferences, conversion features, and the early stage of the Company; and the SAFE was issued from a closely-affiliated party (Prox SG Pte. Ltd. is the engineering services provider founded and controlled by the Company's technical co-founder Mikhail Kolobov), and as such does not constitute a fully arms-length priced equity transaction;

WHEREAS, the Company remains pre-revenue, the SAFE has not converted, no priced equity financing has occurred, and no independent 409A appraisal has been obtained;

WHEREAS, the Board desires to grant a Non-Statutory Stock Option to Rodion Rodionov in connection with his engagement to provide engineering services to the Company pursuant to a Consulting Agreement dated September 18, 2024, including design, build, delivery, integration, and system testing of the Company's netMESH mesh networking platform;

NOW, THEREFORE, BE IT RESOLVED as follows:

1. Confirmation of Fair Market Value

RESOLVED: That the Board confirms its prior determination that the fair market value of the Company's Common Stock remains **$0.001 per share** as of the date hereof, and the SAFE issuance does not constitute a material change requiring a revised determination; and that the minimum exercise price floor of $0.01 per share (ten times fair market value) shall continue to apply to all stock option grants under the Plan.

2. Stock Option Grant — Rodion Rodionov

RESOLVED: That the Company hereby grants to Rodion Rodionov a Non-Statutory Stock Option to purchase 22,560 shares of the Company's Common Stock under the 2024 Stock Option Plan, at an exercise price of $0.01 per share (being ten times the fair market value of $0.001 per share as determined by the Board on May 30, 2024, confirmed on June 5, 2024, and reaffirmed herein, and providing a substantial cushion above fair market value under Section 409A of the Internal Revenue Code), with a grant date of September 18, 2024, a Vesting Commencement Date of September 18, 2024, and expiration 10 years from the grant date (September 18, 2034), vesting over four years with a one-year cliff (25% of shares vest on the first anniversary of the Vesting Commencement Date; the remaining 75% vest in equal monthly installments over the following 36 months); and that the Chief Executive Officer is authorized and directed to execute and deliver to Mr. Rodionov a Stock Option Agreement consistent with the foregoing terms and the Plan.

3. 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:

Note: This Action by Unanimous Written Consent was subsequently ratified, confirmed, and approved in all respects by Action by Unanimous Written Consent of the Board of Directors dated June 5, 2025 pursuant to Section 204 of the Delaware General Corporation Law.