

**ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
OF  
FUTARCHY GOVERNANCE SPC**

The undersigned, constituting all of the members of the Board of Directors (the “**Board**”) of Futarchy Governance SPC, a Cayman Islands segregated portfolio company (the “**Company**”) hereby adopt the following resolutions by written consent. Capitalized terms used but not defined herein have the definitions that are assigned to them in the Memorandum of Association or Articles of Association of the Company.

**RECITALS**

**WHEREAS**, MetaLeX Labs, Inc. (“**MetaLeX**”) operates a software application (the “**MetaLeX App**”) whereby any person who plans to found (“**Founder**”) an enterprise governed by the Futarchy Systems (“**Futarchy Enterprises**”) may enter into certain legal agreements committing to organize their Futarchy Enterprise as a SegCo of the Company (such agreements, the “**SegCo Agreements**”);

**WHEREAS**, the SegCo Agreements contemplate, among other things, that a Founder will initiate the formation of a Futarchy DAO through the Futarchy Systems and that such Futarchy DAO will self-organize to provide ongoing governance input into certain aspects of the SegCo, including through a contribution of funds by purchasers of certain Futarchy Tokens (the “**Futarchy DAO Funding**”);

**WHEREAS**, the Futarchy Systems condition initiation of the Futarchy DAO Funding on verifiable completion of the SegCo Agreements through the MetaLeX App, and the SegCo Agreements condition the effectiveness of certain provisions (such as assignment by the Founder to the SegCo of intellectual property related to the Futarchy Enterprise) upon completion of the Futarchy DAO Funding;

**WHEREAS**, the MetaLeX App records the name of the Founder as the value of the `founderName` variable, the name of the Futarchy Enterprise as the value of the `enterpriseName` variable, and the name and ticker symbol of the Futarchy Token for the Futarchy Enterprise as the values of the `tokenName` and `tokenSymbol` variables, respectively, each as passed into the MetaLeX App and recorded on a compatible public blockchain; and

**WHEREAS**, the MetaLeX App has escrowed the signatures of the Director(s) and is causing such signature(s) to be applied to this Action by Written Consent in a transaction associated to the aforementioned values referring to a specific Founder (the “**Named Founder**”), a specific Futarchy Enterprise (the “**Named Futarchy Enterprise**”), and a specific Futarchy Token (the “**Named Futarchy Token**”).

**RESOLUTIONS**

**RESOLVED**, that, effective automatically upon completion of the Futarchy DAO Funding as determined by the Futarchy Systems, a new segregated portfolio of the Company is hereby created and designed with the same name as the Named Futarchy Enterprise, with the postfix “S.P.”, and shall constitute a ‘SegCo’ for all purposes under the Company’s Memorandum of Association and Articles of Association;

**RESOLVED**, that, effective automatically upon completion of the Futarchy DAO Funding as determined by the Futarchy Systems, the Named Founder is hereby appointed the Operator of the SegCo; and

**RESOLVED**, that, effective automatically upon completion of the Futarchy DAO Funding as determined by the Futarchy Systems, the Named Futarchy Token is hereby designated as the Futarchy Token of the SegCo.

**GENERAL AUTHORIZING RESOLUTION**

**RESOLVED**, that the Director(s) and Officer(s) of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take such further actions and execute such documents as may be necessary or appropriate in order to implement the foregoing resolutions.

