



CORPORATE GOVERNANCE GUIDELINES

THE JAYZOMON DARK MYTH COMPANY, LLC.

As adopted and approved by the Board of Directors of The JayZoMon Dark Myth Company, LLC on January 1, 2021

Introduction

The Board of Directors (the “Board”) of The JayZoMon Dark Myth Company, LLC (the “Company”) has adopted these Corporate Governance Guidelines (“Guidelines”) to reflect the Company’s commitment to effective corporate governance, accountability, and long-term value creation. These Guidelines, together with the Company’s Operating Agreement and the charters of the Board committees (“Committees”), form the governance framework within which the Board and management operate.

I. Composition of the Board

It is the policy of the Company that:

- Each Director shall act in the best interest of the Company and its stakeholders;
- Each Director shall demonstrate high standards of integrity, independence, and sound judgment;
- Each Director must dedicate sufficient time and attention to fulfill their responsibilities, including regular attendance at Board and Committee meetings;
- A majority of Directors shall be independent as defined by applicable standards;
- The Board shall reflect a range of experience, expertise, and diversity of thought



necessary for effective oversight;

- The Board shall reflect the diversity of the Company's creators, customers, partners, and audiences.

II. Responsibilities of the Board

The Board's primary responsibilities include:

- Overseeing business management and performance;
- Approving strategic plans, budgets, and significant transactions;
- Reviewing accounting principles, audit processes, and financial reporting;
- Evaluating and mitigating major risks;
- Selecting, compensating, and evaluating the Chief Executive Officer (CEO);
- Overseeing succession planning for senior leadership;
- Upholding ethical standards and corporate values.

III. Director Independence

A Director is considered "independent" if the Board determines they have no material relationship with the Company or its executives. The Board will apply the following standards:

- No employment with the Company within the past three years;
- No significant financial transactions with the Company exceeding thresholds;



- No familial ties to current executives or auditors;
- No service on compensation committees with overlapping executive officers.
- All Directors are required to notify the Board of any changes that may impact their independence.

IV. Business Relationships and Conflicts

All Directors must avoid any business, financial, or personal relationships that could impair, or appear to impair, their ability to make independent judgments. The Board shall review any related-party transactions and potential conflicts on a case-by-case basis.

V. Stock Ownership

To align Director and shareholder interests, non-management Directors are encouraged to acquire and hold a meaningful equity position in the Company within three years of appointment.

VI. Director Compensation

All Director compensation shall be:

- Voluntary until approved otherwise.

VII. Board Leadership Structure

The Board may designate:

- A Chairman of the Board, to be the CEO.



VIII. Management Succession

The CEO must:

- Maintain and periodically review a written succession plan;
- Review potential successors with the Board annually;
- Immediately notify the Board of emergency succession scenarios;
- Discuss senior leadership development and performance annually.

IX. Board Meetings and Access

- The Board shall meet no fewer than four times annually;
- Special meetings may be called as needed;
- Directors may request agenda items and senior management participation;
- Directors shall receive materials in advance and maintain informed awareness between meetings;
- Non-management Directors will hold executive sessions without management.



X. Committees of the Board

The Board may establish standing or ad hoc Committees to assist with oversight responsibilities. Standing Committees may include:

- Audit Committee
- Policy Committee
- Compensation Committee
- Governance and Nominating Committee
- Executive Committee (if needed)

Each Committee shall:

Be composed of at least three members;

- Have a written charter;
- Be chaired by an independent Director (where required);
- Report regularly to the full Board.



XI. Selection and Tenure of Directors

- Directors are selected based on experience, diversity, integrity, and time availability;
- A formal process, led by the Governance and Nominating Committee, shall identify and recommend nominees;
- Directors are expected to limit other board service to ensure commitment;
- Directors shall not stand for re-election if they reach 75 years of age or have served 15 years, unless the Board determines continued service is in shareholders' best interest.

XII. Orientation and Continuing Education

- New Directors shall receive orientation covering the Company's operations, strategy, and governance;
- Ongoing education will be provided to support Directors in fulfilling their responsibilities.

XIII. Board Performance Evaluation

- The Board shall conduct an annual self-assessment facilitated by the Governance and Nominating Committee;
- The evaluation will review Board structure, effectiveness, access to information, and adherence to governance standards.



XIV. Director Resignation for Material Occupation Changes

Non-management Directors must submit a resignation letter to the Board upon significant changes in employment or occupation. The Board will determine whether to accept the resignation based on the best interests of the Company.

XV. Social Responsibility and Ethics

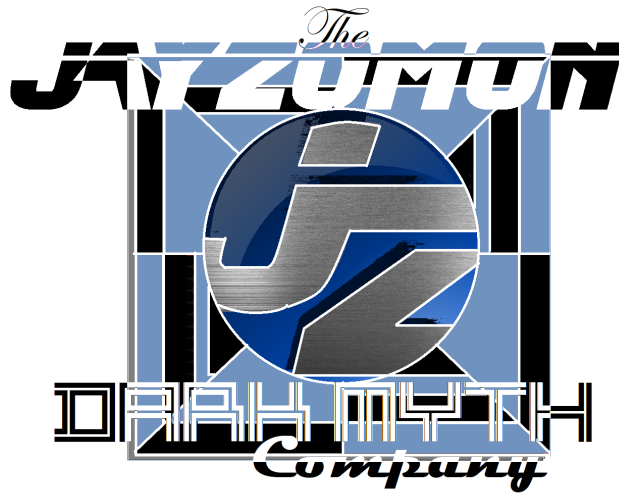
The Company shall:

- Periodically report to the Board on its social impact, community initiatives, and diversity programs;
- Maintain ethical standards through its Code of Conduct, with which all Directors must comply;
- Disclose any waiver of ethical standards for Directors to the full Board for approval.

XVI. Implementation and Review of Guidelines

These Guidelines shall be:

- Reviewed annually by the Governance and Nominating Committee;
- Updated as needed to reflect regulatory changes or best practices;
- Publicly disclosed upon Board approval if required or deemed appropriate.



Closing Statement

These Guidelines are a framework—not a rigid set of rules—designed to ensure sound corporate governance and stewardship at The JayZomon Dark Myth Company, LLC. The Board reserves the right to revise or waive any provision in the best interest of the Company and its stakeholders.