

VCA PLATFORMS LLC

INITIAL CAPITALIZATION AND FUNDING AUTHORIZATION

Organizational Authorization Record

Document ID: VCA-PLAT-022 | Status: Draft / Transaction Implementation Record

This document is part of the VCA Platforms LLC definitive transaction implementation package and is intended to implement the commercially agreed framework without independently expanding or renegotiating those terms.

1. CAPITALIZATION FRAMEWORK

VCA Platforms LLC approves the agreed \$3,000,000 capitalization framework contemplated by the Final Agreed Terms Schedule, subject to the definitive funding and closing documents.

2. PRINCIPAL OWNERSHIP

The principal ownership structure is Founder Side - Vince Carol, 50%; and Strategic Investment Side - Acorn Capital Holdings LLC, 50%; subject to the separately documented 10% economic participation pool structure already agreed.

3. ORGANIZATIONAL EXPENSES

State formation fees and other approved organizational expenses advanced before funding may be recorded as Company organizational expenses and reimbursed by VCA Platforms LLC following funding in accordance with the agreed framework.

4. AUTHORIZED CLOSING USES

Upon funding, authorized uses include the \$100,000 Education Platform acquisition, \$100,000 Kayla acquisition, approved organizational and transaction expenses, and other uses expressly contemplated by the Final Agreed Terms Schedule and approved Company budget.

5. NO PREMATURE DISBURSEMENT

This authorization does not deem funding received or authorize a closing-conditioned payment before the applicable funds are available and closing conditions are satisfied.

6. RECORDKEEPING

The Company will maintain a capitalization ledger, closing funds-flow record and supporting documentation sufficient to reconcile ownership, participation interests, asset acquisitions and organizational reimbursements.

7. RESERVED MATTERS

Extraordinary capital, ownership and structural actions remain subject to Reserved Matters approval. Ordinary-course expenditures within an approved budget and business plan remain within Founder-led operating authority.

8. STATUS

AUTHORIZED FOR IMPLEMENTATION upon execution of the definitive capitalization and funding documents.

ACKNOWLEDGMENT / EXECUTION

VCA PLATFORMS LLC

By: _____

Name: Vince Carol

Title: Founder / Chief Executive Officer

Date: _____

ACORN CAPITAL HOLDINGS LLC

By: _____

Name: Duane F. Guilford

Title: Authorized Representative

Date: _____