Northwind Studio, Inc.

A Delaware corporation · Registered No. DE 7742901

RESOLUTION OF THE BOARD OF DIRECTORS

Authorisation of the Series B Financing and Related Matters

RESOLUTION NO.	DATE ADOPTED	MEETING
2026-14	**12 June 2026**	**Regular meeting, Harbour Room**

At a duly convened regular meeting of the Board of Directors of Northwind Studio, Inc. (the "Corporation"), held on 12 June 2026 at 09:30 local time at 42 Harbor Lane, Portland, Oregon, notice having been given in accordance with the By-Laws and a quorum being present throughout, the following resolutions were proposed, seconded and adopted.

(A) **Whereas,** the Corporation has received a term sheet dated 28 May 2026 from Larkspur Ventures II, L.P. and certain co-investors (together, the "Investors") for the purchase of shares of the Corporation's Series B Preferred Stock in an aggregate amount of up to twenty-two million United States dollars (US$22,000,000);

(B) **Whereas,** the Board has reviewed the term sheet, the draft Stock Purchase Agreement, the draft Investors' Rights Agreement and the proposed Amended and Restated Certificate of Incorporation (together, the "Transaction Documents"), each in the form circulated to the directors on 5 June 2026;

(C) **Whereas,** the Board has considered the Corporation's capital requirements, the dilution to existing holders, the report of the Audit Committee dated 9 June 2026, and the opinion of independent counsel as to the fairness of the process;

(D) **Whereas,** the Board has determined that the Series B Financing is in the best interests of the Corporation and its stockholders and that the consideration to be received is fair and adequate; and

(E) **Whereas,** it is necessary and desirable to authorise the officers of the Corporation to execute and deliver the Transaction Documents and to take all such further steps as may be required to complete the transactions contemplated by them.

Now, therefore, be it resolved that the Board of Directors of Northwind Studio, Inc. hereby adopts the following:

1. **Approval of the Financing.** the Series B Financing on substantially the terms set out in the Transaction Documents is hereby approved in all respects, and the Corporation is authorised to issue and sell up to 6,285,714 shares of Series B Preferred Stock at a purchase price of US$3.50 per share.
   - (a) The Board may, in its discretion, hold a second closing for up to 1,142,857 additional shares on identical terms, provided that such closing occurs no later than 31 October 2026.
   - (b) No shares shall be issued under this resolution until the Amended and Restated Certificate of Incorporation has been filed with the Secretary of State of the State of Delaware.

2. **Amendment of the Certificate.** the Amended and Restated Certificate of Incorporation in the form presented to this meeting is hereby approved and adopted, and the officers of the Corporation are directed to submit it to the stockholders for approval and thereafter to cause it to be filed.

3. **Reservation of Shares.** the Corporation shall reserve out of its authorised but unissued Common Stock a sufficient number of shares for issuance upon conversion of the Series B Preferred Stock, and the Board hereby increases the number of shares reserved under the 2023 Equity Incentive Plan by 1,400,000 shares.
   - (a) The increase takes effect immediately upon the initial closing of the Series B Financing.
   - (b) The Compensation Committee retains sole authority to grant awards from the increased reserve.

4. **Appointment of a Director.** upon the initial closing, the size of the Board shall be increased from five to six members and Ms. Helena Barros shall be appointed as the Series B Preferred Director, to hold office until her successor is duly elected and qualified.

5. **Authority of Officers.** each of the Chief Executive Officer, the Chief Financial Officer and the Secretary, acting singly, is authorised in the name and on behalf of the Corporation to execute and deliver the Transaction Documents and any ancillary certificates, to pay all fees and expenses reasonably incurred, and to do all such further acts as such officer may deem necessary or advisable to carry out the intent of these resolutions.

6. **Ratification.** all lawful acts previously taken by the officers and directors of the Corporation in connection with the matters contemplated by these resolutions are hereby ratified, confirmed and approved in all respects.

RECORD OF THE VOTE

Directors present (quorum 3)	**5**
In favour	**4**
Against	**0**
Abstained	**0**
Recused (R. Meier — interested party)	**1**

Carried unanimously by the directors entitled to vote.

I, Martin Vance, Secretary of Northwind Studio, Inc., certify that the foregoing is a true, complete and correct copy of resolutions duly adopted by the Board of Directors of the Corporation at a meeting held on 12 June 2026, at which a quorum was present and acting throughout, and that these resolutions have not been amended, rescinded or revoked and remain in full force and effect as of the date written below.

SIGNED BY THE DIRECTORS

Diane Okafor
Chair of the Board
Date: ____________________

Martin Vance
Director and Secretary
Date: ____________________

Priya Raghunathan
Director
Date: ____________________

Sarah Lindqvist
Director
Date: ____________________

Roland Meier
Director (recused, item 1)
Date: ____________________

Helena Barros
Director designate, Series B
Date: ____________________

CORPORATE SEAL

Affix the corporate seal in the space opposite. The sealed original is to be entered in the minute book and retained at the registered office.